



# BY-LAW NO. 1

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## PART I - PREAMBLE

Whereas it is the intent of the Canadian Mental Health Association, Lambton Kent Branch, to serve the mental health needs within Lambton County and the Municipality of Chatham-Kent as follows:

The Canadian Mental Health Association, Lambton Kent Branch is governed by a Board of Directors, in compliance with the principals and policies of the Canadian Mental Health Association, Ontario Division. Operating funds are obtained from donations, grants and all levels of government.

And,

Whereas the governing body of The Canadian Mental Health Association, Lambton Kent Branch, will endeavour to serve the mental health needs of the community in collaboration with other community health service providers in order to prevent duplication of effort.

Now therefore be it enacted and it is hereby enacted that the following By-laws be adopted for regulating the affairs of the Canadian Mental Health Association, Lambton Kent Branch.

## ARTICLE 1 – DEFINITIONS and INTERPRETATIONS

### 1.01 Definitions

In this By-law and all other By-laws of the Corporation:

- (a) **"By-Laws"** means any by-laws of the Corporation from time to time in effect, including this By-Law No. 1;
- (b) **"Act"** means the Corporations Act (Ontario) and, where the context requires, includes the regulations made under it;
- (c) **"Corporation"** means "The Canadian Mental Health Association, Lambton Kent Branch" (hereafter called "the Corporation");
- (d) **"Letters Patent"** means the letters patent of the Corporation dated December 10, 2010 and any supplementary letters patent of the Corporation;
- (e) **"Board"** means the Board of Directors which is the governing body of The Canadian Mental Health Association, Lambton Kent Branch;
- (f) Where the word **"Chair"** is capitalized, it shall refer to the Chairperson of the Board;
- (g) **"Chief Executive Officer"** means the senior employee of the Corporation appointed by the Board to manage and administer the day-to-day affairs of the Corporation;
- (h) **"Director"** means a member of the Board;
- (i) **"Member"** means a member in good standing of the Corporation;
- (j) **"Associates"** includes the parents, siblings, spouse or common law partner of the Director as well as any organization, agency, company or individual (such as a business partner) with a formal business relationship to a Director;
- (k) **"Ex officio"** means membership, election or appointment by virtue of the office and includes all rights, responsibilities and power to vote except where otherwise specifically provided;

- (l) **“Excluded Person”** means:
  - (i) any employee or staff member of the Corporation, Chatham-Kent Health Alliance (CKHA), Bluewater Health (BWH), a Branch or CMHA National; and;
  - (ii) any spouse (including common law or same sex spouse), dependent child, parent, brother or sister of a person listed in (i) above;
  
- (m) **“Special Resolution”** means a resolution passed by the Directors and confirmed by at least two thirds (2/3) of the votes cast at a general meeting of the Members duly called for that purpose;
  
- (n) The **“area served”** means the County of Lambton and the Municipality of Chatham-Kent and its natural catchment area;
  
- (o) The **“administrative office”** of the Branch shall be in the Municipality of Chatham-Kent, in the Province of Ontario, and at such place therein as the Board may from time to time determine;
  
- (p) The Corporation shall have as its **“symbol”** the symbol used and approved by the Canadian Mental Health Association (hereinafter called the "Association") from time to time;
  
- (q) **“Fiscal year”** means the fiscal year of the Corporation which shall end with the 31st day of March in each year.

## **1.02 Interpretations**

This By-Law shall be interpreted in accordance with the following, unless the context otherwise specifies or requires:

- (a) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and vice versa; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
  
- (b) The headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
  
- (c) Any references herein to any law, By-Law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

## **ARTICLE 2 – MEMBERSHIP OF THE CORPORATION**

### **2.01 Admission**

- (a) Membership in the Corporation shall consist of such persons as are elected and/or appointed to the Board of Directors.
  
