

Meeting Date: September 16, 2026
To: Family Service Toronto Corporate Membership
From: Board of Directors
Agenda Item: Amendment to By-Law No. 2

Item Identification: Corporate membership approval for an amendment to FST By-Law No. 2 that would permit eligible Class 1 corporate members to vote by proxy at members' meetings when they are unable to attend in person.

Sponsor: Janet O'Grady, Chair, Governance Committee

Jurisdictional Information: As per its terms of reference, the Governance Committee is responsible for ensuring that the Board's governing documents (bylaws and policies) are current and appropriate to the governance work of the organization and recommends revisions to the Board as needed.

Article 11.2 of the organization's By-Law allows the Board to repeal or amend an existing By-Law. Amendments or repeals must further be confirmed by the corporate membership at a general meeting of the members.

Previous Action Taken: FST By-Law No. 2 was ratified by the corporate membership on September 18, 2024. At that time, the by-law framework did not permit absentee voting at members' meetings.

To increase accessibility and flexibility for eligible members (Class 1) to vote at members' meetings in absentia, the Governance Committee considered absentee voting options (proxy voting and mail-in ballots). The committee decided in favour of proxies and as a result, FST's By-Law No.2 was amended to allow absentee voting at members meetings. The committee recommended the amendments to the Board for consideration.

The Board endorsed the proposed amendment to By Law No.2 at its meeting on June 24, 2026, and is submitting the following resolution to the membership for ratification:

Action Sought: That the membership passes a special resolution to amend By-Law No. 2, being an operating bylaw relating generally to the transaction of the business and affairs of FST, in the form endorsed by the Board of Directors on June 24, 2026.

Highlights: The bylaw amendment updates FST's governance framework by adding a practical absentee voting mechanism that is compliant with ONCA (Ontario Not for Profit Corporations Act, 2010) legislation regarding proxies. Sections 8.10 and 8.11 of the amended By-Law No.2 outline the conditions around voting by proxy.

Financial Implications: None

Future Action Needed: An amended copy of By-Law No.2 will be filed with the Canada Revenue Agency (CRA) as required. Voting by proxy will be implemented at the Annual Meeting in September 2027.