



# By-Laws

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## Section 1 - General

### 1.01 Definitions and Interpretation

In this by-law, unless the context otherwise requires:

- a. “Act” means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time.
- b. “Board” means the board of directors of the Corporation.
- c. “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force.
- d. “Chair” means the chair of the Board.
- e. “Corporation” means Contact Brant for Children’s and Developmental Services.
- f. “Director” means an individual occupying the position of director of the Board of the Corporation.
- g. “Member” means a member of the Corporation; a member elects the Board; approves changes to Bylaws, sale of major assets, etc.
- h. “Members” means the collective membership of the Corporation; and
- i. “Officer” means an Officer of the Corporation. For the purposes of these By-Laws, ‘Officers’ are the Chair, the Vice Chair, the Secretary, the Treasurer, and the Chief Executive Officer.
- j. “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; is responsible to the Board; is an ex-officio Director of the Board; is ineligible for election as Chair, Vice Chair, Secretary or Treasurer; and is an Officer of the Corporation.
- k. “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.

### 1.02 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act shall prevail.

### 1.03 Seal

The seal of the Corporation shall be in the form determined by the Board.

### 1.04 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 to the document.

Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **Section 2 – Directors**

### **2.01 Election and Term**

The Directors shall be elected by the Members.

The term of office of the Directors shall be 3 years, starting from the date of the Annual Meeting at which they are elected.

### **2.02 Vacancies**

The office of a Director shall be vacated immediately:

- a. If the Director resigns office by written notice to the Corporation; the resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later.
- b. If the Director dies.
- c. If the Director becomes bankrupt.
- d. If the Director is found to be incapable of managing property by a court or under Ontario law.
- e. If at a meeting of the Members a resolution is passed by at least a majority of the votes removing the Director before the expiration of the Director's term of office.

### **2.03 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

- a. A quorum of Directors may fill a vacancy among the Directors, and the nomination must be taken to the next Annual Meeting for approval by the Members.
- b. The total number of appointed Directors shall not be more than one-third of the number of Directors elected at the previous Annual Meeting.

### **2.04 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or

indirectly receive any profit from occupying the position of Director, subject to the following:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Director's duties.
- b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Director, provided that the amount of any such remuneration or reimbursement is:
  - i. Considered reasonable by the Board.
  - ii. Approved by the Board for payment by resolution passed before such payment is made.
  - iii. In compliance with the conflict of interest provisions of the Act.

## **Section 3 – Board Meetings**

### **3.01 Calling of Meetings**

Meetings of the Board may be called by any Director at any time and any place on notice as required by this By-Law.

### **3.02 Regular Meetings**

The Board shall name a place and time of regular Board meetings by resolution, and no other notice shall be required for any such meetings. There shall be at least 6 regular meetings of the Board per annum.

### **3.03 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in this By-Law to every Director of the Corporation not less than three (3) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual Meeting of the Corporation.

### **3.04 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice Chair shall preside and in the absence of the Vice Chair, the Directors present shall choose one of their number to act as the chair.

### **3.05 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by

a majority of votes. In case of an equality of votes, the vote is lost.

### 3.06 Participation by Telephone or Other Communications Facilities

The Board may determine that the meeting shall be held by means of a telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

A Director participating by such means is deemed to be present at the meeting.

## Section 4 – Officers

### 4.01 Officers

The Board shall appoint from among the Directors a Chair, Vice Chair, Treasurer, and Secretary at its first meeting following the Annual Meeting of the Corporation.

### 4.02 Office Held at Board's Discretion

The same person may hold two offices of the Corporation.

Any Officer shall cease to hold office upon resolution of the Board.

### 4.03 Duties

Officers shall be responsible for the duties assigned to them by the Board and may not delegate to others the performance of any or all of such duties.

## Section 5 – Financial

### 5.01 Banking

The Board shall by resolution from time to time designate the bank in Canada in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

### 5.02 Financial Year

The financial year of the Corporation ends on March 31st in each year.

## Section 6 – Conflict of Interest

### 6.01 Conflict of Interest

A Director who is anyway directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation, shall make the disclosure required by the Act. Except as provided by the Act, no Director shall attend any part of a meeting or vote on any resolution to approve any such contract or transaction.

