



**Canadian Mental
Health Association**
York and South Simcoe
Mental health for all

**Canadian Mental Health Association,
York Region Branch**

BY-LAWS

Revised and Approved April 30, 2018

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CANADIAN MENTAL HEALTH ASSOCIATION, YORK REGION BRANCH

BY-LAWS

BE IT ENACTED, AND IT IS HEREBY ENACTED, AS A BY-LAW OF THE CANADIAN MENTAL HEALTH ASSOCIATION, YORK REGION BRANCH AS FOLLOWS:

REPEAL

The by-laws passed by The Canadian Mental Health Association, York Region Branch (Henceforth referred to as “the Corporation”) on the 26th day of June in the year of 2012, as the same may have been amended, are hereby repealed and are replaced with the following by-laws.

ARTICLE 1. ORGANIZATIONAL STRUCTURE

The Corporation is a voluntary, non-profit organization incorporated under Letters Patent, filed in the Province of Ontario, March 3, 1988. The Corporation is associated with a national organization known as The Canadian Mental Health Association (referred to as “the (Association”).

ARTICLE 2. HEAD OFFICE

The head office of the Corporation is in the Town of Newmarket in the Regional Municipality of York, in the Province of Ontario, and may be relocated at the discretion of the Board of Directors within the said regional municipality.

ARTICLE 3. SEAL

The Corporation shall have a corporate seal in a form approved by the Board of Directors. Any person authorized to sign any document may affix the corporate seal thereto.

ARTICLE 4. SYMBOL

The Corporation shall have as its symbol the Symbol used and approved by the Association.

ARTICLE 5. PURPOSES

The purposes of the Corporation shall be dedicated to enhancing the mental health of all York Region and South Simcoe residents through the provision of quality services in the areas of education, mental health promotion, direct service and advocacy.

ARTICLE 6. DISSOLUTION

The Board of the Corporation is empowered, subject to approval of the membership, and, where required by statute, the Public Guardian and Trustee, to dissolve the Corporation. Prior to the dissolution of the Corporation, after payment of all debts and liabilities, its remaining assets shall be distributed or disposed of to The Canadian Mental Health Association, Ontario.

ARTICLE 7. MEMBERSHIP

- (i) Membership in the Corporation shall consist of such persons as are elected and/or appointed to the Board of Directors.
- (ii) Membership ceases when the Member ceases to be on the Board of Directors in accordance with Article 10 or the corporation is liquidated or dissolved in accordance with Article 6.

ARTICLE 8. MEETINGS OF MEMBERS

8.1 Annual and General Meetings

Notice of meetings, annual or general, shall include a form of proxy, and shall be mailed to all active members, at least three (3) weeks before the holding of such meeting. In the case of the annual meeting, such notice shall include the names of the members selected by the nominating committee to stand for election to the Board.

Annual meetings of the members shall be held within six (6) months of the end of the fiscal year at such place and time as determined by the Board.

At every annual meeting the agenda shall include, in addition to any other business that may be transacted thereat:

- (i) consideration and adoption of the minutes of the immediately preceding annual general meeting
- (ii) a President's Report
- (iii) receipt of the approved audited financial statements, prepared in accordance with generally accepted accounting principles, for the fiscal year ending the immediately preceding March 31 and approved by the Board of Directors.
- (iv) appointment of auditor(s) for the current fiscal period; and
- (v) elections of Directors.

8.2 Annual and General Meeting Voting Privileges and Procedures

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, voting at Annual and General Meetings shall be restricted to Members of the Corporation.

Each voting member shall, at all meetings of members, be entitled to one vote and may vote by proxy, provided that a proxy-holder must before voting produce and deposit with the Corporation a written proxy in the form appended to the relevant notice of meeting.

At all meetings of members, the members present in person or represented by proxy shall constitute a quorum for the transaction of business. Every question shall be decided by a majority of votes of the members present unless otherwise required by the by-laws of the Corporation or by law. Every question shall be decided in the first instance by a show of hands, unless a poll is demanded by any member or proxy holder.

Upon a show of hands, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or not carried, and any entry to that effect in the minutes of the meeting, shall be sufficient evidence of the fact without proof of the number or proportion of the vote recorded in favour of or against such resolution.

A 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 cast by the members present in person or represented by proxy. Such a poll shall be taken in such a manner as the Chair shall direct and the result of such poll shall be recorded and deemed the decision of the meeting upon the matter in question. In the case of an equality of the votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to cast a vote.

8.3 Special Meetings

Special meetings of the Corporation may be called by the President, or upon request by a majority of the Board of Directors or as otherwise provided by the Corporations Act.

ARTICLE 9. BOARD MEETINGS

The Board may hold its meetings at such place or places as it may from time to time determine. The Board shall hold not less than eight meetings during the twelve month period following its election. Except in the case of emergency meetings, notice of which shall be sent, telephoned or faxed to each Director, not less than two days before such meeting is to take place, written notices of meetings of the Board shall be sent to each Director not less than ten days before holding of such meeting. No written notice of a meeting of the Board shall be necessary if all Directors are present or if those absent have signified their consent to the meeting being held in their absence. Director's meetings may be called by the President, Vice-President or designate. The statement of the President, Vice President or designate that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice, absent evidence to the contrary. The Board may appoint a day or days in any month or months for regular meetings at any hour to be named and no notice of such regular meetings need be sent.

A Directors' meeting may also be held without notice immediately following the annual meeting of the Corporation. Except in the case of a special meeting of the Board called pursuant to the provisions of this by-law, the Directors may consider or transact any business either special or general at any meeting of the Board.

9.1 Rescheduling of Board Meetings

Any meeting of the Board may be rescheduled at any time with the consent of all Directors entitled to attend such meeting.

9.2 Quorum

At Board meetings, fifty percent (50%) of the Directors entitled to vote at a meeting of the Board shall constitute a quorum for the conduct of business at such meeting.

9.3 Board Meeting Voting Procedures

Questions arising at a meeting of the Directors shall be decided by a majority of votes. The Chair shall have no vote except in the case of an equality of votes, where the Chair shall cast the deciding vote. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The number of abstentions, if any, shall be noted in the minutes.

9.4 Adjournment of Meetings

Meetings may be adjourned to any time, and from time to time, and business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place.

ARTICLE 10. DIRECTORS

10.1 Number of Directors

The affairs of the Corporation shall be managed by a Board composed of not less than three (3) and no more than sixteen (16) elected Directors and two (2) ex-officio Directors (Past President and Chief Executive Officer). One (1) of the sixteen (16) elected positions will be reserved for an individual with recent experience with the Corporation as a client and one (1) for a family member/caregiver with recent experience with the Corporation.

10.2 Qualifications

Each Director shall:

- i) be 18 years of age or older;

- ii) not be an undischarged bankrupt nor an employee or spouse of an employee of the Corporation; and
- iii) be mentally competent.

10.3 Nomination and Election

The Board shall appoint individuals to a Governance Committee, which shall submit a report containing nominations for Directors, together with the written consent of each nominee to act as a Director if elected, to the President at least thirty (30) days prior to the annual meeting at which such members are to stand for election.

Additional members may be nominated for election as Directors, provided the nomination of each additional nominee is signed by five other members, accompanied by the consent of the nominee to act as a Director and is received by the Governance Committee at least one week before the annual meeting. Governances for the office of Director shall be deemed to be closed at the close of the last regular business day of the Corporation that is not less than one week prior to the date set for the annual meeting. The names of those members nominated by the Governance Committee and the names of all additional nominees nominated by the members as aforesaid (if any) shall be submitted to the annual meeting and voted upon by the members.

Where the number of candidates nominated is equal to the number of vacancies to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the vacancies. Where the number of candidates nominated is greater than the number of vacancies to be filled, the election shall be by secret ballot. No person, other than those so nominated, shall be eligible for election as a Director at the annual meeting.

The Governance Committee shall endeavour to ensure representation from consumers, family members of consumers and the community at large.

10.4 Ex-officio Directors

The immediate Past President and the CEO of the Corporation shall be ex-officio Directors of the Board.

10.5 Terms of Office

Directors shall, except as otherwise provided in this section 10.5, be elected to a two year term at the annual meeting of the Corporation and each Director may serve a maximum of three full consecutive elected terms. Despite the foregoing: (i) any Director may serve one additional consecutive year in excess of three full consecutive terms if the members elect such Director for an additional year; (ii) a Director has also held the position of President, that Director may serve a total of four consecutive terms with one of those terms served as Past President; (iii) The Past-President is appointed ex-officio to the board for a two year term. In the case that that he or she served the maximum of three years as President, he or she may be appointed for either a one (1) or two (2) year term as Past President. iv) the Board, at its discretion, and in what is deemed to be an exceptional circumstance, may approve one additional two year term.

10.6 Removal of Directors

A Director shall cease to hold office, or may be removed from office, in any of the following events:

- (i) If the Director ceases to be a member of the Corporation;
- (ii) If the Director presents a written resignation to the President of the Corporation;
- (iii) Upon the affirmative vote of not less than 75% of the Directors;
- (iv) Upon the affirmative vote of not less than 75% of members present or represented by proxy, at a special meeting held for the purpose of considering the removal of such Director;
- (v) If a Director is absent from two successive meetings of the Board without prior excuse acceptable to the Governance Committee, the Director shall be notified in writing that unless the Director is present at the next meeting of the Board or gives a written explanation for his or her absence that is satisfactory to the Board, he or she shall be deemed to have resigned from the Board as of the date of the next meeting; and
- (vi) If a Director dies, becomes a bankrupt or is otherwise unable to discharge the duties of Directorship.

10.7 Vacancies

Vacancies on the Board, however caused, may continue provided that a quorum remains on the Board, or be filled by action of the Board. Directors who have been appointed by the Board shall, absent a resignation or removal pursuant to section 10.6, serve until the next annual general meeting.

In situations described above, the originally vacated position will be filled for the balance of the specified term or if the specified term has been completed, begin a new term through an election by the members at the next annual general meeting.

10.8 Errors in Notices

No error or omission in giving notice of a meeting of Directors shall invalidate such meeting or make void any proceedings taken at such meeting.

10.9 Remuneration

The Directors shall receive no remuneration for acting as such, but the CEO shall be paid a salary for the services provided by the CEO to the Corporation. The Board may authorize the payment of expenses to a Director for attendance at meetings of the Board or which are related to the performance of his or her duties as a Director.

10.10 Consent

A director must consent to be a director (before or within ten (10) days of election.)

ARTICLE 11. COMMITTEES

11.1 Standing Committees

The Standing Committees of the Board shall be the Audit Committee and Governance Committee and Quality Improvement and Safety Committee. The Audit Committee shall consist of the Treasurer as Chair and at least two additional Directors. The Governance Committee shall consist of the Vice-President as Chair and at least two additional Directors. Quality Improvement and Safety Committee shall consist of at least one Director as chair and one additional Director.

11.2 Ad Hoc Committees

Ad hoc Committees may be created from time to time as the Directors deem necessary.

The Chair of each Committee shall be appointed by the Directors from amongst their number at the Board meeting in which an Ad Hoc Committee is deemed necessary. The Chair of each Committee shall choose the members of such Committee as soon as reasonably possible thereafter.

11.3 General

The President and the CEO of the Corporation may be ex-officio members of all Standing and Ad Hoc Committees of the Board formed. All Standing and Ad hoc Committees of the Board must report to the President as Chair. A majority of the members of a Committee shall constitute a quorum.

ARTICLE 12. OFFICERS

12.1 General

The Officers of the Corporation shall consist of the President, Vice President, Treasurer, Secretary and Past President.

12.2 Election and Appointment

At the first meeting of the Board following each annual meeting, the Board shall elect a President, Vice President and Treasurer where the term of office of the incumbent has expired or the position has otherwise become vacant.

12.3 Duties of the President and Vice-President

The President shall preside at all meetings of the Directors and members. Any time the President is absent or unable to perform the duties as Corporation President for whatever reason, those duties and powers may be exercised by the Vice-President or any such other Director as the Board may from time to time appoint for that purpose.

12.4 Term of Office for the President and Vice President

The President, Vice President and Treasurer shall each be elected to hold office for a period of two (2) years or until a successor has been appointed, whichever is greater despite the foregoing, in no event shall a person hold the office of President for more than three (3) successive years.

12.5 Duties of Secretary

The CEO shall be ex-officio Secretary of the Corporation and shall designate an employee as Recording Secretary for the Board.

The Secretary shall be the custodian of the Seal of the Corporation and of all books, papers, records, correspondence, contract and other documents.

12.6 Duties of the Recording Secretary

The Recording Secretary is neither a Director nor an Officer of the Corporation. He or she shall attend all meetings of the Board and record all minutes of proceedings in the books kept for that purpose.

12.7 Duties of the CEO

The CEO shall be appointed by and shall be accountable to the Board. The CEO shall be responsible for the management of the business and affairs of the Corporation and shall see that the policies and resolutions of the Board are carried into effect.

12.8 Indemnity

Every Director and Officer of the Corporation, and his or her 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 Corporation, from and against:

- (i) all costs, charges and expenses whatsoever that he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, her or it, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, her or it, in or about the execution of the duties of his, her or its office; and

- (ii) all other costs, charges and expenses that he, she or it 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 or its own wilful neglect or default.