- (b) 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 3 – ANNUAL AND SPECIAL MEETINGS OF MEMBERS OF THE CORPORATION

### **3.01 Annual Meetings**

- (a) The Corporation shall hold an annual meeting of its Members within fifteen (15) months after the holding of the last preceding annual meeting.
- (b) The annual meeting of the Members shall be held at the Head Office, or such other place within Ontario, on such day in each year and at such time as the Board may by resolution determine.
- (c) The business transacted at the annual meeting shall include:
  - (i) approval of the minutes of the previous annual meeting;
  - (ii) approval of the minutes of the previous Board meetings;
  - (iii) resolutions passed and all acts, contracts and business transacted by the Directors since the fiscal year end, be ratified and confirmed by the members of the Corporation
  - (iv) unfinished business, if any, from the previous annual meeting;
  - (v) the report of the Board on the affairs of the Corporation for the previous year;
  - (vi) report from the Chief Executive Officer of the Corporation;
  - (vii) the auditor's report, including presentation of the financial statements;
  - (viii) the election of the Directors; and
  - (ix) appointment of the auditor to hold office until the next annual meeting of the Corporation, provided that the auditor shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, shall be duly licensed under the provisions of the Public Accountancy Act (Ontario), shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein;
  - (x) Motion to terminate the meeting.
- (d) No other item of business shall be considered at the annual meeting of the Corporation unless notice in writing of such other item of business has been given to the Secretary prior to the giving of notice of the annual meeting so that such item of new business can be included in the notice of annual meeting. Notice of such other item of business may be provided to the Secretary through the following procedures:
  - (i) by motion of the Board;
  - (ii) by notice in writing signed by at least four (4) Members; or
  - (iii) by the Board Chair.

### **3.02 Special Meetings**

- (a) The Board Chair may call a Special Meeting of the Members.
- (b) Not less than one-tenth (1/10th) of the Members of the Corporation entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors to call a Special Meeting for any purpose connected with the affairs of the Corporation that is properly within the purview of the Members' role in the Corporation and that is not inconsistent with the Act. The requisition shall be deposited at the Head Office of the Corporation and may consist of several documents in like forms signed by one or more Members.
- (c) If the Board, acting in its sole discretion, determines that the requisition meets the qualifications set out in paragraph (b) above, the Board shall call and hold such Special Meeting within twenty-one (21) days from the date of the deposit of the requisition.
- (d) The notice of a Special Meeting shall state the purpose for which it is called.

### **3.03 Notice**

- (a) Notice of the annual meeting of the Corporation shall be given by one of the following methods:
  - (i) to each Member by prepaid mail at least ten (10) days in advance of the meeting by sending it to the last address as shown on the records of the Corporation;
  - (ii) to each Member by electronic communication (including facsimile and e-mail) at least ten (10) days in advance of the meeting by sending it to the last electronic communication address provided by a Member who has consented to receiving notices in such a manner; or
  - (iii) by publication at least once a week for two (2) successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipalities in which the majority of the Members reside as shown by their addresses on the books of the Corporation.
- (b) A Member or any other person entitled to notice of a meeting of Members may waive notice of any meeting of Members. Attendance of any Member at a meeting of Members shall constitute a waiver of notice of the meeting, except where such Member attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- (c) The notice of such meeting shall contain sufficient information concerning such business to permit the Member to form a reasoned judgement on the decision to be taken.

### **3.04 Quorum**

- (a) Unless the By-Laws provide otherwise, the quorum for a meeting of the members is a majority of the members entitled to vote at the meeting, whether present in person or by proxy at an annual or Special Meeting of the Corporation.
- (b) If, within one-half (1/2) hour after the time appointed for an annual or Special Meeting, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Board Chair. At least forty-eight (48) hours' notice of the adjourned meeting shall be given.

### **3.05 Chair**

The Chair of a meeting of the Corporation shall be:

- (a) the Board Chair or
- (b) if the Board Chair is absent, the Board Vice Chair; or
- (c) if the Board Chair and the Board Vice Chair are both absent, a Director elected by the Members present to serve as Chair.

