

Final

**CANADIAN MENTAL HEALTH ASSOCIATION,
YORK REGION BRANCH**

GENERAL BY-LAW NUMBER 2024-1

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1 INTERPRETATION

1.01 Meaning of Words

- (a) “Act” means the Ontario Not-for-Profit Corporations Act, 2010, S.O., c.15, and the regulations thereunder, as amended from time to time;
- (b) “Annual Meeting” means an annual meeting of Members as provided in section 8.01;
- (c) “Articles” means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including articles of incorporations, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, or supplementary letters patent;
- (d) “Associate” includes the parents, siblings, children, spouse or common law partner of a Director as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to a Director;
- (e) “Auditor” means the Auditor of the Corporation appointed pursuant to Article 18;
- (f) “Board” means the Directors of the Corporation from time to time;
- (g) “Board Policy” means a policy passed by the Board in accordance with Article 9;
- (h) “Conflict of Interest” means any situation in which another interest or relationship impairs the ability of a Director or Officer to carry out the duties and responsibilities of a Director or Officer in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Directors or Officers of the Corporation, namely:
 - (i) *Pecuniary or financial interest* - a Director or Officer is said to have a pecuniary or financial interest in a decision when the Director or Officer (or an Associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
 - (ii) *Undue influence* - interests that impede a Director or Officer in their duty to promote the best interest of the Corporation, participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or clients from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director’s or Officer’s entrusted responsibility to the Corporation; or
 - (iii) *Adverse interest* - a Director or Officer is said to have an adverse interest to the Corporation when that Director or Officer is a party to a claim, application or proceeding against the Corporation.
- (i) “Corporation” means Canadian Mental Health Association, York Region Branch;

- (j) “Director” means a Director elected pursuant to Article 5;
- (k) “Executive Committee” means the Executive Committee established by the Board pursuant to section 12;
- (l) “Ineligible Individual” has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;¹
- (m) “Member” means a person who has become a Member in accordance with section 4.01;
- (n) “Officer” means an officer elected or appointed pursuant to Article 10;
- (o) “Ordinary Resolution” means a resolution submitted to a meeting of Directors or Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of the Directors or Members;
- (p) “Protected Person” means each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request of or on behalf of the Corporation, and includes the respective heirs, executors and administrators, estate, successors and assigns of a person, who:
 - (i) is a Director of the Corporation;
 - (ii) is an Officer of the Corporation;
 - (iii) is a member of a committee of the Corporation; or
 - (iv) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any body

¹ Section 149.1 of the *Income Tax Act* defines “ineligible individual” as follows:

“ineligible individual”, at any time, means an individual who has been

(a) convicted of a relevant criminal offence unless it is a conviction for which

- (i) a pardon has been granted or issued and the pardon has not been revoked or ceased to have effect, or
- (ii) a record suspension has been ordered under the *Criminal Records Act* and the record suspension has not been revoked or ceased to have effect,

(b) convicted of a relevant offence in the five-year period preceding that time,

(c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,

(d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or

(e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter;

corporate controlled by the Corporation, whether in the person's personal capacity or as a Director, Officer, employee or volunteer of the Corporation or such body corporate;

- (q) "Special Meeting" means a special meeting of Members called pursuant to section 8.02;
- (r) "Special Resolution" means a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation at a meeting of the Members or by the Member's attorney; and
- (s) "Written Resolution" means a resolution in writing signed by all the Directors or Members at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

2 REGISTERED OFFICE

2.01 Registered Office

The registered office of the Corporation shall be in the Town of Newmarket in the Regional Municipality of York, or at such other place as may be determined in accordance with the Act.

3 SEAL

3.01 Seal

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

4 MEMBERSHIP

4.01 Composition

The Members of the Corporation shall consist only of those persons who are from time to time the Directors of the Corporation, each of whom shall become a Member automatically upon becoming a Director of the Corporation and shall automatically cease to be a Member upon ceasing to be a Director of the Corporation, without further action or formality.

