



BY-LAWS

TABLE OF CONTENTS

PART I – PREAMBLE	4
PART II – DEFINITIONS	5
1. <i>DEFINITIONS</i>	<i>5</i>
PART III – CORPORATION	6
2. <i>CORPORATE SEAL</i>	<i>6</i>
3. <i>EXECUTION OF DOCUMENTS.....</i>	<i>6</i>
4. <i>FINANCIAL YEAR END.....</i>	<i>6</i>
5. <i>BANKING ARRANGEMENTS</i>	<i>6</i>
6. <i>BORROWING POWER.....</i>	<i>6</i>
7. <i>ANNUAL FINANCIAL STATEMENTS</i>	<i>7</i>
PART IV – MEMBERS OF THE CORPORATION	7
8. <i>MEMBERSHIP CONDITIONS</i>	<i>7</i>
9. <i>MEMBERSHIP TRANSFERABILITY.....</i>	<i>8</i>
10. <i>MEMBERS CALLING A SPECIAL MEMBERS’ MEETING</i>	<i>8</i>
11. <i>TERMINATION OF MEMBERSHIP.....</i>	<i>8</i>
12. <i>EFFECT OF TERMINATION OF MEMBERSHIP.....</i>	<i>8</i>
PART V – MEETING OF THE CORPORATION	8
13. <i>QUORUM AT MEETINGS</i>	<i>8</i>
14. <i>VOTES TO GOVERN AT MEETINGS.....</i>	<i>9</i>
15. <i>PARTICIPATION AT MEETINGS BY ELECTRONIC MEANS.....</i>	<i>9</i>
16. <i>ANNUAL MEETING OF THE CORPORATION.....</i>	<i>9</i>
17. <i>COST OF PUBLISHING PROPORSALS FOR ANNUAL MEMBERS’ MEETINGS.....</i>	<i>9</i>
18. <i>RULES OF ORDER.....</i>	<i>9</i>
PART VI – BOARD OF DIRECTORS AND OFFICERS.....	10
19. <i>NOMINATING DIRECTORS.....</i>	<i>10</i>
20. <i>NUMBER OF DIRECTORS</i>	<i>10</i>
21. <i>TERM OF OFFICE OF DIRECTORS</i>	<i>10</i>
22. <i>MEETINGS OF THE BOARD OF DIRECTORS.....</i>	<i>11</i>
23. <i>COMMITTEES OF THE BOARD</i>	<i>11</i>
24. <i>APPOINTMENT OF OFFICERS.....</i>	<i>11</i>
25. <i>DESCRIPTION OF OFFICES.....</i>	<i>12</i>
26. <i>SIGNING OFFICERS.....</i>	<i>13</i>
27. <i>INVALIDITY OF PROVISIONS OF THIS BY-LAW.....</i>	<i>13</i>
28. <i>OMISSIONS AND ERRORS.....</i>	<i>13</i>
29. <i>CONFLICT RESOLUTION.....</i>	<i>13</i>
30. <i>BY-LAWS AND EFFECTIVE DATE.....</i>	<i>14</i>

PART I– PREAMBLE

Contact Brant for Children’s and Developmental Services (the “Corporation”) shall endeavour to implement the recommendations and policy initiatives set out in the 1997 provincial framework “*Making Services Work for People*” and the Hamilton/Niagara Regional Ministry of Community and Social Services Office 1998 plan “*System by Design to the year 2000*”, and in particular to provide directly or indirectly the following:

i. **Coordinated Information**

Provide reliable, accurate, objective and comprehensive information regarding children and youth services to all persons within the service area of the Corporation who are in need of such services, as well as about children and youth services which are available from other providers to all persons who are in need of such services within the service area of the Corporation.

ii. **Single Point of Access to Services**

Be the single point of access for all Ministry funded children and youth services as are available within the service area of the Corporation, except for Young Offender services and Child Welfare services.

iii. **Case Resolution**

Establish and implement a case resolution mechanism to respond to unusual or complex needs of persons who require Ministry funded children and youth services within the service area of the Corporation to ensure that the most appropriate available services are planned and facilitated.

iv. **Common Tool for Intake**

Establish and implement a common intake procedure that collects and manages necessary and appropriate client information.

v. **Single Agreement for Services**

Establish and implement a single agreement for services for each client which incorporates all children’s services to be provided for that client.

In addition, the Corporation shall implement the expectations for the Coordinating Agency set out in the 2014 Special Needs Strategy “*Coordinated Service Planning Guidelines for Children’s Community Agencies, Health Providers and District School Boards*” and the *Coordinated Service Planning Policy and Program Guidelines for Coordinating Agencies 2017*. Coordinated service planning is composed of three key elements:

i. **A single Coordinating Agency** through which families can access coordinated service planning for a range of services across sectors;

ii. **Dedicated Service Planning Coordinators**, through each Coordinating Agency, who will lead coordinated service planning for families of children and youth with multiple and/or complex special needs by working with children’s services, health and education

sectors and other community partners; and

- iii. **One coordinated service plan** for each child/youth that takes into account all of their goals, strengths, needs, as well as all of the services that the child/youth is and will be receiving.

