Canadian Mental Health Association
Lambton Kent

Association canadienne pour la santé mentale
Filiale de Lambton Kent

BY-LAW NO. 2026-1

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ARTICLE 1– DEFINITIONS AND INTERPRETATIONS

1.01 Definitions

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

(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) "**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;

(c) "**Board**" means the Board of Directors which is the governing body of The Canadian Mental Health Association, Lambton Kent Branch;

(d) "**By-Laws**" means any by-laws of the Corporation from time to time in effect, including this By-Law No. 2024-1;

(e) "**Corporation**" means "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) "**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;

(j) "**Excluded Person**" means:

(i) any employee or staff member of the Corporation, 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;

(k) "**Fiscal year**" means the fiscal year of the Corporation which shall end with the 31st day of March in each year.

(l) "**Ineligible Individual**" has the meaning in section 149.1 of the Income Tax Act (Canada), as amended from time to time[i1];

[1] Section 149.1 of the Income Tax Act defines "ineligible individual" as follows:

(m) "**Member**" means a member in good standing of the Corporation;

(n) "**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 entitled to vote at a meeting of the Members;

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; 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) The membership of the Corporation shall consist of the Directors who shall automatically become a Member upon becoming a Director without further action or formality, and shall cease to be a Member immediately upon ceasing to be a Director, without further action or formality.

"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;

Under this section "relevant criminal offence" means a criminal offence under the laws of Canada, and an offence that would be a criminal offence if it were committed in Canada, that (a) relates to financial dishonest, including tax evasion, theft and fraud, or (b) in respect of a charity or Canadian amateur athletic association, is relevant to the operation of the charity or association.

(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 Registered 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) unfinished business, if any, from the previous annual meeting;
(iii) the report of the Board on the affairs of the Corporation for the previous year;
(iv) report from the Chief Executive Officer of the Corporation;
(v) the auditor's report, including presentation of the financial statements;
(vi) the election of the Directors; and
(vii) 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.

(d) Subject to the Act, for other items of business to be considered at the annual meeting of the Corporation notice in writing of such other item of business shall be 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. Subject to the Act, 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 the Board Chair.

Notice of a meeting at which special business is to be transacted must state the nature of that business in sufficient detail to permit a Member to form a reasoned judgement on the business and state the text of any Special Resolution to be submitted to the meeting

3.02 Special Meetings

(a) The Board 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 Registered Office of the Corporation and may consist of several documents in like forms signed by one or more Members.

(c) If the Board determines that the requisition meets the qualifications set out in paragraph (b) above and the Act, 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 nature of the business to be conducted in sufficient detailed to permit a Member to form a reasoned judgement on the business and state the text of any Special Resolution to be submitted to the meeting.

3.03 Notice

(a) Notice of the annual meeting of the Corporation shall be given to each Member, Director and the Auditor at least ten (10) days and not more than fifty (50) days in advance ofthe meeting.

(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 a meeting at which special business is to be conducted shall contain sufficient information concerning such business to permit the Member to form a reasoned judgement on business and state the text of any Special Resolution.

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.

(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 Voting

(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 majority 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 a ballot is demanded by any Member either before or after any vote. Whenever a vote by show of hands has been taken upon a question, unless a ballot is demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes 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.

(c) A Member can demand a ballot either before or after any vote. A request for a vote by ballot may be withdrawn at any time prior to the taking of the ballot.

3.06 Written Resolutions

A resolution in writing signed by all Members entitled to vote on that resolution at a meeting of the Members of the

Corporation, is as valid as if it had been passed at a meeting of the Members of the Corporation provided that the following matters may not be dealt with by written resolution of the Members:

(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 Director's 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 auditor's removal or replacement.

3.07 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.

3.08 Electronic Meetings

(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.

ARTICLE 4 – BOARD OF DIRECTORS

4.01 Board Composition

The affairs of the Corporation shall be managed by a Board of a minimum of nine (9) Directors and a maximum of fifteen (15) Directors, which number shall be fixed by Special Resolution of the Members from time to time or, if a Special Resolution empowers the Directors to determine the number, by resolution of the Directors.

4.02 Qualification of Directors

Every Director shall:

(a) be eighteen (18) or more years of age;

(b) not have the status of bankrupt;

(c) 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;

(d) not be a person who has been found to be incapable by any court in Canada or elsewhere;

(e) not be an Ineligible Individual; and

(f) not be an Excluded Person.

4.03 Nomination and Election of Directors

Subject to this section and all other provisions of this By-Law and the Act, 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 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 the applicant (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 recommendation to the Members for election.

(d) 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 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.

4.05 Term of Office

(a) Subject to section 4.06, Directors shall be elected in rotation for a three (3) year term.

