

**THE CHILDREN'S AID SOCIETY
of the
UNITED COUNTIES OF STORMONT, DUNDAS AND GLENGARRY**

**A By-Law relating generally to the conduct of the
affairs of the Children's Aid Society
of the United Counties of Stormont, Dundas and Glengarry**

The Children's Aid Society of the United Counties of Stormont, Dundas and Glengarry was incorporated by Letters Patent on the 3rd day of December 1936.

The Society wishes to revise its by-laws respecting the conduct of the affairs of the Society.

BE IT ENACTED as a by-law of the Children's Aid Society of the United Counties of Stormont, Dundas and Glengarry (the "Society") as follows:

ARTICLE 1 – GENERAL

1.01 Definitions:

In this by-law and all other by-laws of the Society, unless the context otherwise requires:

- a. "Act" means the Ontario *Corporations Act* and, when proclaimed into force, the Ontario *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;
- b. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;
- c. "Board" means the Board of Directors of the Society;
- d. "By-law" means this by-law and any other by-laws of the Society as amended;
- e. A "Conflict of Interest" arises for a director of the Board whenever the director, or a member of his/her immediate family or business partner, benefits directly or indirectly from the director's position on the board of directors of the Society. A conflict of interest can be real, potential, or perceived;
- f. "Director" means an individual occupying the position of director of the Society by whatever name he or she is called;

- g. "Immediate family" means partner, parents, children, stepchildren, fostered or adopted children, brothers and sisters of the director or his/her partner. Partner is the spouse or someone of either sex with whom a director has a permanent relationship and with whom the director lives.
- h. "*In camera*" means discussion of a confidential nature which the Board of Directors and invitees attend;
- i. "Members" means the collective Membership of the Society which consists of a sole class of Members made up of the directors of the Society, for so long as they serve as directors;
- j. "Ordinary resolution" means a resolution passed by a majority of not less than fifty (50) percent plus one (1) of the votes cast;
- k. "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- l. "Quorum" for any meetings of the Board is the number larger than half of the number of directors in office;
- m. "Standing Committees" consist of the Executive Committee, the Administrative Services Committee, the Quality Assurance Committee and the Governance Committee.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 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, as the case may be, shall prevail.

1.04 Jurisdiction

The Society shall have territorial jurisdiction as designated by the Minister of Children and Youth Services pursuant to s. 15(2) of the *Child and Family Services Act*, R.S.O. 1990, c. C. 11, or any successor legislation.

1.05 Head Office

The head office of the Society shall be within its territorial jurisdiction.

1.06 Seal

The seal of the Society, if any, shall be in the form determined by the Board.

1.07 Execution of Documents

Documents requiring execution by the Society may be signed by the Chair or Vice-Chair and the Secretary/Treasurer or by two (2) directors and all documents so signed are binding upon the Society without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Society, either to sign documents generally or to sign specific documents. The corporate seal of the Society shall, when required, be affixed to documents executed in accordance with the foregoing.

1.08 Banking Arrangements

The banking business of the Society shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.

Subject to the limitations set out in the *Corporations Act*, the Letters Patent of the Society and this by-law, the Board may:

- a) borrow money on the credit of the Society;
- b) issue, sell or pledge securities of the Society; or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchise and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society.

From time to time, the Board may authorize any director, officer or employee of the Society or any other person to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and

conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Society.

1.09 Books and Records

The Board shall ensure that all necessary books and records of the Society required by the by-laws of the Society, policy or by any applicable statute are regularly and properly kept.

1.10 Financial Year

The financial year of the Society ends on March 31 in each year or on such other date as the Board may from time to time by resolution determine.

ARTICLE 2 – MEMBERS

2.01 Members

Membership in the Society shall consist of a sole class of Members made up of the directors of the Society, for so long as they serve as directors.

2.02 Membership

Membership in the Society is not transferable and automatically terminates if the Member is no longer a director of the Society.

ARTICLE 3 – MEMBER MEETINGS

3.01 Annual Meeting

The Society shall hold an annual meeting of Members [not later than eighteen (18) months after its incorporation and subsequently] not more than fifteen (15) months after the holding of the last preceding annual meeting of Members. The annual meeting shall be held on a day and at a place within Ontario fixed by the Board.

The business transacted at the annual meeting of Members shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;

- f. election of directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the annual meeting of Members unless a Member's proposal has been given to the Secretary/Treasurer prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting of Members.

3.02 Calling of Special Meeting

The Board may call a special meeting of the Members at any time and shall convene a special meeting on written requisition of not less than three of the Members for any purpose connected with the affairs of the Society that does not fall within the exceptions listed in the Act and is not inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.03 Notice for Annual/Special Meeting

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.

3.04 Chair of the Meeting

In the Board Chair's absence, the Members present shall choose another director as chair.

3.05 Voting

Business arising at a meeting shall be decided by a majority of votes unless otherwise required by the Act or the by-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;

- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, 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 shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

ARTICLE 4 – BOARD OF DIRECTORS

4.01 Composition and Eligibility

The affairs of the Society shall be governed by a Board comprised of ten (10) individuals elected by the Members. A candidate for director shall:

- a. be eighteen (18) years of age or older;
- b. be a resident of the territorial jurisdiction of the Society or carry on business in the territorial jurisdiction of the Society;
- c. be neither mentally incompetent nor bankrupt;
- d. be a person whose interest is not adverse to the interest of the Society as prescribed in the policy on conflict of interest and code of conduct as determined by the Board;
- e. not be a solicitor acting for the Society or for any client or party adverse in interest to the Society;
- f. not be an employee of the Society or a member of the immediate family of an employee.

4.02 Elections and Terms

Subject to the articles, the directors will be elected at each annual meeting of the Members at which an election of directors is required. Each candidate shall be nominated by the Governance Committee at least twenty-one (21) working days prior to the meeting at which directors are to be elected. Directors shall be elected to hold office for an initial term of one (1) year. After completing their first term, directors will be elected to hold office for a three (3) year term expiring not later than the close of the third annual meeting after the directors' appointment to the Board. A director who has served on the Board for ten consecutive years is not eligible for re-election until a period of twelve (12) consecutive months has passed.

4.03 Filling Board Vacancies

If a vacancy occurs at any time among the directors, such vacancy may be filled by a qualified person elected by the directors to serve until the next annual meeting of Members. If the Board of Directors elects a new director to fill a vacancy on the Board between Annual Meetings of Members, the time served by that director until the next Annual Meeting shall not be counted as part of the initial one year term.

4.04 Removal of Directors

The position shall be vacated:

- a. immediately if the director at any time fails to meet the qualifications set out in Article 4.01;
- b. immediately if the director dies;
- c. if the director resigns by delivering a written resignation to the Society, said resignation being effective at the time it is received by the Chair of the Board or at the time specified in the notice, whichever is later;
- d. immediately if a director is found by a court to be of unsound mind;
- e. upon an ordinary resolution being passed by the Members at any meeting of the Members called for the purpose of removing a director;
- f. in the event of a director being absent for three (3) consecutive meetings of the Board or standing committees or because the director is absent for one-half (1/2) or more of the meetings of the Board or standing committees in any twelve (12) month period, unless a leave of absence has been approved by the Board of Directors or the Board of Directors receives a satisfactory explanation for the absences;
- g. when the conduct by a director is deemed by the Board of Directors to be non-compliant with the articles, by-laws or any rules, regulations, policies or procedures of the Society; or
- h. when the conduct by a director that is deemed by the Board to be detrimental to the Society;

The Board may investigate allegations relating to a director's suitability to serve on the Board and take such steps or measures as the Board may, in its discretion, determine appropriate, including and without limitation, declaring that a director is no longer qualified to serve as a director and is required to provide his/her resignation in the manner as described in Article 4.04(c).

The Board shall first advise the director in writing of the nature and extent of such allegations and provide the director with an opportunity to make representations regarding same and the Board shall also first advise the director in writing of any step or measure the Board might take if it determines that the allegation is valid.

If the director does not provide his/her resignation as requested by the Board, the Board shall approve a resolution in accordance with Article 4.04(e) to immediately remove the director.