In addition to the foregoing, the Corporation shall coordinate activities and liaise with other organizations having comparable objects; shall participate in community service planning that ensures the provision of advice to the Ministry on service priorities, trends and gaps in Children and Youth Services; and shall undertake other initiatives related to Ministry funded services as may be negotiated from time to time with the West Regional Office of Ministry.

PART II – DEFINITIONS

1. DEFINITIONS

In this by-law and all other by-laws of the Corporation:

- 1.1. **“Act”** means the *Canada Not-For-Profit Corporations Act* including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- 1.2. **“Articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- 1.3. **“Board”** means the Board of Directors of the Corporation and **“Director”** means a member of the Board.
- 1.4. **“By-law”** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect.
- 1.5. **“Meeting of members”** includes an annual meeting of members or a special meeting of members entitled to vote.
- 1.6. **“Ordinary resolution”** means a resolution passed by a majority of not less than 50% plus 1 of the vote’s case on that resolution.
- 1.7. **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time.
- 1.8. **“Special resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- 1.9. **“Corporation”** means Contact Brant for Children’s and Developmental Services.
- 1.10. **“Chief Executive Officer”** means the person who has, for the time being, the direct

and actual superintendence and charge of the management of the Corporation.

- 1.11. “**Ex-officio**” means membership by virtue of the office and such position includes all rights, responsibilities, and power of the position but does not include the right to vote.

PART III – CORPORATION

2. CORPORATE SEAL

The seal, an impression of which is stamped in the margin of this document, shall be the seal of the corporation. The Executive Assistant, under the direction of the Board, shall be the custodian of the corporate seal.

3. EXECUTION OF DOCUMENTS

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers. In addition, the Board may, from time to time, direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

4. FINANCIAL YEAR END

The financial year end of the Corporation shall be March 31st in each year.

5. BANKING ARRANGEMENTS

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize, from time to time, by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may be resolution from time to time designate, direct or authorize.

6. BORROWING POWER

The Directors of the Corporation may, without authorization of the members:

- i. borrow money on the credit of the corporation;
- ii. issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- iii. give a guarantee on behalf;
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt

obligation of the corporation.

7. ANNUAL FINANCIAL STATEMENTS

The Corporation shall provide to the members a copy of the annual financial statements and other documents referred to in the Act or a copy of a publication of the Corporation reproducing the information contained in the documents.

PART IV – MEMBERS OF THE CORPORATION

8. MEMBERSHIP CONDITIONS

- 8.1 Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board.
- 8.2 To be eligible for membership, individuals should:
- be a resident of Brant/Brantford, or have been employed or carried on business in Brant/Brantford for a continuous period of at least one year immediately prior thereto;
 - be eighteen (18) years of age or older; and
 - be willing to sign a declaration of commitment to the mission and objects of the organization.
- 8.3 The Board may, from time to time, deem individuals or groups of individuals or individuals holding certain occupations as being ineligible for membership in the corporation and without limiting the generality of the foregoing, the following shall be ineligible for membership:
- employees of any funders, as well as the parents, siblings, children, spouses, common-law partners and partners of these individuals;
 - employees of the Corporation, as well as their parents, siblings, children, spouses, common-law partners and partners.
- 8.4 As set out in the articles, each member is entitled to receive notice of, attend and vote at all meetings of members and each such member shall be entitled to one (1) vote at such meetings.
- 8.5 Any membership in the Corporation shall be effective only from the Annual Meeting in one year until the Annual Meeting in the following year.
- 8.6 Members shall indicate annually to the Board of Directors their intention to continue as members.

9. MEMBERSHIP TRANSFERABILITY

A membership may only be transferred to the Corporation. A special resolution of the members is required to make any amendment to add, change or delete this section of by-laws.

10. MEMBERS CALLING A SPECIAL MEMBERS' MEETING

The Board of Directors shall call a special meeting of members on written requisition of members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

11. TERMINATION OF MEMBERSHIP

A membership in the Corporation is automatically terminated, and confirmed by the Board, when:

- the member dies or resigns;
- the member is expelled or their membership is otherwise terminated in accordance with these by-laws;
- the member's term of membership expires; or
- the Corporation is liquidated and dissolved under the Act.

12. EFFECT OF TERMINATION OF MEMBERSHIP

Subject to the articles, upon any termination of membership, the rights of the member, including the rights in the property of the Corporation, automatically cease to exist.