4.02 Members' Rights

Each Member shall be entitled to receive notice of, attend, speak at and vote at all meetings of the Members of the Corporation.

4.03 Membership Fees

There shall be no membership fees payable.

4.04 Transfer of Membership

Membership in the Corporation is not transferable.

4.05 Termination of Membership

Membership in the Corporation automatically terminates upon the occurrence of any of the following events:

- (a) the resignation in writing of a Member of the Corporation;
- (b) if the person ceases to be a Director of the Corporation;
- (c) the death of a Member;
- (d) the removal of a Member from the Corporation in accordance with section 4.06; or
- (e) the liquidation or dissolution of the Corporation under the Act, as applicable.

4.06 Revocation of Membership

- (a) The Members may remove a Member from office by a majority vote cast by the Members entitled to vote at a Special Meeting duly called for that purpose. Any Member being considered for removal shall be given notice of the purpose of the meeting and shall be entitled to be heard at such meeting.
- (b) In the event that it is determined that a Member be removed in accordance with section 4.06(a) above, the Member must be given at least fifteen (15) days notice of the removal with reasons and the Member shall be given an opportunity to be heard by the Members not less than five (5) days before the removal becomes effective. The Members will consider such submissions and arrive at a final decision and shall notify the Member.

5 BOARD OF DIRECTORS

5.01 Board

The affairs of the Corporation shall be managed by a Board consisting of not fewer than thirteen (13) Directors and not more than sixteen (16) Director elected by the Members in accordance with criteria established by the Board, which number shall be fixed by Special Resolution of the Members from time to time.

5.02 Qualifications

- (a) Each Director shall:
 - (i) automatically become upon election, and thereafter remain through the term of office, a Member of the Corporation who is qualified by the terms of this section 5.02 to hold office;
 - (ii) be an individual who is at least eighteen (18) years of age;
 - (iii) not have the status of a bankrupt;
 - (iv) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

- (v) not be a person who has been declared incapable by any court in Canada or elsewhere;
 - (vi) not be an employee or a spouse of an employee of the Corporation; and
 - (vii) not be an Ineligible Individual who has made disclosure to the Board as required by section 5.02(c), unless that person has received approval of the Board to remain a Director within thirty (30) days after such disclosure is made.
- (b) If a person ceases to be qualified as provided in this section 5.02, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 5.07.
- (c) Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that they have become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer.² If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer qualified pursuant to section 5.02(a)(vi) and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed in section 5.07.

5.03 Nominations and Elections

Candidates for election for the office of Director pursuant to section 5.01 shall be comprised of the slate of candidates for office proposed by the Governance and Capabilities Committee, or if there is no Governance and Capabilities Committee, by the Board.

5.04 Director Consent to Act

An individual who is elected or appointed to hold office as a Director shall, in writing, consent to the election or appointment before or within 10 days after the election or appointment, unless the Director has been elected or appointed where there is no break in the Director's terms of office. If an elected or appointed Director consents in writing after the 10 day period, the election or appointment is valid.

5.05 Term of Office

- (a) The term of office of each Director shall be two (2) years, to expire at the second Annual Meeting following election.
- (b) No Director may be elected for more terms than will constitute six (6) consecutive years of service. Provided, however, that following a break in the continuous service of at least one (1) year the same person may be eligible to serve as a Director.
- (c) Despite the foregoing the Members may at their discretion:
 - (i) Elect a Director to serve up to two (2) additional consecutive year(s) in excess of the three (3) consecutive terms.

² The CRA may revoke the registration of a charity with an Ineligible Individual as a Director.

- (ii) Where the Chair, at the end of their term of office has served their maximum term as a Director, extend their term as a Director for up to two (2) years, to permit them to fulfill a term as the Past Chair.