## ARTICLE 4 – BOARD OF DIRECTORS

### **4.01 Board Composition**

The affairs of the Corporation shall be governed by a Board consisting of thirteen (13) Directors elected by the Members entitled to vote.

### **4.02 Qualification of Directors**

Every Director shall:

- (a) be eighteen (18) or more years of age;
- (b) not be an undischarged bankrupt;
- (c) be a Member in good standing of the Corporation or become a Member within ten (10) days after being elected as a Director, and
- (d) not be an Excluded Person.

### **4.03 Nomination and Election of Directors**

Subject to this section and all other provisions of this By-Law, nominations for election as Director at the annual meeting of the Corporation or at any Special Meeting held for the purpose of electing Directors may be made only in accordance with the following process:

- (a) The Governance and Nomination Committee shall request written applications for vacant positions on the Board at least sixty (60) days in advance of the annual meeting or such Special Meeting held for the purpose of electing Directors. Such applications must be:
  - (i) submitted at least twenty (20) days in advance of the annual meeting or at such Special Meeting held for the purpose of electing Directors.
  - (ii) accompanied by a written declaration signed by the applicant that he or she (i) meets the criteria to be a Director and (ii) will serve as a Director in accordance with the By-Law if elected.
- (b) The Governance and Nomination Committee shall, throughout the year, identify, including through consultation with the Chief Executive Officer of the Corporation and external advisors, potential candidates for Directors, and determine the willingness of such candidates to serve.
- (c) The Governance and Nomination Committee will receive and review all applications made to the Governance and Nomination Committee taking into consideration the guidelines for the selection of Directors set out in the Board Policy Manual, and will prepare a list of recommended nominees to the Board for consideration and implementation.
- (d) The Governance and Nomination Committee will ensure that the Board's recommended nominees, together with their qualifications, are made available to the Members of the Corporation at least ten (10) days prior to the annual meeting or such Special Meeting held for the purpose of electing Directors. For greater certainty, all nominations must pass through the Governance and Nomination Committee, and no nominations for Directors shall be permitted from the floor at the annual meeting or at such Special Meeting held for the purpose of electing Directors.
- (e) The Governance and Nomination Committee shall strive to ensure that the membership of the Board reflects the breadth, depth and diversity of the Province. The membership of the Board shall reflect a wide range of interests, skills, experience and consumer, family and geographic perspectives, particularly those most required as determined by the Board from time to time.

#### **4.04 Term of Office**

- (a) Except as provided in 4.05, paragraph one (1) below, Directors shall be elected in rotation for a three (3) year term.
- (b) The ex officio Directors shall hold office until their successors are appointed.

#### **4.05 Term of Office Restrictions**

- (a) No person may be elected a Director for more terms than will constitute six (6) consecutive years of service; provided, however, that following a break in his/her continuous service of at least one (1) year the same person may be re-elected a Director.
- (b) No Director may serve as Board Chair, Board Vice-Chair or Past-Board Chair for more than two (2) consecutive annual years in one office; provided, however, that following a break in his or her continuous service of at least one (1) annual term, the same person may be re-elected or re-appointed to the office.