4.05 Remuneration of Directors

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his/her position as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

4.06 Committees

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a director or a committee of directors and may delegate to the director or committee any of the powers of the directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

4.07 Executive Committee

There shall be an Executive Committee composed of the Chair, Vice-Chair, Secretary/Treasurer and the Chairs of standing committees. The Board shall determine the terms of reference for the Executive Committee and may dissolve the Executive Committee at any time by ordinary resolution.

ARTICLE 5 – OFFICERS

5.01 Election of Officers

The Board shall elect from among the directors at the first Board meeting following the annual meeting of the Members, the following officers:

- a. the Chair;
- b. the Vice-Chair;

c. the Secretary/Treasurer.

The officers shall hold office until successors are elected at the first Board meeting following the annual meeting of Members the following year or, in the event of a resignation, until a successor is elected at the next meeting of the Board. Committee chairs will be recommended on an annual basis by each Committee and will be appointed by the Board of Directors.

5.02 Office Held at Board's Discretion

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

5.03 Duties

Officers shall be responsible for the duties assigned to them by the Board through terms of reference for their respective roles and they may delegate to others the performance of any or all of such duties.

Chair – The Chair shall, when present, preside as Chairperson of all meetings of the Board, the Executive Committee of the Board and the members.

The Chair shall supervise the affairs and operations of the Society, sign all documents requiring his/her signature, and have the other powers and duties from time to time prescribed by the Board or incident to his/her office. The Chair shall be an *ex-officio* member of all committees.

Vice-Chair – When the Chair is absent or unable to sit, the Vice-Chair may exercise all the powers and duties of the Chair. In the event that the Chair and the Vice-Chair are both absent, the Board may nominate one of its members to preside as Acting Chair and, while so acting, the Acting Chair shall have all the powers and duties of the Chair.

The Vice-Chair shall also perform the other duties prescribed from time to time by the Board or incident to his/her office.

Secretary/Treasurer – The Secretary/Treasurer shall have the custody of funds and securities of the Society and shall cause full and accurate accounts of all assets, liabilities, receipts and disbursements of the Society to be kept in the books belonging to the Society and shall cause to be deposited all monies, securities and other valuable effects in the name and to the credit of the Society in such chartered bank or trust company or, in the case of securities, in such registered dealer of securities as may be designated by the Board of Directors from time to time. The Secretary/Treasurer shall cause to be disbursed the funds of the Society as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the chair and directors at the regular meeting of the Board of Directors, or whenever they require it, an accounting of all the transactions and a statement of the financial position of the Society. The

Secretary/Treasurer shall also perform or cause to be performed such other duties as many from time to time be directed by the Board of Directors.

The Secretary/Treasurer may be empowered by the Board of Directors, upon resolution of the Board of Directors, to cause to be carried out the affairs of the Society generally under the supervision of the officers hereof and shall attend meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary/Treasurer shall give or cause to be given notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or chair, under whose supervision he/she shall be. The Secretary/Treasurer shall be custodian of the seal of the Society, which he/she shall deliver 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.

ARTICLE 6 –BOARD MEETINGS

6.01 Notice and Location of Meeting

Notice of Board meetings shall be delivered, mailed, electronically mailed or telephoned to each director not less than seven (7) days before the meeting takes place. The statutory declaration of the Secretary/Treasurer or Chair that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent, in writing or by telephone, to the meeting being held without notice and in their absence.

Meetings of the Board may be held at the Head Office of the Society or at any place within the jurisdiction of the Society, as designated in the notice for the meeting.

A director may participate in a meeting of the Board or of a committee by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A director participating by such means is deemed to be present at that meeting.

In circumstances where there is insufficient time to assemble the members of the Board for a meeting in order to discuss matters that require time-sensitive decisions, email voting shall be permitted at the discretion of the Chair or his/her designate.

When conducting an email vote, the Secretary/Treasurer shall cause notice of the vote along with a ballot to be sent to all members of the Board. The notice shall include the deadline by which the completed ballot must be returned by the members of the Board to the Secretary/Treasurer. The ballot shall state exactly what is to be voted on and shall clearly designate the choices. The ballot shall be in an electronic format which allows each Board member to copy and paste the ballot into his/her vote casting email.

A quorum of ballots must be returned to the Secretary/Treasurer by the deadline established by the Chair in order for the email vote to be valid.

Results of the email vote shall be recorded by the Secretary/Treasurer.

6.02 Regular Meetings

The Board may designate one or more days in any month or months of the year as the date or dates on which regular meetings of the Board will be held at a place and time named. If this is done and proper notice to the directors of the Society is given, no individual notice of any regular Board meeting need be given. Proper notice may be given by mail, courier, email or by telephone.

6.03 Number of Meetings

The Board shall hold at least eight (8) meetings in each calendar year. Meetings of the Board shall be called at any time by the Chair at his/her own behest or shall be called at the request of a majority of directors in office.

6.04 Rules of Procedure

The Board shall establish its own Rules of Order to govern the proceedings of the Board, Board committees, directors and any other meetings of the Society.

6.05 Board Meetings

Board Meeting quorum and ordinary resolutions are as defined in Article 1.01.

All meetings of the Board shall be open to the public unless the Board requires by ordinary resolution that any Board meeting or part thereof shall be held *in camera*. Subject to the provision for public question periods or for hearing delegations from the public, only directors shall participate in discussions at any Board meeting, unless a person is invited to do so by the Chair. Only directors shall vote on any question proposed for consideration at a Board meeting.

The Board shall maintain minutes of all meetings of the Board. The minutes of any Board meeting shall be available for review by members of the public following approval of the minutes by the Board and provided that minutes of any *in camera* meeting shall be restricted to those who attended or were entitled to attend such a meeting.

Despite any other provisions of this by-law, any director may at any time require that a vote be recorded. The request for a recorded vote does not require a motion and is not debatable or amendable.

ARTICLE 7 – NOTICE

7.01 Giving Notice

Any notice required to be sent to any director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally or sent by prepaid mail, facsimile, email or other electronic means to any such director at their latest address as shown in the records of the Society and to the auditor or the person who has been appointed to conduct a review engagement at its business address or if no address be given then to the last address of such member or director known to the Secretary/Treasurer; provided always that 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 thereto.

7.02 Errors or Omissions in Giving Notice

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

ARTICLE 8 – PROTECTION OF DIRECTORS AND OTHERS

8.01 Indemnity

Every director or officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society or any corporation controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- a. all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the director, officer or other person for or in respect of any act, deed matter or thing whatever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and
- b. all other costs, charges and expenses which the director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

The Society shall also indemnify any such person in such other circumstances as the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law to the extent permitted by the Act or law.

8.02 Insurance

The Society shall purchase and maintain insurance, in such amount as the Board may from time to time in its discretion determine, for the benefit of directors and officers, against any liability incurred by the individuals in the individual's capacity as a director or an officer of the Society or in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Society's request.

ARTICLE 9 – EXECUTIVE DIRECTOR

9.01 Executive Director

The Executive Director shall be the Chief Executive Officer of the corporation and shall be responsible for the execution of the resolutions and policies of the corporation. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the corporation. The Executive Director, or his/her designate, shall in this capacity ensure that the Board is aware of all the relevant legal obligations placed upon it.

The Executive Director supports and attends all the meetings of the Board and Members of the Corporation as an ex-officio Member.

The Executive Director acts as local director whose eligibility and duties shall be in accordance with the Ontario *Child and Family Services Act*. The Board may designate a director with the appropriate qualifications to fulfil the purpose of local director as required.

ARTICLE 10 – AMENDMENTS

10.01 Amendments to By-laws

By-laws shall be reviewed and amended in accordance with Board policy. Amendments to the by-laws require a motion passed by special resolution. By-laws may be amended at any regular, special or annual meeting of the Board provided notice of the intended change is given in accordance with the required meeting notice provisions.

PASSED by the Board of Directors at the Society on the 8th day of April, 2016.


Chair


Secretary/Treasurer

CONFIRMED by a majority of the members of the Society present on the 8th day of April, 2016.


Chair


Secretary/Treasurer