5.06 Removal of Directors

- (a) The Members may remove a Director from office before the expiration of the Director's term of office by Ordinary Resolution passed by the Members at a Special Meeting called for that purpose.
- (b) A Director is entitled to give the Corporation a statement giving reasons for opposing the removal.
- (c) At the meeting of Members at which the Director was removed, the Members may elect a person to replace the removed Director for the remainder of the removed Director's term of office.
- (d) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 5.07.

5.07 Vacancies

- (a) So long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by resolution of the Directors of the Corporation. A Director who is elected or appointed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.
- (b) If no quorum of Directors exists or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the remaining Directors shall without delay call a Special Meeting of the Members or if the Directors fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member to fill a vacancy on the Board in accordance with section 5.03.

5.08 Remuneration of Directors

The Directors of the Corporation shall serve as such without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

6 RESPONSIBILITIES OF THE BOARD AND DIRECTORS

6.01 Responsibilities of the Board

The Board shall be responsible for the governance and management of the affairs of the Corporation.

6.02 Duties and Responsibilities of Every Director

Every Director shall:

- (a) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation; and
- (b) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

7 MEETINGS OF DIRECTORS

7.01 Calling Meetings

Meetings of the Board may be called by the Chair of the Board or any two (2) Directors and shall be held at the place specified in the notice.

7.02 Meeting following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible following the Annual Meeting of the Corporation for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

7.03 Regular Meetings

The Board may appoint a day or days in each year for regular meetings of the Board at a set place and time as established by the Board. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director as soon as possible after being passed, but no other notice shall be required for any such regular meeting except as may be required pursuant to the Act.

7.04 Notice of Meetings

Subject to the provisions of sections 7.02 and 7.03, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director:

- (a) by courier, personal delivery, telephone, fax, e-mail or other electronic means at least two (2) days before the meeting is to take place, excluding the date on which notice is given; or
- (b) by mail at least ten (10) days before the meeting is to take place, excluding the date on which notice is given.

7.05 Meetings by Electronic Conference

- (a) A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means provided that all participants entitled to attend the meeting are able to communicate simultaneously and instantaneously with each other during the meeting. A person so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.
- (b) If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) A vote at a meeting of the Directors may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person as determined by the Chair.
- (d) At the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality adjourn the meeting to a predetermined date, time and place.

7.06 Quorum

A quorum for the transaction of business at meetings of the Board shall be at least a majority of the Directors. No business shall be conducted at any meeting of the Board unless a quorum of Directors is present throughout the meeting.

7.07 Voting

The method of voting at any meeting of the Board shall be determined by the chair of the meeting prior to any vote being taken. Each Director shall have one (1) vote on each question raised at any meeting of the Board, and all questions shall be determined by a majority of the votes cast. In the case of an equality of votes, the vote shall be deemed to have been lost.

7.08 Written Resolutions

A Written Resolution, signed by all the Directors, is as valid as if it had been passed at a meeting of Directors, constituted and held for that purpose.

7.09 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. At least twenty-four (24) hours' notice of the adjourned meeting shall be given to each Director, provided that in calculating such twenty-four (24) hours' notice period, Saturdays, Sundays and statutory holidays shall be excluded.

8 MEETINGS OF THE MEMBERS

8.01 Annual Meeting

- (a) The Annual Meeting of the Members shall be held each year within Ontario, at a time, place and date determined by the Board, for the purpose of:
- (i) hearing and receiving the reports and statements required by the Act to be read at and laid before the Corporation at an Annual Meeting, including the financial statements and the Auditor's report;
 - (ii) electing such Directors as are to be elected at such Annual Meeting;
 - (iii) appointing the Auditor and fixing or authorizing the Board to fix the remuneration therefor; and
 - (iv) the transaction of any other business properly brought before the meeting.
- (b) The Annual Meeting shall be held not later than fifteen (15) months following the last Annual Meeting.

8.02 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting.

8.03 Meetings by Electronic Conference

- (a) A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, as determined by the Board, provided that all participants entitled to attend the meeting are able to reasonably participate. A person so participating in a meeting is deemed for the purposes of the Act to be present at the meeting.
- (b) If the Members may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) A vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person as determined by the Board.
- (d) At the outset of each such meeting, the Chair shall establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, adjourn the meeting.