#### **4.06 Termination of Office**

- (a) The office of an elected or ex officio Director shall automatically be vacated:
  - (i) If the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
  - (ii) If the Director, by notice in writing to the Secretary of the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later; or
  - (iii) If the Director dies.
- (b) The office of an elected Director shall be vacated if the Board passes a resolution recommending the removal of the Director by the Members, which resolution may arise out of any of the following circumstances:
  - (i) A Director is absent for two (2) consecutive meetings of the Board without prior notice and without a reason acceptable to the Board;
  - (ii) A Director is absent for three (3) consecutive meetings with prior notice but without a reason acceptable to the Board; or
  - (iii) A Director fails to comply with the Act, or the Corporation's By-Laws, rules, regulations, policies or procedures including, without limitation, the confidentiality, conflict of interest and standard of care provisions contained in these By-Laws; and
  - (iv) At a special meeting of the Members, called by the Board for the purpose of considering the Board's recommendation for removal, at least two-thirds (2/3) of the votes cast by the Members present at the Special Meeting confirm the removal.
- (c) The Members may, by a resolution passed by at least two-thirds (2/3) of the votes cast at a special meeting of the Members of which notice specifying the intentions to pass such a resolution has been given, remove any elected Director before the expiration of his/her term of office and may, by a majority of votes cast at that meeting, elect any person in his/her stead for the remainder of the term. The Members may use this Section to remove up to two (2) Directors from the Board per calendar year.

#### **4.07 Resignation**

Directors may resign at any time upon notice to the Board. A resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later.



#### **4.08 Vacancies**

From time to time in the event of any vacancy among the Directors (except through an increase in the number of Directors), such vacancy may, as long as there is a quorum of Directors then in office, be filled by the Directors if they shall see fit to do so, based on the recommendation of the Nominating and Recruitment Committee (provided the replacement meets the qualifications in this By-Law). Otherwise, such vacancy may be filled at the next meeting of Members; and any Director elected to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy, and such service shall not be counted toward the term of office limitation for that Director.

### **ARTICLE 5 – POWERS AND RESPONSIBILITIES OF THE BOARD AND DIRECTORS**

#### **5.01 Standard of Care**

Every Director and Officer of the Corporation, in exercising his/her powers and discharging his/her duties, shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **5.02 Remuneration of Directors**

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

#### **5.03 Responsibilities and Powers of the Board**

The Board shall govern and oversee the management of the Corporation in accordance with the Letters Patent, the By-Laws, rules and policies of the Corporation and the terms and provisions of applicable legislation, and in particular shall:

- (a) Define ends
  - (i) Formulate the vision, mission, values of the Corporation;
  - (ii) Contribute to the development of and approve the strategic plan of the Corporation;
  - (iii) Ensure that key goals are formulated that help the Corporation accomplish its mission and actualize its vision;
  - (iv) Monitor and measure corporate performance against the strategic and operating plans; and
  - (v) Retain overall accountability for the performance of the Corporation.
- (b) Provide for excellent leadership and management in the Chief Executive Officer position:
  - (i) Select the Chief Executive Officer; specify measurable performance expectations in cooperation with the Chief Executive Officer, appraise/assess performance and determine compensation; and
  - (ii) Delegate responsibility and concomitant authority to the Chief Executive Officer and require accountability to the Board.
- (c) Ensure succession planning:
  - (i) Provide for Chief Executive Officer succession; and
  - (ii) Provide for succession planning among the Directors and Officers.
- (d) Build relationships:
  - (i) Build and maintain good relationships with the Ministry of Health and Long-Term Care and other key stakeholders.

- (e) Ensure financial viability:
  - (i) Establish key financial objectives that support the organization's goals and mission (including capital allocations and expenditures);
  - (ii) Ensure that optimal utilization of resources is a key focus while ensuring that the organization operates within its resource envelope; and
  - (iii) Ensure that the organization undertakes the necessary financial planning activities so that resources are allocated effectively.
  
- (f) Ensure Board effectiveness:
  - (i) Measure the Board's own effectiveness and efficiency, including monitoring the effectiveness of individual Directors and Officers and employing a process for Board renewal that embraces evaluation and continuous improvement;
  - (ii) Ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, and the By-Laws; and
  - (iii) Ensure the decision-making processes are transparent and that appropriate representation and input is achieved.
  
- (g) Establish a communication policy:
  - (i) Ensure that a communication policy is established for the Corporation.