## 6.02 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## Section 7 – Members

### 7.01 Members

Membership in the Corporation shall consist of individuals interested in furthering the Corporation's purposes and who have been accepted into Membership by resolution of the Board and have met eligibility criteria outlined in the Corporation's policies.

Directors shall be the only Members.

### 7.02 Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

Any membership in the Corporation shall be effective from the Annual Meeting in one year until the Annual Meeting in the following year, subject to renewal in accordance with the policies of the Corporation.

### 7.03 Termination or Discipline of Members

- a. A membership in the Corporation is automatically terminated and must be 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.
  - the Corporation is liquidated and dissolved under the Act.
- b. The Board may pass a resolution authorizing disciplinary action or termination of Membership for violating the Corporation's Code of Conduct or other policies, violating By-Laws, or missing three consecutive meetings.
  - Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership. The notice shall set out the reasons for the disciplinary action or termination of Membership.
  - The Member receiving the notice shall be entitled to be heard, orally or in

writing not less than 5 days before the end of the 15-day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of the Membership.

## **Section 8 – Members’ Meetings**

### **8.01 Annual Meeting**

The Board will decide the date and place in Ontario for the Annual Meeting. Any Member, upon request, shall be provided not less than 21 days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the Annual Meeting shall include:

- a. Approval of the agenda.
- b. Approval of the minutes of the previous annual and subsequent special meetings.
- c. Approval of the financial statements for the previous year.
- d. Report of the auditor or person who has been appointed to conduct a review engagement.
- e. Appointment of the auditor or a person to conduct a review engagement for the coming year.
- f. Election of Directors.
- g. Any other or special business that was included in the notice of meeting.

### **8.02 Special Meetings**

The Board shall convene a Special Meeting of Members on written requisition of not less than 5% of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

If the Members did not elect the minimum number of Directors needed for a quorum, the Directors have to call a Special Members’ Meeting right away to elect a Director.

### **8.03 Participation by Telephone or Electronic Means**

The Board may determine that the Annual or Special Meetings shall be held by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

Any Member participating in a meeting by such means is deemed to be present at the meeting.

#### 8.04 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken.

#### 8.05 Quorum

A quorum for the transaction of business at a Members Meeting is 51% percent of the Members entitled to vote at the meeting.

If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

#### 8.06 Chair of the Meeting

The Chair of the Board, and as an alternate the Vice Chair, shall be the chair of the Members Meeting. In the Chair and Vice Chair's absence, the Members shall choose another elected Director as chairperson.

#### 8.07 Voting of Members

Business arising at any Members Meeting shall be decided by a majority (51%) of votes unless otherwise required by the Act provided that:

- a. Each Member shall be entitled to one vote.
- b. Votes will be taken by a show of hands among all voting Members present including the chair of the meeting, if a Member. Before or after a show of hands has been taken on any question, the chair of the meeting or any Member may demand a written ballot.
- c. Whenever a vote by show of hands is taken on a question, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.
- d. If there is a tie vote, the chair of the meeting shall require a written ballot. If the written ballot results in a tie, the motion is lost.
- e. An abstention shall not be considered a vote cast.

## 8.08 Persons Entitled to be Present

Persons entitled to attend a Members Meeting are the Members, the Directors, the auditors of the Corporation and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## Section 9 – Notices

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be sent by mail to the last address on record for that person, by telephone, by email, or by other electronic means. Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.

No error or accidental omission in giving notice of any Board meeting or any Members' meeting will invalidate the meeting or make void any proceedings taken at the meeting.

## Section 10 - Dissolution of the Organization

The Corporation can be dissolved on a motion approved at a Special Meeting of the Members. The Members will pass a special resolution to authorize the Directors to distribute any property and discharge any liabilities in accordance with the articles of the corporation and the requirements under the NFP Act.

On dissolution of the Corporation, any remaining assets, after all liabilities have been satisfied, will be disposed of according to regulations established by the Province of Ontario under the Child, Youth and Family Services Act and/or the Corporations Act. Any assets will be disposed of to charitable organizations whose work is solely in Ontario and consistent with the Vision of the Corporation.

## Section 11 - Adoption and Amendment of By-Laws

This By-law may be amended by a majority vote of the Board and the subsequent approval of the Members.

Enacted on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary