

# Adoption Council of Ontario

## BY-LAW NUMBER ONE

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## **ARTICLE I – NAME**

- 1.1.1 The name of the organization is the Adoption Council of Ontario herein after referred to as the “Organization”.

## **ARTICLE II - MISSION AND VISION STATEMENTS**

### **2.1.1 MISSION STATEMENT**

### **2.1.2 VISION STATEMENT**

## **ARTICLE III – HEAD OFFICE**

- 3.1.1 The Head Office of the Organization shall be in the Province of Ontario at such place therein as the Board may from time to time determine.

## **ARTICLE IV - MEMBERSHIP**

### **MEMBERS**

- 4.1.1 There shall be two classes of membership: Agency and Individual/Family. The Agency shall authorize an individual to represent such Agency at meetings of the Organization. Where there are more than one adult in a family, one adult member of the family shall represent them at meetings of the Organization.
- 4.1.2 All applicants for Membership, who are approved by the Board of Directors, shall be admitted to Membership in the Organization by resolution of the Board of Directors.
- 4.1.3 Each applicant shall promptly be informed by the Secretary of his/her admission as a Member.
- 4.1.4 Employees of the Organization may be members, thereof, if they so choose.
- 4.1.5 Applicants for membership shall have reached the age of majority.
- 4.1.6 Members may resign in writing which shall be effective from acceptance of the Board of Directors.
- 4.1.7 Membership is not transferable.

### **DUES**

- 4.2.1 Each Member shall pay annual dues in accordance with the provisions of the By-Laws of the Organization in that behalf from time to time in force as determined by the Board of Directors.

- 4.2.2 Dues shall be payable by all Members in an amount or amounts as shall from time to time be fixed by a vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the Members at an annual or other general meeting.
- 4.2.3 The Secretary shall notify each Member of the dues or fees at any time payable by such Member and, if any are not paid within 60 days of the date of such notice, each member in default shall thereupon automatically cease to be a Member of the Organization, but any such Member may, upon payment of all unpaid dues or fees, be reinstated by vote of the Board of Directors.

#### **TERMINATION OF MEMBERSHIP**

- 4.3.1 In serious or continuous cases of misconduct on the part of a Member, or the non-payment of fees, dues or assessments, provided three-quarters of the Board of Directors in office are in favour of the resolution, the Board of Directors may, following a hearing at which the allegedly offending Member is given an opportunity to be heard, pass a resolution requesting the Member to submit their resignation from the Organization.
- 4.3.2 The resolution itself shall not show cause and if the resignation is not received before the time specified in the resolution, then, nevertheless, the Membership of such Member shall terminate at that time.
- 4.3.3 There shall be no appeal from the decision of the Board of Directors under this Article and no allegedly offending Member shall have any claim against the Organization or its Board of Directors or officers in consequence of any such action.

#### **ARTICLE V – FINANCIAL ARRANGEMENTS**

- 5.1.1 All monies raised or received by the Organization from members or otherwise, shall be the property of the Organization and shall be utilized in such manner as in the opinion of the Board of Directors is most desirable and necessary for carrying out the objectives of the Organization.

#### **FINANCIAL YEAR**

- 5.2.1 Unless otherwise ordered by the Board of Directors, the fiscal year of the Organization shall terminate on the 31st day of December in each year.

#### **CHEQUES, ETC.**

- 5.3.1 All cheques, drafts or other orders for payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers, or person or persons, whether or not officers of the Organization and in such manner, as the Board of Directors may, from time to time, designate by resolution.

## **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

- 5.4.1 The securities of the Organization shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions, “the Custodians”, to be selected by the Board of Directors.
- 5.4.2 Any and all securities deposited in accordance with section 5.4.1 may be withdrawn, from time to time, only upon the written order of the Organization signed by such officer or officers, agent or agents of the Organization and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances.
- 5.4.3 The institution(s) selected as Custodians by the Board of Directors under section 5.4.1 shall be fully protected in acting in accordance with the directions of the Board of Directors and shall, in no event, be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **BORROWING**

- 5.5.1 The Board of Directors may, from time to time, borrow money on the credit of the Organization; or issue, sell or pledge securities of the Organization; or charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Organization, including book debts, rights, powers, franchises and undertaking, to secure any securities of any money borrowed, or other debt, or any other obligation or liability of the Organization.
- 5.5.2 From time to time the Board of Directors may authorize any Director, officer or employee of the Organization or any other person to make arrangements with reference to the monies borrowed or to be borrowed and to the terms and conditions of the loan and to the securities to be given, therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Organization as the Directors may authorize and generally to manage, transact and settle the borrowing of money by the Organization.

## **BOOKS AND RECORDS**

- 5.6.1 The Board of Directors shall see that all necessary books and records of the Organization required by the by-laws of the Organization or by any applicable statute or law are regularly and properly kept.

## **AUDITOR**

- 5.7.1 One or more auditors, who shall not be a member of the Organization shall be appointed at the Annual General Meeting (AGM) to audit the accounts of the Organization. The auditors when appointed shall hold office until the next AGM.

## **ARTICLE VI - MEETINGS**

### **ANNUAL GENERAL MEETING**

- 6.1.1 The annual or any other general meeting of the Members shall be held at the head office of the Organization or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.
- 6.1.2 The Chairperson of each Annual Meeting, at which an election is held for Board Members, shall call a meeting of the newly comprised Board to be held within 30 days of the said Annual Meeting, for the purpose of the election and appointment of the various officers of the Organization.
- 6.1.3 At every Annual Meeting, in addition to any other business that may be transacted:
- (a) the report of the Board of Directors, the financial statement and the report of the auditors shall be presented;
  - (b) a Board of Directors shall be elected for the ensuing year, or until otherwise replaced; and
  - (c) auditors shall be appointed for the ensuing year, but the remuneration of the auditors shall be fixed by the Board of Directors.
- 6.1.4 At any meeting of the Members, the Members may transact any business either special or general without any notice thereof.
- 6.1.5 The majority of the Board of Directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Organization.
- 6.1.6 No public notice nor advertisement of Members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each Member by sending the notice by prepaid mail, ten days before the time fixed for the holding of such meeting, provided that any meetings of Members may be held at any time and place without such notice, if all the Members of the Organization are present thereat.

### **CHAIRPERSON OF MEMBERS MEETINGS**

- 6.2.1 In the event that the President is absent and there is no Vice-President present, the persons who are present and entitled to vote shall choose another Director as Chairperson of the meeting and, if no Director is present or if all the Directors present decline to act as Chairperson, then the persons who are present and entitled to vote shall choose one of their number to be Chairperson.

### **MEETINGS CALLED BY MEMBERS**

- 6.3.1 A General Meeting of Members may be requested by fifteen (15) qualified Members, or one-tenth (1/10<sup>th</sup>) of the qualified Members, whichever is greater, for any purpose connected with the affairs of the Organization that is not inconsistent with the By-Laws of the Organization.

## **NOTICES**

- 6.4.1 Whenever under the provisions of the By-Laws of the Organization, notice is required to be given, such notice may be given either personally or by depositing same in a post office or public letter-box, in a prepaid, sealed envelope addressed to the Director, officer or Member at their most recent address as the same appears on the books of the Organization.
- 6.4.2 A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in a post office or public letter-box as aforesaid.
- 6.4.3 Any notice of a meeting of the Board of Directors shall include with it a proposed Agenda for such meeting.

## **ERROR OR OMISSION IN NOTICE OF MEMBERSHIP MEETING**

- 6.5.1 The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any Member or Members or by the auditor of the Organization shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

## **QUORUM OF MEMBERS**

- 6.6.1 A quorum for the transaction of business at any meeting of Members shall consist of not less than one-tenth (1/10th) of all qualified Members, or fifteen (15) qualified Members, whichever is greater.

## **VOTING OF MEMBERSHIP**

- 6.7.1 Subject to the provisions of Section 6.9 hereof with respect to Proxies, each Member of the Organization shall, at all meetings of Members, be entitled to one vote, provided that no Member shall be entitled to vote at meetings of the Organization unless they have paid all dues or fees, if any, then payable by them.
- 6.7.2 At all meetings of Members every question shall be decided by a majority of the votes of the Members present, unless otherwise required by the By-Laws of the Organization, or by law.
- 6.7.3 Every question shall be decided in the first instance by a show of hands, unless a poll be demanded by any Members. Upon a show of hands, every Member having voting rights shall have one vote and, unless a poll be demanded, a declaration by the chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of the Organization shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.
- 6.7.4 The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the Members present and such poll shall be taken in such manner as the Chairperson

shall direct and the result of such poll shall be deemed the decision of the Organization in general meeting upon the matter in question.

- 6.7.5 In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled, in addition to their original vote, to a second or casting vote.
- 6.7.6 Subject to the provisions of Section 6.9 hereof, votes of Members which are Group/Agency shall be given by an individual authorized to represent such Group/Agency at a meeting or meetings of the Organization.

### **ADJOURNMENTS**

- 6.8.1 Any meetings of the Organization, or of the Board of Directors, may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place.
- 6.8.2 No notice shall be required of any such adjournment except that any Director who has notified the Secretary of his or her inability to attend any Board meeting shall be given notice of the adjournment and when and where the meeting will reconvene.
- 6.8.3 Such adjournment may be made notwithstanding that no quorum is present.

### **PROXIES**

- 6.9.1 At every meeting at which a Member is entitled to vote:
  - (a) every Member who is present in person, and
  - (b) any individual authorized to represent such Group/Agency respectively, which is a Member of the Organization, or
  - (c) any person appointed by proxy to represent one or more Members; who is present in personshall have one vote on a show of hands.
- 6.9.2 Upon a poll:
  - (a) every Member who is present in person shall have one vote;
  - (b) any individual authorized to represent such Group/Agency respectively which is a Member of the Organization shall have one vote; and
  - (c) every person appointed by proxy shall have one vote for each Member entitled to vote at the meeting and represented by such proxy holder.
- 6.9.3 A proxy shall be executed by the Member or their attorney authorized in writing or, if the Member is a body corporate or association, by an officer or attorney thereof duly authorized so to do. A person appointed by proxy need not be a Member.
- 6.9.4 Subject to the other provisions of the By-Laws, a proxy may be in the form set forth below:

**PROXY**

**Adoption Council of Ontario**

The undersigned Member of **the Adoption Council of Ontario** hereby appoints:

\_\_\_\_\_ of \_\_\_\_\_ or failing him

\_\_\_\_\_ of \_\_\_\_\_

as the PROXY of the undersigned to attend and act at the meeting of the Members of the said Organization

to be held on the \_\_\_\_\_ day of \_\_\_\_\_ and at any adjournment or adjournments thereof in the same thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the \_\_\_\_\_ day of \_\_\_\_\_, 20

Name of Member \_\_\_\_\_

Signature of Member \_\_\_\_\_

## **ARTICLE VII - BOARD OF DIRECTORS**

### **ELECTION, COMPOSITION, AND TERM OF DIRECTORSHIP**

- 7.1.1 The affairs of the Organization shall be managed by a Board of Directors, consisting of a minimum of eight (8) and a maximum of twelve (12) Directors, each of whom at the time of their election or within 10 days thereafter and throughout their term of office shall be a Member of the Organization. There shall be included:
- (i) representation from across the geography of Ontario
  - (ii) representation from community service agencies which have direct and indirect involvement adoption
  - (iii) representation from all experiences of adoption: adoptees, birth parents, and adoptive families
  - (iv) financial, human resources, legal, administrative experience and
  - (v) a minimum of three (3) members-at-large.
- 7.1.2 The election may be by a show of hands unless a ballot is requested by any Member.
- 7.1.3 At each Annual General Meeting, Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office for a term of three (3) years or until the third (3rd) Annual General Meeting after their election, except as authorized by a resolution of the Board of Directors; in which case the minimum period of time shall be two (2) years.
- 7.1.4 In order to establish staggered terms of office, one third of the Directors chosen for the first Board of Directors will have a year term; one third of the Directors chosen for the first Board of Directors will have a two year term; and one third of the Directors chosen for the first Board of Directors will have a three year term. After these initial terms, the terms of each director will be the same: three years or otherwise as stated in Article 7.1.3.
- 7.1.5 A Director may stand for re-election, provided that no Director may be elected or appointed to the Board of Directors for a period greater than six (6) consecutive years, except as authorized by a resolution of the Board of Directors, in which case the maximum period of time shall be eight (8) consecutive years.
- 7.1.6 No Director of the Organization holding the office of President, Vice-President, Secretary or Treasurer shall hold such office for more than two consecutive years, except as authorized by a resolution of the Board of Directors, in which case the maximum period of time shall be three (3) consecutive years.

### **TERMINATION OF DIRECTORSHIP**

- 7.2.1 Notwithstanding any other provision hereof, any Director's term of office shall terminate automatically upon his or her being absent from three (3) meetings of

the Board of Directors, unless the Board of Directors, for good and sufficient reason, by resolution, reinstates such Director for the balance of their term, subject always to the aforesaid provisions hereof.

- 7.2.2 Notwithstanding the aforesaid, Directors are responsible for advising the Secretary of their inability to attend any meeting of the Board of Directors.
- 7.2.3 The Members of the Organization may, by a resolution passed by at least two-thirds (2/3rds) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director from the board before the expiration of their term of office and may, by a majority of the votes cast at that meeting, elect any person in their stead and for the remainder of the term.
- 7.2.4 A Director shall ipso facto be vacated if: (a) they becomes bankrupt or suspend payment of their debts generally or compounds with their creditors or makes an authorized assignment or is declared insolvent; or (b) they are found to be a mentally incompetent person or becomes of unsound mind; or (c) by notice in writing to the Organization they resign their office which resignation shall be effective at the time it is received by the Organization or at the time specified in the notice, whichever is later, or (d) they die, or (e) they are removed in accordance other Sections herein.

#### **VACANCIES, BOARD OF DIRECTORS**

- 7.3.1 Vacancies on the Board of Directors, except in the case of retirement at the end of term, or in the case of a vacancy resulting from the action of Members under Article 7.2 may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified Members of the Organization, if they shall see fit to do so.

Otherwise such vacancy shall be filled at the next annual meeting of the Members.

However, if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy and, in default or if there are no Directors then in office, the meeting may be called by any Member.

#### **DUTIES OF THE BOARD**

- 7.4.1 The Board of Directors may, from time to time, appoint such other officers and agents of the Organization as it decides to be necessary and such officers and agents shall have such authority and shall perform such duties as the Board of Directors may, from time to time, prescribe.
- 7.4.3 The Board of Directors shall, annually, or more often, as may be required, elect the President, Vice-President, Secretary and Treasurer, from among themselves, after the annual election of such Board of Directors.

## **EXECUTION OF DOCUMENTS**

- 7.5.1 Subject to any Special Resolution of the Organization, contracts, documents, or other instruments in writing requiring the signature of the Organization may be signed by:
- (a) any one of the President or Vice-President and any one of the Secretary and the Treasurer;
  - (b) any two Directors; or
  - (c) any one of the aforementioned officers with any one Director;
- and all contracts, documents and instruments in writing so signed shall be binding upon the Organization without any further authorization or formality.
- 7.5.2 The Board of Directors shall have power, from time to time, by resolution, to appoint any officer or officers, or any other person or persons, on behalf of the Organization either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- 7.5.3 The phrase "contracts, documents or other instruments in writing" as used in this by-law shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property whether real or personal or immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.
- 7.5.4 In particular, without limiting the generality of the foregoing:
- (a) any one of the President or Vice-President, together with any one of the Secretary or Treasurer;
  - (b) any two Directors; or
  - (c) any one of the aforementioned officers together with any one Director;
- shall have authority to sell, assign, transfer, exchange, convert or convey any and all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Organization and to sign and execute all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

## **QUORUM AND MEETINGS, BOARD OF DIRECTORS**

- 7.6.1 A majority of the Board of Directors holding office and in good standing at the time shall form a quorum for the transaction of business.
- 7.6.2 Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.

- 7.6.3 No formal notice of any such meeting shall be necessary, if all the Directors are present, or, if those who are absent have signified their consent to the meeting being held in their absence.
- 7.6.4 Board of Directors' meetings may be formally called by the President or Vice-President or by the Secretary, on direction of the President or Vice-President, or by the Secretary, on direction in writing of two Directors.
- 7.6.5 Notice of such meetings shall be delivered, telephoned or transmitted by fax or e-mail to each Director not less than four days before the meeting is to take place or shall be mailed to each Director not less than seven days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-Law shall be sufficient and conclusive proof of the giving of such notice.
- 7.6.6 The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Board of Directors' meeting may also be held, without notice, immediately following the Annual Meeting of the Organization.
- 7.6.7 The Board of Directors may consider or transact any business either special or general at any meeting of the Board of Directors. Notwithstanding the generality of the foregoing, the Board of Directors shall hold at least eight (8) regular monthly meetings per fiscal year.

#### **ERRORS IN NOTICE OF BOARD OF DIRECTORS MEETINGS**

- 7.7.1 The accidental omission to give notice of any meeting of the Board of Directors to, or the non-receipt of any notice by, any person shall not invalidate any resolution passed or any proceeding taken at such meeting.

#### **VALIDITY OF ACTS OF DIRECTORS**

- 7.8.1 The acts of a Director or of an Officer are valid notwithstanding any defect that may afterwards be discovered in his or her appointment or qualification.

#### **VOTING, BOARD OF DIRECTORS**

- 7.9.1 Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In case of an equality of votes, the President, in addition to his or her original vote, shall have a second or casting vote.
- 7.9.2 All votes at any such meeting shall be taken by ballot if so required by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.
- 7.9.3 A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible as evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- 7.9.4 In the absence of the President, their duties may be performed by the Vice-President or such other Director as the Board may from time to time appoint for the purpose.

## **POWERS**

- 7.10.1 The Board of Directors of the Organization may administer the affairs of the Organization in all things and make or cause to be made for the Organization, in its name, any kind of contract which the Organization may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Organization is by its By-Laws or otherwise authorized to exercise and do.
- 7.10.2 Without in any way derogating from the foregoing, the Board of Directors are expressly empowered, from time to time, but subject to the restrictions on investments applicable by law to the Organization, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Organization, for such consideration and upon such terms and conditions as they may deem advisable.

## **RENUMERATION OF DIRECTORS**

- 7.11.1 The Board of Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that a Director may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

## **LIABILITY OF DIRECTORS**

- 7.12.1 Except as otherwise provided by the Act, no Director or Officer of the Organization shall be liable for:
- (a) the acts, receipts, neglects, or defaults of any other Director or Officer or employee;
  - (b) joining in any receipt or act for conformity;
  - (c) any loss, damage or expense happening to the Organization through the insufficiency or deficiency of title to any property acquired by, for, or on behalf of the Organization;
  - (d) the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Organization may be placed out or invested;
  - (e) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, including any person with whom or which any monies, securities or effects shall be lodged or deposited;

- (f) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Organization; or
- (g) any other loss, damage or misfortune whatever, which may happen in the execution of the duties of his or her respective office or trust or in relation thereto;

unless the same shall happen by or through their own wilful neglect or default.

7.12.2 The Board of Directors of the Organization shall not be under any duty or responsibility in respect to any contract, act or transaction whether or not made, done or entered into in the name of or on behalf of the Organization, except such as shall have been submitted to and authorized or approved by the Board of Directors.

7.12.3 If any Director or Officer of the Organization shall perform services for the Organization otherwise than as a Director or Officer or shall have a pecuniary interest in the affairs of a person who performs services for the Organization, the fact of their being a Director or Officer of the Organization shall not disentitle such Director or Officer or such person as the case may be, from receiving proper remuneration for such services.

### **INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS**

7.13.1 Every Director of the Organization, their executors, administrators, successors, assigns and estate and effects, shall from time to time and at all times, be indemnified and saved harmless out of the fund of the Organization from and against:

- (a) All costs, charges and expenses whatsoever they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office; and
- (b) All other costs, charges and expenses that they sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

## **ARTICLE VIII - OFFICERS**

### **EXECUTIVE OFFICERS OF THE ORGANIZATION**

8.1.1 The officers of the Board of Directors of the Organization shall be a President, Vice-President, Secretary, Treasurer and Past-President and such other officers as the board may, from time to time, determine.

- 8.1.2 The Board of Directors shall, annually, or more often as may be required, elect the President, Vice-President, Secretary and Treasurer, from among themselves, after the annual election of such Board of Directors.
- 8.1.3 Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:
- a) their resignation;
  - b) the appointment their successor;
  - c) they cease to be a Director or Member of the Organization if such is a necessary qualification of his or her appointment; and
  - d) the meeting at which the Directors annually appoint the Officers of the Organization.

#### **DUTIES OF THE PRESIDENT**

- 8.2.1 The President shall be the chief executive officer of the Organization and shall:
- (a) preside, when present, at all meetings of the Board of Directors, the Executive Committee, if any and the Members;
  - (b) sign such documents as may require his or her signature in accordance with the By-Laws of the Organization and such other contracts, documents or instruments in writing as require his or her signature;
  - (c) have such powers and shall perform such other duties as may from time to time be assigned to him or her by the Board of Directors;
  - (d) exercise general supervision over the business and affairs of the Organization;
  - (e) have such other powers and shall perform such other duties as may, from time to time, be assigned to him or her by resolution of the Board of Directors or as are incident to his or her office; and
  - (f) sign all by-laws with the Secretary, or other officer appointed by the Board of Directors for such purpose.

#### **DUTIES OF THE VICE PRESIDENT**

- 8.3.1 The Vice-President shall, during any absence or inability of the President, perform the powers and duties of the President established under this and any other By-Law, or any resolution, of the Organization.
- 8.3.2 Should the Vice-President, or such other Director as the Board may from time to time appoint for the purpose, exercise any such duty or power, the absence or inability of the President shall be presumed without reference thereto.

## **DUTIES OF THE SECRETARY**

- 8.4.1 The Secretary shall be the secretary of the Board of Directors and the Executive Committee, if any. The Secretary shall:
- (a) attend the meetings of the Board of Directors and Executive committee, if any, and record all facts and minutes of all proceedings in the books kept for that purpose;
  - (b) give all notices required to be given to Members and Directors and Executive Committee Members, if any. Any notice of a meeting of the Board of Directors shall include with it a proposed Agenda for such meeting;
  - (c) be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Organization which he or she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution and he or she shall perform such other duties as may from time to time be determined by the Board of Directors;
  - (d) notify all new Members of their admission to Membership by the Board of Directors; and
  - (e) prepare, sign and provide to each new Member a Membership card.

## **DUTIES OF THE TREASURER**

- 8.5.1 The Treasurer shall insure that:
- (a) full and accurate accounts of all receipts and disbursements of the Organization are maintained in proper books of account including electronic media;
  - (b) all money or other valuable effects are deposited in the name and to the credit of the Organization in such bank or banks as may from time to time be designated by the Board of Directors;
  - (c) disbursement of the funds of the Organization shall be supported by proper vouchers therefor;
  - (d) the Board of Directors receives an account of all his or her transactions as Treasurer and of the financial position of the Organization at the regular meetings thereof or whenever required of him,;
  - (e) serve as Chairperson of the Audit Committee;
  - (f) perform such other duties as may from time to time be determined by the Board of Directors.

## **DUTIES OF OTHER OFFICERS**

- 8.6.1 The duties of all other Officers of the Organization shall be such as the terms of their engagement call for or the Board of Directors requires of them.

## **DUTIES OF OFFICERS MAY BE DELEGATED**

- 8.7.1 In case of absence or inability to act of any officer of the Organization or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

## **ARTICLE IX - EXECUTIVE COMMITTEE**

### **CREATION AND MEMBERSHIP**

- 9.1.1 The Board of Director may, from time to time, establish an Executive Committee consisting of such number of members, not less than three (3) as it may specify. Each member of the Executive Committee shall serve during the pleasure of the Board of Directors and, in any event, only so long as they are a Director. The Board of Directors may fill vacancies in the Executive Committee by election from among its number if and whenever a vacancy exists in the Executive Committee.

The remaining members may exercise the Committee's powers so long as a quorum is present.

- 9.1.2 Notwithstanding the generality of the foregoing, any such Committee shall include among its members, the following Officers of the Organization:

President

Vice President

Past President

Secretary

Treasurer

- 9.1.3 The Executive Committee may invite such Directors, Officers, and Employees of the Organization as it may decide, from time to time, to attend a meeting or meetings of the Committee to assist thereat in the discussion and consideration of the affairs of the Organization.

### **POWERS**

- 9.2.1 All the powers of the Board of Directors are hereby delegated to any such Executive Committee, unless limitations on such powers are specified by any By-Law.
- 9.2.2 The Board may also impose such restrictions on the actions and powers of the Executive Committee as it sees fit.

- 9.2.3 During the intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise (subject to any restrictions or limitations established by-law, or which the Board of Directors may from time to time impose) all the powers of the Board of Directors in the management and direction of the affairs of the business of the Organization (save and except for acts as must by law be performed by the Board of Directors itself) in such manner as the Executive Committee shall decide as best for the interests of the Organization in all cases in which specific directions shall not have been given by the Board of Directors.

### **QUORUM & RULES OF PROCEDURE**

- 9.3.1 Subject to any regulations imposed from time to time by the Board of Directors, the Executive Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules from time to time.
- 9.3.2 No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum is present.
- 9.3.3 The procedures and meetings of the Executive Committee shall, except as varied by the Board of Directors or the Committee, be governed by the same provisions as govern the board, in so far as they may be applicable.

### **MEETING PLACE**

- 9.4.1 Meetings of the Executive Committee may be held at the Head Office of the Organization or at any other place within Ontario.

### **SECRETARY & MINUTES**

- 9.5.1 The Secretary of the Organization shall be the secretary of the Executive Committee, provided that the Committee may, from time to time, appoint someone from its membership to act as Secretary of the Committee in the absence of the Secretary of the Organization. A recording secretary may be appointed at the discretion of the Board of Directors. This person will be subject to maintaining confidentiality. The Office of Secretary still holds all accountability for the duties of the position.
- 9.5.2 The Secretary, for the time being, of the Committee shall record the minutes of all meetings of the Committee, including reference to all action taken by it and such minutes shall be submitted as soon as practicable to the Board of Directors.

## **ARTICLE X – STANDING COMMITTEES**

### **CREATION OF STANDING COMMITTEES**

- 10.1.1 The Board of Directors shall establish the following Standing Committees, namely:
- (a) Finance and Revenue Committee
  - (b) Governance Committee
- and may establish, from time to time, other Standing Committees or ad hoc committees as it may decide are necessary for the effective operation of the Organization.
- 10.1.2 Each Standing Committee established in accordance with Section 10.1.1 hereof shall consist of at least one board members and all members of all committees shall be members of the Organization.
- 10.1.3 At the first meeting of the Board of Directors after each Annual Meeting of the Organization, the Board of Directors shall appoint a Chairperson for each committee, provided that the Chairperson of the Finance Committee shall be the Treasurer of the Organization.
- 10.1.4 Each Chairperson, so appointed, shall nominate proposed members for his or her committee. Such nominations shall be presented to the Board of Directors and the Board of Directors shall appoint such of the nominees to such committee as it sees fit.
- 10.1.5 The President, or their duly appointed representative, shall be a member of each standing and ad hoc committee, ex officio, in addition to the members appointed as aforesaid.
- 10.1.6 Each standing committee shall meet at the call of the Chairperson or when required so to do by a resolution of the Board of Directors.
- 10.1.7 The Chairpersons appointed as aforesaid shall be members of the Board of Directors. The Chairpersons shall report to the Board of Directors monthly on the activities of the Committee.