#### **5.04 Performance Expectations of Individual Directors**

In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:

- (a) adhere to the Corporation's vision, mission and core values;
- (b) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's management and staff;
- (c) respect and abide by Board decisions;
- (d) regularly attend Board and committee meetings;
- (e) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees;
- (f) keep informed about matters relating to the Corporation;
- (g) participate in initial orientation as a new Director and in on-going Board education;
- (h) participate in an annual evaluation of overall Board effectiveness;
- (i) abide by the conflict of interest and standards of care provisions contained in this By-law.

## **ARTICLE 6 - REGULAR AND SPECIAL MEETINGS OF THE BOARD OF DIRECTORS**

### **6.01 Regular Meetings of the Board of Directors and Notice**

- (a) The Board shall meet at a location and at a time and day as the Board may from time to time determine.
- (b) The Secretary-Treasurer shall give notice of the meeting to the Directors if the meeting is to be held at another time or day or at a place other than that which has been previously determined. Notice of regular Board meetings shall be sent by ordinary mail, electronic transmission or courier at least three (2) days before the date on which the meeting is to be held.
- (c) There shall be at least seven (7) regular meetings of the Board per fiscal year.
- (d) Meetings of the Board may be held by telephone, video-conference, or any other means which enables all participants to communicate with each other adequately and simultaneously. Persons participating in a meeting by telephone or by any other means of communication are deemed to have attended that meeting.
- (e) A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation.
- (f) Members of the public may observe open board meetings. They may only participate in the meeting:
  - (i) upon an invitation by the Chair; or
  - (ii) upon an invitation by the Chief Executive Officer with the approval of the Chair; or
  - (iii) upon resolution of the Board

### **6.02 Special Meetings of the Board of Directors and Notice**

- (a) The Chair may call special meetings of the Board.
- (b) The Secretary-Treasurer shall call a special meeting of the Board if three Directors so request in writing.
- (c) Notice of a special meeting of the Board shall specify the purpose of the meeting, may be given by telephone, and shall be given at least twenty-four (24) hours in advance of the meeting.
- (d) No person other than Board members may attend meetings of the Board except:
  - (i) upon the invitation by the Chair; or
  - (ii) upon the invitation by the Chief Executive Officer with the approval of the Chair; or
  - (iii) upon resolution of the Board

### **6.03 Quorum for Regular and Special Meetings of the Board of Directors**

- (a) A quorum at any meeting of the Board shall be the presence in person of a majority of the Directors.
- (b) No meeting of the Board shall be duly constituted for the transaction of business unless a quorum is present. There will be no representation by proxy at any Board meeting.
- (c) If, within one-half (1/2) hour after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Chair. At least forty-eight (48) hours' notice of the adjourned meeting shall be given.

## **6.04 Voting for Board Meetings**

Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:

- (a) votes shall be taken by a show of hands:
  - (i) the Chair shall not have a vote;
  - (ii) if there is an equality of votes, the Chair shall vote in order to break the tie;
- (b) A declaration by the Chair that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- (c) A resolution in writing, signed by all Directors entitled to vote on that resolution at a meeting of Directors or signed by all Members entitled to vote on that resolution at a meeting of the Corporation, is as valid as if it had been passed at a meeting of the Board.
- (d) In the event of an abstention of vote, the vote shall be treated as a non-vote.

## **6.05 Board Meetings - Chair**

Board meetings shall be chaired by:

- (a) the Chair;
- (b) the Vice-Chair if the Chair is absent; or
- (c) a Director elected by the Directors present if the Chair and Vice-Chair are both absent.

# **ARTICLE 7 – OFFICERS**

## **7.01 Officers**

- (a) The Board shall elect at its first meeting following the annual meeting of the Corporation the following Officers of the Corporation from amongst the Directors:
  - (i) the Chair;
  - (ii) the Vice-Chair; and
  - (iii) the Secretary-Treasurer (or Secretary and Treasurer)
- (b) If the Board fails to have the election contemplated in 7.01, paragraph one (1) above, the then incumbents (provided they are still Directors) shall hold office until their successors are elected.
- (c) The Board may elect a Secretary or appoint the Chief Executive Officer to serve in this position.
- (d) Any Officer of the Board shall cease to hold office upon resolution of the Board.

## **7.02 Duties of the Chair**

The Chair shall, without limitation:

- (a) preside at all meetings of the Board and act as Chair of such meetings;
- (b) preside at all meetings of the Corporation;
- (c) report to the Members at the annual meeting of the Corporation and at all such other times as the Chair may consider advisable or necessary, concerning the operations of the Corporation;

- (d) have the right, in his/her discretion, to serve as an ex officio voting member of all standing and special committees;
- (e) represent the Corporation at both public and other official functions;
- (f) assume and perform such other duties as may from time to time be assigned by the Board; and
- (g) act as spokesperson for the Board.

### **7.03 Duties of the Vice-Chair**

The Vice-Chair shall:

- (a) Have all the powers and perform all the duties of the Chair during the absence or disability of the Chair; and
- (b) perform such other duties, if any, as may be from time to time be assigned by the Board.

### **7.04 Duties of the Secretary**

The Secretary shall:

- (a) Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and committees appointed or authorized by the Board;
- (b) have custody of all minute books, documents and registers of the Corporation and ensure that the same are maintained as required by the Act and other applicable legislation;
- (c) be the custodian of the seal of the Corporation;
- (d) maintain copies of all testamentary documents and trust instruments by which benefits are conferred upon the Corporation and provide information respecting same to the Office of the Public Guardian and Director as required by the Charities Accounting Act (Ontario);
- (e) at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation; and
- (f) perform such other duties as may be required of the Secretary by the Board.
- (g) The Secretary may delegate the performance of his/her duties to any person(s) as approved by the Board, but the Secretary shall retain responsibility for ensuring the proper performance of such duties.

### **7.05 Duties of the Treasurer**

The Treasurer of the Corporation shall:

- (a) Keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation;
- (b) under the direction of the Board, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation;
- (c) at each regular meeting of the Board, submit a financial statement or report indicating the financial position of the Corporation at the close of the preceding month and submit to the Board, whenever required, an account of all transactions as Treasurer and a detailed report respecting the financial position of the Corporation;

- (d) cause the accounts of the Corporation to be audited, and cause to be prepared financial statements and an auditor's report as prescribed by law;
- (e) cause the submission of quarterly certificates to the Board in respect of the previous quarter evidencing that all wages owing to employees and source deductions relating to the employees that the Corporation is required to deduct and remit to the proper authorities (including the Income Tax Act, Canada Pension Plan, the Employment Insurance Act and the Employer Health Tax Act) have been made and remitted to the proper authorities, and that all taxes collected pursuant to the Excise Tax Act (GST) and the Retail Sales Tax Act (Ontario) have been collected and remitted to the appropriate authorities; and
- (f) perform such other duties as may from time to time be assigned to the Treasurer by the Board.
- (g) The Treasurer may delegate the performance of his/her duties to any person(s) as approved by the Board, but the Treasurer shall retain responsibility for ensuring the accomplishment of such duties.

### **7.06 Duties of the Past Chair**

The Past Chair shall perform such duties and serve on such committees as may from time to time be assigned by the Board.

### **7.07 Duties of the Chief Executive Officer**

- (a) The Chief Executive Officer shall be appointed by the Board in accordance with its approved selection process.
- (b) The Chief Executive Officer shall be responsible to the Board for the management of all affairs of the Corporation as directed by the Board from time to time. The Chief Executive Officer's duties include the exercise of the authority delegated to the Chief Executive Officer by the Board through Board policies for the organization and operation of the Corporation. The Chief Executive Officer shall ensure that policies and resolutions of the Board are put into effect.
- (c) The Board may at any time revoke or suspend the appointment of the Chief Executive Officer, for cause.
- (d) The Chief Executive Officer shall attend meetings of the Board but shall not be entitled to vote at Board meetings.

## **ARTICLE 8 – INDEMNIFICATION OF DIRECTORS AND OFFICERS**

### **8.01 Indemnity & Insurance**

- (a) Every Director or Officer of the Corporation, and his/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 which such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, in or about the execution of the duties of his/her office; and
  - (ii) all other costs, charges and expenses that he/she 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 willful neglect or default.
- (b) The Board shall cause to be purchased such insurance as it considers advisable and necessary to ensure that Directors and Officers will be indemnified and saved harmless in accordance with this By-Law; the premiums for such insurance coverage shall be paid from the funds of the Corporation.

- (c) The obligations in this Section are subject to the limitations of the Charities Accounting Act, which require that:
  - (i) the purchase of insurance must not unduly impair the carrying out of the charitable purpose of the Corporation; and
  - (ii) the indemnity cannot be paid or insurance purchased if doing so would render the Corporation insolvent.

## **8.02 For the Protection of Directors and Officers**

- (a) No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such Director's or Officer's respective office or trust or in relation thereto, unless the same shall happen by or through such Director's or Officer's own wrongful and willful act or through his/her own wrongful and willful neglect or default.
- (b) Directors and Officers shall not be liable to the Corporation for any costs, charges, expenses, loss or liability which the Corporation shall suffer or incur for, by reason of, arising out of, or in any way relating to any act, deed, matter or thing made, done or permitted to be done or omitted to be done by him/her in the performance of his/her duties and functions (or in the performance of what he/she honestly believed was in the proper performance of his/her duties and functions), provided he/she acted or made such omission honestly, in good faith and without fraud or fraudulent intent.

## **ARTICLE 9 – COMMITTEES OF THE BOARD**

### **9.01 Establishment of Committees**

- (a) The Board may establish standing and special committees, task forces and advisory committees it considers appropriate upon its own motion. Members of all committees and task forces will hold their offices at the will of the Board.
- (b) The standing committees or standing advisory committees of the Board as of the date of this By-law shall be: the Governance and Nomination Committee, the Quality Committee, the Finance and Audit Committee.
- (c) Special committees shall be those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- (d) Committees established by the Board may, similarly, by resolution of the Board be dissolved at any time.
- (e) The members of any committee need not be Directors of the Corporation to vote.
- (f) The members of Finance and Audit Committee must be Directors of the Corporation.
- (g) Chairs of committees shall be elected by, and from among, the Directors.
- (h) No decision of a committee shall be binding on the Board until approved or ratified by the Board.

## **9.02 Terms of Reference for Committees**

The functions, duties, responsibilities, composition (including chair) and mandate of all committees shall be provided either in the Board Policy Manual or other Board policy in effect from time to time, or in the resolution of the Board by which such committee is established.

## **9.03 Quorum and Procedures for Committees**

- (a) Unless otherwise determined by the Board, a quorum for a committee shall consist of a majority of the voting members of a committee.
- (b) Procedures at committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or in the Board Policy Manual.
- (c) The Chair of all standing committees is responsible for submitting a written report to the Board on the activities of the committee.

# **ARTICLE 10 – FINANCIAL MATTERS**

## **10.01 Execution of Contracts etc.**

- (a) Contracts, Documents, Instruments in Writing requiring the signature of the Corporation shall be signed by two (2) of the following: Chair, Vice-Chair, Treasurer, Secretary, and Chief Executive Officer, or such other official designated by the Board. Contracts, Documents and Instruments in Writing and other documents so signed shall be binding upon the Corporation without any further authorization or formality.
- (b) Notwithstanding subsection (a) and any other provisions to the contrary contained in this By-law, the Board may in the Board Policy Manual or at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.
- (c) The Secretary shall affix the seal of the Corporation to such instruments as require the same.

## **10.02 Banking and Borrowing**

- (a) Bank accounts of the Corporation shall be kept at such banks and in such places and shall be operated in such manner and by such person or persons as the Board shall from time to time determine by by-law.
- (b) The Board may from time to time:
  - (i) borrow money on the credit of the Corporation;
  - (ii) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
  - (iii) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
  - (iv) delegate the powers conferred on the Board under this paragraph to such Officer or Officers of the Corporation and to such extent and in such manner as the Directors shall determine.

## **10.03 Seal**

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation (or delegate) for safekeeping.



#### **10.04 Investments**

The Board shall develop and ensure the compliance by the Corporation of an investment policy in accordance with the Trustee Act (Ontario).

#### **10.05 Fiscal Year**

Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on March 31 in each year.

#### **10.06 Auditor**

- (a) The Corporation shall at its annual general meeting appoint an auditor who shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the Public Accountancy Act (Ontario), to hold office until the next annual general meeting of the Corporation.
- (b) The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.
- (c) In addition to making the report at the annual general meeting of the Corporation, the Auditor shall, from time to time, report to the Board on the audit work with any necessary recommendations.

### **ARTICLE 11 – RELATIONSHIP WITH THE ASSOCIATION**

#### **11.01 Relationship**

- (a) The Corporation acknowledges that it is a Branch of the Ontario Division of the Canadian Mental Health Association. It is the intent of the Corporation to administer its affairs in a fashion consistent with the policies and directions of Ontario Division as amended from time to time.
- (b) In the event the Corporation ceases operations, becomes insolvent, or otherwise winds up for whatever reason; the assets of the Corporation, after payments of its liabilities and reasonable costs of disposition and administration, shall first resort to its funding sources which provided funding for specific purposes as may be determined by the Board of Directors having regard to the terms of reference of the grant, if any. The residue, if any, shall be paid to Canadian Mental Health Association.

### **ARTICLE 12 – NOTICES**

#### **12.01 Service**

Any notice or other document required by the Act, the Letters Patent or the By-Laws of the Corporation to be sent to any Member or Director or to the auditor shall be delivered personally or sent by prepaid mail or facsimile to any such Member or Director at their latest addresses shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary; 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.

#### **12.02 Signatures to Notices**

The signature to any notice may be written, stamped, typewritten, printed or partly written, stamped, typewritten or printed.

### **12.03 Computation of Time**

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

### **12.04 Proof of Service**

A certificate of the Chief Executive Officer, Secretary, Treasurer or any other Officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, Director, Officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or auditor of the Corporation, as the case may be.

## **ARTICLE 13 – ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS**

### **13.01 Amendment**

The Board may, by a majority vote, pass or amend the By-Laws of the Corporation from time to time.

### **13.02 Notice**

- (a) Where it is intended to pass or amend the By-Laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at the address as shown on the records of the Corporation not less than ten (10) days before the meeting.
- (b) Where the notice of intention required by paragraph (a) above is not provided, any proposed By-Laws or amendments to the By-Laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.

### **13.03 Effective Date**

Subject to Section 1.04 below and except as expressly provided in these By-Laws or in the Act, the By-Laws or an amendment to the By-Laws passed by the Board have 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.

### **13.04 Approval by Members**

- (a) The By-Laws or an amendment to the By-Laws passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-Laws or amendment to be presented.
- (b) The Members at the annual meeting or at a Special Meeting may confirm the By-Laws 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) Any amendment to the portion of the By-Laws relating to the borrowing powers of the Corporation is not effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of Members duly called for considering it.

### **13.05 Rejection**

In any case of rejection, amendment, or refusal to approve the By-Laws or part of the By-Laws in force and effect in accordance with any part of this Section, no act done or right acquired under any such By-Laws is prejudicially affected by any such rejection.

### **13.06 Repeal of Previous By-Laws**

All previous By-Laws relating to the administration of the affairs of the Corporation are hereby repealed and replaced with this By-Law.