ARTICLE 13. EXECUTION OF DOCUMENTS

Deeds, transfers, licences, contracts and engagements authorized by the Board shall be signed by any two (2) of the President, Vice President, Treasurer, CEO, or such other persons as may from time to time be authorized by the Board, and who may affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the operations of the Corporation may be entered into on behalf of the Corporation by the CEO or by such other person as the CEO may authorize in writing.

ARTICLE 14. BOOKS AND RECORDS

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

ARTICLE 15. FINANCIALS

15.1 Auditors

One or more auditors shall be appointed at each annual meeting of the members. The auditors of the Corporation, when appointed, shall hold office until the next annual meeting after being appointed unless they are removed by a resolution of the Board and successors are appointed.

The auditors shall prepare an annual report to the members upon the balance sheet and every such report shall state whether, in their opinion, the balance sheet is a full and fair balance sheet, properly drawn up so as to reflect a true and accurate statement of the Corporation's financial position.

15.2 Financial Year

The financial year of the Corporation shall end on the thirty-first day of March in each year.

15.3 Cheques Etc.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by any two of such Officer or Officers, employee or employees, agent or agents of the Corporation in such a manner as shall from time to time be determined by resolution of the Board. Any one of such Officers, employees or agents may alone endorse notes and drafts for collection on account of the Corporation through its repositories, and endorse notes and

cheques for deposit with the Corporation, or the same may be endorsed "for collection" or "for deposit" with the depositories of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such Officers, employees or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's depositories, forms of settlement of balances and release or verification slips.

15.4 Deposit of Securities for Safekeeping

The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions as may be designated from time to time by the Board. Any and all securities so deposited may be withdrawn from time to time only upon written order of the Corporation signed by any two of such Officer or Officers, employee or employees, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board, and such authority may be general or confined to specific instances. The financial institution so selected as custodian, shall be fully protected in acting in accordance with directions and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

15.5 Borrowing

The Corporation's authority to borrow funds is subject to the restrictions in the Corporation's Charter.

15.6 Delivery of Notice

Whenever under the provisions of the by-laws of the Corporation notice is required to be given, such notice shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his/her recorded address or if mailed to him/her at his/her recorded address by any means of any prepaid ordinary mail or sent to him/her at his/her recorded address by any means of any prepaid, transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or delivered to a recorded address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth day after mailing; a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate telephone number or E-Mail address.

15.7 Amendment

The Board may add to, amend, or repeal these by-laws but no such addition, amendment or repeal shall have any force or effect or be acted upon until the same have been confirmed and sanctioned by at least two-thirds of the votes cast at a general meeting of the members duly called for that purpose.

ARTICLE 16. CONFLICT OF INTEREST

A member or Director of the Corporation shall be deemed to have conflict of interest if one or more of the following conditions apply:

- (i) The person is an employee of the Corporation

- (ii) The person is a spouse of an employee of the Corporation
- (iii) The person or spouse or children of the person stands directly to gain financially from an action of the Corporation; or
- (iv) The person is an owner, Director, or an employee of an agency, government ministry, business or concern whose interests are directly affected by an action of the Corporation.

Any member or Director who believes that a possible conflict of interest may exist shall request from the Board a ruling, to be made by majority vote, on the existence on the conflict of interest.

Any member or Director in a conflict of interest position shall abstain from voting on any question which gives rise to the conflict and shall be recorded in the minutes as such.

Any member or Director in a conflict of interest position may speak to a question giving rise to the conflict provided that the general nature of the conflict of interest is stated by the member or Director.

Despite any other provision of these By-laws, any member who is an employee or spouse of an employee of the Corporation shall not have a vote on any question arising at any annual or general meeting of the members.

A Director will not be considered for a staff position at the Corporation until such time that such Director has resigned from the Board for a period of not less than six months.

ARTICLE 17. RELATIONSHIP OF BRANCH TO THE CANADIAN MENTAL HEALTH ASSOCIATION AND TO THE CANADIAN MENTAL HEALTH ASSOCIATION, ONTARIO

The Corporation recognizes that its relationship with the Canadian Mental Health Association (hereinafter in this section called "CMHA") and with Canadian Mental Health Association, Ontario (hereinafter in this section called "CMHA, Ontario ") are integral to the operation of the Corporation. Accordingly, it is the intent of the Corporation to administer its affairs in accordance with the policies and directions formulated and given from time to time by CMHA and by CMHA, Ontario, and to ensure that its own policies and programmes are compatible with and in furtherance of the policies and programmes of CMHA and of CMHA, Ontario.

CMHA, York Region Branch

By-Laws

Dated this 30th day of April in the year of 2018.

Monica Gaudry, President

Ali Soheil, Vice-President