### **FINANCE AND REVENUE COMMITTEE**

- 10.2.1 The Finance Committee shall:
- (a) assist with the preparation of an Annual Budget for submission to the Board;
  - (b) review financial statements, approve for circulation to the Members and report thereon to the Board of Directors;
  - (c) recommend the mix of funding sources for the organization, the policies to guide fundraising and the annual fundraising plan; and

(d) carry out such tasks and report on such matters as are referred to it, from time to time, by the Board of Directors.

10.2.2 In fulfilling its aforesaid responsibilities, the Committee shall research and consider government grants, subsidies and other forms of government financial assistance and sources of private fundraising.

10.2.3 The Members of the Committee shall have the right, for the purpose of performing their duties, of inspecting all books and records of the Organization and of discussing such accounts and records and any matters relating to the financial position of the Organization with the Organization's Auditors.

### **GOVERNANCE COMMITTEE**

10.3.1 The Governance Committee shall ensure that responsible and competent candidates are nominated to serve on the Board of Directors at the Annual Meeting of Members.

10.3.2 Such nominations shall implement the classification system as set out in Article VII of By-Law Number One (1) of the Organization.

10.3.3 The Governance Committee shall function on an ongoing basis:

(a) to search out future Board of Director members;

(b) for consultation with the Board of Directors and Committee Chairpersons with respect to the making of appointments to the Standing Committees and for replacing Board of Director members unable to complete their term of office; and

(c) to be responsible for the orientation of new Board of Director members and

(d) to undertake a regular review of the policies and procedures that govern the organization.

10.3.4 Unless otherwise directed by the Board of Directors, the Governance Committee shall, on an annual basis, undertake a review of the Organization's By-Laws.

10.3.5 Any recommendations that the Governance Committee may have for any changes in or additions to the By-Laws of the Organization shall be submitted to the Board of Directors and, subject to any changes in the recommendations made by the Board, shall be submitted to the Annual General Meeting of the Organization for adoption, or otherwise, as may be decided at such meeting.

### **PROCEDURE**

10.4.1 The rules of procedure for each committee of the Organization shall be established by such Committee, subject to the approval of such rules of procedure by the Board of Directors.

10.4.2 Where rules of procedure have not been established for a Committee, or the rules of procedure are not complete, the rules of procedure applicable to the Board of Directors shall apply to the Committee, with appropriate modifications, deletions or additions as the context or nature of the Committee may require.

10.4.3 Each incumbent Committee Chairperson shall remain in office until the earlier of:

- (a) their resignation;
- (b) the appointment of their successor;
- (c) their ceasing to be a Director or Member of the Organization if such is a necessary qualification of his appointment; and
- (d) the meeting at which the Directors annually appoint the Committee Chairpersons of the Organization.

10.4.4 Each incumbent committee member shall continue to serve on their respective committee until the earlier of:

- (a) their resignation
- (b) the appointment of their successor;
- (c) their ceasing to be a Director or Member of the Organization is such is a necessary qualification of his appointment; and
- (d) the meeting at which the Directors annually approve the appointment of committee members of the various committees of the Organization.

## **ARTICLE XI – MISCELLANEOUS**

### **INTERPRETATION**

11.1.1 In this By-Law and in all other By-Laws of the Organization hereafter passed, unless the context otherwise requires, words importing the plural number of the shall include the singular number of the masculine and the feminine gender, as the case may be and vice-versa and references to persons shall include firms and corporations.

### **POLICY RESOLUTIONS**

11.2.1 No resolution dealing with a matter of policy shall, except with the unanimous consent of all voting members present, be placed on the agenda of any Annual General Meeting unless it has been first considered and recommended by the Executive for discussion.

### **AMENDMENTS TO BY-LAWS**

11.3.1 Amendments to the By-Laws may be made at any Meeting (in accordance with Article VI) of the Members of the Organization. Amendments to the By-Laws may be proposed by: the Board of Directors or ten percent (10%) of the voting members of the Organization.

A written notice of the proposed amendments shall be sent to all members at least thirty (30) days prior to the Annual General Meeting at which they will be considered.

Amendments shall require approval by two-thirds (2/3) of Members present and voting at the AGM at which they are considered.

Passed by the Board of Directors this 22<sup>nd</sup> day of June, 2006

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Secretary

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President