8.04 Notice of Meetings

Notice of the time, place and date of any Annual Meeting or Special Meeting and, where special business is to be transacted, sufficient information for a Member to make a reasoned judgment on the business to be transacted, including information on any Special Resolution to be submitted to the meeting, shall be given to each Member, each Director and to the Auditor not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held by mail, courier, personal delivery, telephone, fax, e-mail or other electronic means.

8.05 Those Entitled To Be Present

The only persons entitled to be present at a meeting of Members shall be:

- (a) those entitled to vote at the meeting;
- (b) the Directors, the Chief Executive Officer, and the Auditor; and
- (c) such other persons who are entitled or required under any provision of the Act, the Articles or By-Laws of the Corporation to be present at the meeting.

Any other person may be admitted only on the invitation of the Chair of the Board or by Ordinary Resolution of the Members.

8.06 Quorum

- (a) A quorum for the transaction of business at meetings of the Members shall be at least a majority of all of the Members of the Corporation.
- (b) No business shall be transacted at any meeting of the Members unless the necessary quorum is present at the commencement and throughout such meeting.
- (c) If a quorum is not present at the opening of a meeting of Members, the Members present may adjourn the meeting to a fixed time and place. Not less than three (3)

days' notice of an adjourned meeting of the Members shall be given in such manner as the Board may determine.

8.07 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. Not less than three (3) days' notice of an adjourned meeting of the Members shall be given in such manner as the Board may determine.

8.08 Chair of Meeting

In the absence of the Chair of the Board and the Vice-Chair, the Members present at any meeting of Members shall choose another Director as chair.

8.09 Voting by Members

- (a) Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.
- (b) At all meetings of Members every question shall be decided by a show of hands unless otherwise required by a By-Law of the Corporation or unless a ballot is demanded by a Member before or after any vote by show of hands. Upon a show of hands, every Member present shall have one (1) vote. Whenever a vote by show of hands or ballot has been taken upon a question, a declaration by the chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

8.10 Written Resolutions

A Written Resolution signed by all the Members is valid as if it had been passed at a meeting of Members, provided that the following matters may not be dealt with by Written Resolution:

- (a) the resignation, removal or replacement of a Director, where a written statement has been submitted by the Director giving reasons for resigning or opposing the removal or replacement; and
- (b) the resignation, removal or replacement of an Auditor, where a written statement has been submitted by the Auditor giving reasons for resigning or opposing the removal or replacement.

9 BOARD POLICIES

9.01 Board Policies

The Board may make Board policies with regard to any matter not inconsistent with the Act and the By-Laws.

10 **OFFICERS**

10.01 Officers

- (a) The following shall be Officers of the Corporation:
 - (i) the Chair;
 - (ii) the Vice-Chair;
 - (iii) the Treasurer; and
 - (iv) the Secretary.
- (b) The Directors shall elect a Chair, a Vice-Chair and a Treasurer from among themselves, at a meeting immediately following an Annual Meeting of the Corporation.
- (c) The Chief Executive Officer of the Corporation shall *ex officio* be the Secretary of the Corporation.

10.02 Terms of Office

The term of office of the Chair, Vice-Chair and Treasurer shall be two (2) years, to expire at the second Annual Meeting following election or appointment.

10.03 Chair of the Board

The Chair shall preside at all meetings of the Board, Members and the Executive Committee. The Chair shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board.

10.04 Vice-Chair of the Board

The duties and powers of the Chair may be exercised by the Vice-Chair when the Chair is absent or unable to act. If the Vice-Chair exercises any of those duties or powers, the Chair's absence or inability to act shall be referenced in the minutes. The Vice-Chair shall also perform the other duties prescribed by the Board or Executive Committee or incident to the office.

10.05 Secretary

The Secretary shall:

- (a) act as secretary of each meeting of the Corporation, the Board and Executive Committee;
- (b) attend all meetings of the Corporation, the Board and the Executive Committee to record all facts and minutes of those proceedings in the books kept for that purpose;
- (c) give all notices required to be given to the Members and to the Directors and the Executive Committee;
- (d) be the custodian of all books, papers, records, correspondence and documents belonging to the Corporation; and

- (e) perform the other duties prescribed by the Board or Executive Committee.

The Secretary may delegate any duties that are set forth in these By-Laws but shall remain responsible for the fulfillment of those duties.

10.06 Treasurer

The Treasurer shall:

- (a) keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
- (b) render to the Board or Executive Committee, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation;
- (c) co-operate with the Auditors of the Corporation during any audit of the accounts of the Corporation; and
- (d) perform the other duties prescribed by the Board or Executive Committee.

The Treasurer may delegate any duties that are set forth in these By-Laws but shall remain responsible for the fulfillment of those duties.

10.07 Past Chair

The Past Chair may be appointed for a term of up to two (2) years at the first meeting of the Board following the Annual Meeting. The Past Chair must have served as Chair in the immediately preceding term. The Past Chair shall serve as a consultant and resource to the Chair and the Board and perform such other duties as directed from time to time by the Board.

10.08 Removal from Office

Any Officer may be removed by Ordinary Resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

10.09 Remuneration of Officers

Any Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties.

11 CHIEF EXECUTIVE OFFICER

11.01 Chief Executive Officer

The Board may appoint a Chief Executive Officer of the Corporation, and who shall, be responsible to the Board for the organization and management of the Corporation in accordance with policies established by the Board and subject to direction of the Board. The Chief Executive Officer shall have such other duties as may be prescribed by the Board or incident to the office. The Chief Executive Officer shall have the right to receive notice of, to attend and to speak at but not to vote at all meetings of the Board, any committee of the Board, and any meeting of the Members, except those meetings where the terms of employment, compensation or performance of the Chief Executive Officer are discussed. The Chief Executive Officer shall serve as the Secretary of the Corporation.

12 EXECUTIVE COMMITTEE

12.01 Composition

There shall be an Executive Committee consisting of the Chair, Vice-Chair and Treasurer. The Chair of the Board shall be *ex officio* the Chair of the Executive Committee.

12.02 Powers

- (a) Subject to the Act, section 13.03 of these By-Laws or any other policies of the Corporation, during the intervals between meetings of the Board, the Executive Committee may exercise the powers of the Board in matters of administrative urgency when a quorum of the Board cannot be convened.
- (b) The Executive Committee shall also oversee Chief Executive Officer performance management and succession.
- (c) The Board may delegate to the Executive Committee powers of the Board, subject to section 13.03 and such restrictions, as may be imposed by the Board by resolution.
- (d) The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, and the same shall be submitted to the Board at the next meeting of the Board.

12.03 Meetings of the Executive Committee

Meetings of the Executive Committee shall be held at any time and place determined by the Executive Committee provided that notice of the meeting be given in accordance with section 7.04. No error or omission in giving notice of any meeting of the Executive Committee shall invalidate the meeting. Any member of the Executive Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings made during the meeting.

12.04 Quorum

The quorum of any meeting of the Executive Committee shall be all of the members of the Executive Committee. No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum is present.

12.05 Voting

Each member of the Executive Committee shall have one (1) vote on each question raised at any meeting of the Executive Committee, and all questions shall be determined by a majority of the votes cast.

12.06 Other Directors Present

Only Directors on the Executive Committee shall be entitled to notice of any meeting of the Executive Committee. Other Directors shall be entitled to attend at and speak, but not to vote, at any meeting of the Executive Committee at which the Director is present, however, the presence of such Director shall not be included for the purpose of calculating a quorum.