PART V – MEETING OF THE CORPORATION

13. QUORUM AT MEETINGS

- 13.1. A quorum for any meeting of the Corporation shall be a majority (50% plus one) of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- 13.2. Any meeting of the Corporation for which no quorum is present within fifteen minutes of the time appointed for commencement of the meeting may proceed, with motions made and voting then carried out within one week by email; email responses must form quorum as with any other meeting of the Board. The results of any email decisions will be minuted at the next meeting of the Board.

14. VOTES TO GOVERN AT MEETINGS

At any meeting of the Board of Directors or members every question shall be determined by a majority of the votes cast on the question. In case of an equality of votes, either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

15. PARTICIPATION AT MEETINGS BY ELECTRONIC MEANS

- 15.1. Any person entitled to attend a meeting may participate in the meeting by means of such telephonic, electronic or other communication facility; a person participating in a meeting by such means is deemed to be present at the meeting; and any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.
- 15.2. If the directors or members of the Corporation call a meeting of members, those directors may determine that the meeting shall be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

16. ANNUAL MEETING OF THE CORPORATION

- 16.1. Notice of the Annual Meeting of the Corporation shall be given to members entitled to vote by telephonic, electronic or other communication facility at least thirty (30) days in advance of the meeting.
- 16.2. The Annual Meeting of the Corporation shall be held on a date fixed by the Board in compliance with the requirements of the Corporations Act. Meetings of the members may be held at any place determined by the Board.
- 16.3. The Corporation shall at its Annual Meeting appoint an Auditor who shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the Public Accountancy Act until the next annual meeting of the Corporation.

17. COST OF PUBLISHING PROPORSALS FOR ANNUAL MEMBERS' MEETINGS

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

18. RULES OF ORDER

Any questions of procedure at or for any meetings of the Corporation, of the Board or any committee, which have not been provided for in this By-law or by the Corporations

Act or Regulations thereunder, shall be determined by the chairperson in accordance with Roberts Rules of Order.

PART VI – BOARD OF DIRECTORS AND OFFICERS

19. NOMINATING DIRECTORS

- 19.1. Any proposal may include nominations for the election of Directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.
- 19.2. Directors of the Board are members and are elected by the members. Subject to provisions of this By-law, nominations for election as a Director are tabled by the Nominating Committee of the Board at the Annual Meeting of the Corporation.
- 19.3. The Nominating Committee may bring a nomination for additional Directors or to fill a vacancy of a Director between Annual Meetings to the Board for appointment by the Board as long as there is a quorum of the Board to participate in the appointment, and the total number of appointed Directors is not more than one-third of the number of Directors elected at the previous Annual Meeting. An appointed Director may hold office for a term that must expire at the next Annual Meeting.

20. NUMBER OF DIRECTORS

- 20.1. The Board shall be comprised of a minimum of eight (8) and a maximum of twelve (12) elected Directors.
- 20.2. The Board shall strive to ensure that membership includes at least one (1) parent member and one (1) youth member, and shall limit the number to two (2) members who are connected to Ministry-funded service provider agencies as a Board Member or employee, as well as the parents, siblings, children, spouses, common-law partners, and partners of these individuals.
- 20.3. The Chief Executive Officer of the Corporation is appointed by the Board of Directors to be responsible to the Board for the organization and management of the Corporation and shall be considered an ex-officio Director of the Board, provided that the ex-officio Director shall have no voting privileges.

21. TERM OF OFFICE OF DIRECTORS

- 21.1. Newly elected Directors shall be elected for three-year (3) terms. The Board shall strive for a balance of experienced Board Members and new Board Members.
- 21.2. The maximum number of terms a Director may be elected for is three (3) full terms or ten (10) years, whichever is greater. A Director who has served the maximum terms can be re-elected a Director following a break of at least one (1) year.

21.3. The office of a Director shall be terminated when:

- the Director becomes an employee of the Corporation;
- at the discretion of the Board, the Director is absent from three (3) consecutive Board meetings within a one-year period.
- the Director is the ex-officio Director and no longer holds the office of Chief Executive Officer.

22. MEETINGS OF THE BOARD OF DIRECTORS

22.1. The Board shall appoint a day in any month or months for regular meetings of the Board at a place and hour to be named, usually once per month with the exception of July and August. There shall be at least 6 regular meeting of the Board per annum.

22.2. Meeting of the Board may be called by the Chair of the Board, the Vice-Chair of the Board, or any two (2) Directors at any time.

22.3. Guests may attend meetings of the Board only upon:

- invitation by the chairperson of the meeting;
- invitation by the Chief Executive Officer with the prior approval of the chairperson of the meeting; or
- resolution of the Board.

23. COMMITTEES OF THE BOARD

23.1 At the first meeting of the Board following the Annual Meeting of the members of the Corporation, the Board shall appoint the members of the Nominating Committee, the Audit Committee, and the Policy Review Committee.

23.2 The Board may from time to time appoint any other committee or committees as it deems necessary or appropriate for such purposes and with such powers as the Board shall see fit. Any such committee will have a Terms of Reference established by the Board.

24. APPOINTMENT OF OFFICERS

24.1 The Board shall appoint on an annual basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. The following shall be the Officers of the Corporation:

- a) the Chair
- b) the Vice-Chair
- c) the Treasurer

- d) the Secretary
- e) the Immediate Past-Chair (optional)
- f) the Chief Executive Officer (Ex-Officio)

- 24.2 The Directors shall elect a Chair, a Vice-Chair, a Treasurer, a Secretary, and may elect an immediate Past Chair, from among themselves at the meeting immediately following each Annual Meeting of the Corporation. The Chair shall be the President for the purposes of the Corporations Act, 1990.
- 24.3 No Director may serve for more than three (3) consecutive years in one office, provided however, that following a break in the continuous service of at least one year the same person may be re-elected or re-appointed to any office.
- 24.4 Ex-officio Directors are ineligible for election as Chair, Vice-Chair or Treasurer.

25. DESCRIPTION OF OFFICES

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation shall have the following duties and powers associated with their positions:

- a) **Chair of the Board** – The Chair of the Board shall be a Director and shall preside at all meeting of the Board of Directors and of the members. The Chair shall have such other duties and powers as the Board may specify.
- b) **Vice-Chair of the Board** – The Vice-Chair of the Board shall be a Director. If the Chair is absent or is unable or refuses to act, the Vice-Chair shall, when present, preside at all meetings of the Board of Directors and of the members. The Vice-Chair shall have such other duties and powers as the Board may specify.
- c) **Secretary** – The Secretary shall enter or cause to be entered in the Corporation’s minute book minutes of all proceedings at such meetings and shall ensure notices to members, directors, the public accountant and members of committees. The Secretary, in consultation with the Chief Executive Officer, will ensure an appropriate staff person to have custody of all books, papers, records, documents and other instruments belonging to the Corporation. The Secretary shall perform such other duties as may, from time to time, be determined by the Board.
- d) **Treasurer** – The Treasurer, in consultation with the Chief Executive Officer, will ensure an appropriate staff person to have custody on behalf of the Treasurer of the books of account and accounting records of the Corporation required to be kept by the provisions of the Act or otherwise By-law. The Treasurer will also ensure a financial report of the Corporation indicating the financial position of the Corporation is submitted to the Board on a timely and regular basis; submission of an annual audited financial report to the Board and the members of the financial operations of the Corporation; and perform such other duties as may, from time to time, be determined by the Board.

- e) **Chief Executive Officer** – The Chief Executive Officer of the Corporation shall be responsible for implementing the strategic plans and policies of the Corporation, and subject to the authority of the Board, shall have general supervision of the affairs of the Corporation.
- f) **Immediate Past-Chair** – The Immediate Past-Chair shall perform such duties as may be assigned by the Board.

26. SIGNING OFFICERS

Unless otherwise directed by the Board of Directors, all deeds, transfers, assignments, contract and obligations on behalf of the Corporation shall be signed by the Chief Executive Officer and one of the Chair or Vice-Chair or Treasurer or Secretary. The seal of the Corporation shall be affixed to such instruments as required.

27. INVALIDITY OF PROVISIONS OF THIS BY-LAW

Any invalid provision does not affect the rest of the by-laws. The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

28. OMISSIONS AND ERRORS

Accidental omissions do not invalidate decisions or actions. The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

29. CONFLICT RESOLUTION

In the event that a dispute or controversy among members of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members of the Corporation and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution with the Board of Directors as a whole:

- a) The Chair or alternate will review the mission, vision and values of the corporation, centering the discussion on what is in the best interests of the organization, the people we serve, our employees and our volunteers. Members will clarify what the disagreement is and acknowledge the issue or concern raised. Members will discuss ways to meet the common goal and acknowledge the issue or concern raised. Members will discuss ways to meet the common goal and acknowledge the resolutions brought forward. Members will agree on solutions both parties can

support, not only from each other's perspective, but also in terms of the benefits to the organization.

- b) If the Board of Directors remains unable to resolve the conflict, the Chair will request assistance from a facilitator or mediator to reach resolution.

30. BY-LAWS AND EFFECTIVE DATE

The Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next Annual Meeting where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

ENACTED this 28th day of September, 2021.

WITNESS the corporate seal of the Corporation

DocuSigned by:

Susan Fitzgerald

5B41B48AA0824E7...

Chair

DocuSigned by:

Greg Hackborn

3B22031F889B46D...

Secretary