13 STANDING AND AD-HOC COMMITTEES

13.01 Standing Committees

- (a) In addition to the Executive Committee, there shall be the following standing committees which shall be established with and subject to terms of reference approved by the Board:
 - (i) Governance and Capabilities Committee;
 - (ii) Audit, Finance and Resource Committee;
 - (iii) Quality Improvement and Safety Committee; and
 - (iv) Philanthropy Committee.
- (b) The Board may establish such other standing committees as it deems appropriate from time to time and set the terms of reference for such committees.

13.02 Ad Hoc Committees

- (a) The Board may by resolution at any meeting appoint an ad-hoc committee and name the chair and members of the ad-hoc committee.
- (b) The Board shall prescribe terms of reference for any ad-hoc committee.
- (c) The Board may by resolution dissolve any ad-hoc committee at any time or upon completion of the task assigned by the Board.

13.03 Limits on the Authority of Committees

No Committee has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements;
- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

14 CONFLICT OF INTEREST

14.01 Conflict of Interest

Every Director and Officer shall avoid Conflict of Interest and shall abide by the conflict of interest requirements set out in the Conflict of Interest Policy of the Corporation as the same shall be adopted and approved by the Board from time to time.

14.02 Staff Position

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 (6) months.

14.03 Political Office

A Director who has been officially nominated to run for federal or provincial political office, or in the case of municipal elections, has formally filed papers to become a candidate, must immediately resign from the Board.

15 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

15.01 Insurance

- (a) The Corporation shall obtain and maintain appropriate liability insurance for the benefit of the Corporation and each Protected Person. The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include:
 - (i) property and public liability insurance;
 - (ii) Directors' and Officers' insurance; and
 - (iii) may include such other insurance as the Board sees fit.
- (b) The Corporation shall ensure that each Protected Person is included as an insured person in any policy of Directors' and Officers' insurance maintained by the Corporation.
- (c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty the individual did not have reasonable grounds for believing that their conduct was lawful.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

15.02 Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty the individual did not have reasonable grounds for believing that their conduct was lawful, and save as may be otherwise provided in any legislation or law, no Protected Person shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Protected Person or of any other Protected Person arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;

- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Protected Person's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

15.03 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 15.04, and if the Board has determined to obtain insurance pursuant to section 15.01, the Board shall confirm that it has considered:

- (a) the degree of risk to which the Director or Officer is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- (c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- (d) whether the cost of the insurance is reasonable in relation to the revenue available; and
- (e) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

15.04 Indemnification of Directors, Officers and Others

- (a) Every Protected Person, 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 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
 - (ii) all other costs, charges and expenses that they sustain or incur 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,save and except such costs, charges or expenses as are occasioned by the failure of such person to act honestly and in good faith in the performance of the duties of office and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty the individual did not have reasonable grounds for believing that their conduct was lawful.
- (b) Such indemnity will only be effective:

- (i) upon the exhaustion of all available and collectible insurance provided to the Protected Person by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
 - (ii) provided that the Protected Person has carried out all duties assigned to such person which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.
- (c) The Corporation shall also indemnify any Protected Person, firm or corporation in such circumstances designated by law, upon approval by the Board.
- (d) The Corporation may advance money to a Protected Person for the costs, charges and expenses of an action or proceeding referred to in section 15.04(a), but the individual shall repay the money:
- (i) if the individual has not acted honestly and in good faith with a view to the best interests of the Corporation; or
 - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual did not have reasonable grounds for believing that their conduct was lawful.
- (e) Nothing in this Article 15 shall limit the legal right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this Article 15.

16 EXECUTION OF DOCUMENTS

16.01 Execution of Documents

Documents requiring execution by the Corporation shall be signed by any two (2) of the Chair, Vice-Chair, Treasurer and Chief Executive Officer. The Board may appoint any Officer or any person on behalf of the Corporation, either to sign documents generally or to sign specific documents.

17 FINANCIAL YEAR

17.01 Financial Year

The financial year of the Corporation shall terminate on the last day of March in each year or on such other date as the Board may determine.

18 AUDITOR

18.01 Annual Appointment

The Members shall at each Annual Meeting appoint an Auditor to audit the books of the Corporation, to hold office until the next Annual Meeting, provided that the Directors may fill any casual vacancy in the office of the Auditor. The remuneration of the Auditor shall be fixed by the Members or by the Board, if authorized to do so by the Members. If an appointment is not made then the incumbent Auditor continues in office until a successor is appointed.

18.02 Removal of Auditor

- (a) The Members may by Ordinary Resolution at a Special Meeting, remove any Auditor before the expiration of the term of office in accordance with the Act and may elect a

replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 18.03.

- (b) The Auditor may prepare a statement giving reasons for opposing the Auditor's removal. The Auditor shall provide any such statement to the Board. Any such statement provided by the Auditor shall be included in the notice of the Special Meeting called to remove the Auditor.

18.03 Vacancy in the Office of Auditor

Subject to the Articles, the Board shall fill any vacancy in the office of Auditor or a person appointed to conduct a review engagement.

18.04 Remuneration of Auditor

The remuneration of an Auditor may be fixed by the Members by Ordinary Resolution, or if the Members do not do so, then the remuneration shall be fixed by the Directors.

18.05 Rights and Duties of Auditor

The Auditor shall have the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

19 NOTICE

19.01 When notice deemed given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by telephone, notice is deemed given at the time of the telephone call;
- (b) if given in writing by prepaid letter post to the last address shown on the Corporation's records, notice is deemed given on the fifth day after mailing;
- (c) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (d) if given by e-mail, notice is deemed given when sent; and
- (e) if provided by other electronic means, notice is deemed given when transmitted.

19.02 Declaration of Notice

At any meeting, the declaration of the secretary or chair of the meeting 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 those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

19.03 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

19.04 Omissions and Errors

- (a) Any resolution passed or proceeding taken at a meeting of the Board, a committee of the Board or Members, unless otherwise challenged, shall not be invalidated by:
- (i) an error in notice that does not affect its substance;
 - (ii) the accidental omission to give notice; or
 - (iii) the accidental non-receipt of notice by any Director, Member or Auditor.
- (b) Any Director, Member or Auditor may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

19.05 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the Act the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent and attendance of the person at a meeting is a waiver of notice of the meeting, except if the person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

20 AMENDMENTS TO BY-LAWS

20.01 Amendment

Subject to the Act and the Articles, the Board may by a majority vote, pass or amend the Bylaws of the Corporation from time to time.

20.02 Effective Date

These Bylaws or an amendment to these Bylaws passed by the Board has full force and effect:

- (a) from the time the motion was passed; or
- (b) from such future time as may be specified in the motion.

This section does not apply to a by-law that requires a Special Resolution of the Members according to subsection 103(1) (fundamental change) of the Act because such Bylaw amendments or repeals are only effective when confirmed by Members.

20.03 Approval by Members

- (a) The Bylaws or an amendment to the Bylaws passed by the Board shall be presented for confirmation at the next Annual Meeting or to a Special Meeting of the Members of the Corporation called for that purpose. The notice of such Annual Meeting or Special Meeting shall refer to the Bylaws or amendment to be presented.
- (b) The Members at the Annual Meeting or at a Special Meeting may confirm these Bylaws as presented or reject or amend them, and if rejected, they thereupon cease to have effect, and if amended, they take effect as amended.
- (c) In any case of rejection, amendment, or refusal to approve these Bylaws or part of these Bylaws in force and effect in accordance with any part of this section, no act

done or right acquired under any such Bylaws is prejudicially affected by any such rejection.

21 REPEAL OF PRIOR BY-LAWS

21.01 Repeal

Subject to the provisions of section 21.02 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.

21.02 Prior Acts

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

APPROVED by the Directors as a By-Law of **Canadian Mental Health Association, York Region Branch** the ____ day of _____, 2024.

Chair

Secretary

CONFIRMED by the Members in accordance with the Act on the ____ day of _____, 2024.

Chair

Secretary