4.06 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 continuous service of at least one (1) year the same person may be re-elected a Director.

(b) Notwithstanding, the Board may by resolution extend the foregoing six (6) year period of consecutive service of a Director for up to two (2) additional consecutive one (1) year periods.

(c) 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 continuous service of at least one (1) annual term, the same person may be re-elected or re-appointed to the office.

4.07 Termination of Office

(a) The office of a Director shall be vacated:

(i) If the Director fails to meet the qualifications set out in section 4.02;
(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;
(iii) If the Director dies; or
(iv) if the Director is removed by the Members in accordance with section 4.07(c).

(b) The Board may pass 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.

(c) The Members may, by majority resolution 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 the Director's term of office and may, by a majority of votes cast at that meeting, elect any person in the Director's stead for the remainder of the term.

(d) A Director is entitled to give the Corporation a statement giving reasons for resigning or for opposing their removal as a Director if a meeting is called for the purpose of removing them.

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 Governance and Nominating Committee (provided the replacement meets the qualifications in this By-Law). If there is not a quorum of Directors or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall without delay call a special meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member. 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 their powers and discharging their 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 the Director's position as such, provided that a Director may be paid reasonable expenses incurred by the Director in the performance of the Director's duties.

5.03 Responsibilities and Powers of the Board

The Board shall govern and oversee the management of the Corporation in accordance with the Articles, the By-Laws, rules and policies of the Corporation and the terms and provisions of applicable legislation.

5.04 Conflict of Interest

Any Director or Officer of the Corporation shall disclose in writing any Conflict of Interest in any matter as required by the Act and comply with all other requirements in respect of a Conflict of Interest as set out in the Corporation's Conflict of Interest policy

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) 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 Director so participating in a meeting is deemed for the purposes of this Act to be present at the meeting. 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.

(e) A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation.

(f) Guests may attend Board meetings:

(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) Guests may attend Board meetings:

(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.

(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 and if there is an equality of votes, the motion is lost;

(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 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;
(iii) the Secretary;
(iv) the Treasurer;
(v) Past Chair (optional)

(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 Chief Executive Officer shall serve as the Secretary ex-officio.

(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)

(e) have the right, in the Chair's discretion, to serve as an Ex officio voting member of all standing and special committees;

(f) represent the Corporation at both public and other official functions;

(g) assume and perform such other duties as may from time to time be assigned by the Board; and

(h) 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 the Secretary's 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 the Treasurer's 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 may 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 the Director's or Officer's 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 the Director or Officer, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the Director or Officer, in or about the execution of the duties of the Director's or Officer's office; and

(ii) all other costs, charges and expenses that the Director or Officer sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the Director's or Officer's own willful neglect or default,

provided actions have been taken honestly and in good faith with a view to the best interest of the Corporation and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty the individual had reasonable grounds for believing that their conduct was lawful.

(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) Before giving approval to the indemnities provided in section 8.01(a) herein, or purchasing insurance provided in section 8.02(b) herein, the Board shall consider the following pre-indemnity considerations from the Charities Accounting Act:

(i) the degree of risk to which the Director or officer is or may be exposed;
(ii) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
(iii) whether the amount or cost of the insurance is reasonable in relation to the risk;
(iv) whether the cost of the insurance is reasonable in relation to the revenue available; and
(v) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

8.02 For the Protection of Directors and Officers

(a) Provided actions have been taken honestly and in good faith with a view to the best interest of the Corporation and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty the Director or Officer had reasonable grounds for believing that their conduct was lawful, 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 Director's or Officer's 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 the Director or Officer in the performance of the Director's or Officer's duties and functions (or in the performance of what the Director or Officer honestly believed was in the proper performance of the Director's or Officer's duties and functions), provided the Director or Officer acted or made such omission honestly, in good faith and without fraud or fraudulent intent and actions have been taken honestly and in good faith with a view to the best interest of the Corporation and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty the Director or Officer had reasonable grounds for believing that their conduct was lawful.

ARTICLE 9 – COMMITTTEES 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 and Fund Development 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) Except as provided in section 9.01(f), the members of any committee need not be Directors of the Corporation to vote, provided that the number of non-Directors on any committee shall not exceed the number of Directors.

(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.

9.04 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.

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 by resolution of the Board.

(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 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 meeting of the Corporation. If an appointment is not made, then the incumbent auditor continues in office until a successor is appointed.

(b) The Members may, by ordinary resolution passed at a Special Meeting of the Members, 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 10.06(d).

(c) The Corporation shall give the auditor at least two (2) days to prepare a statement giving reasons 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.

(d) Subject to the Articles, the Board shall immediately fill any vacancy in the office of auditor.

(e) The remuneration of an auditor may be fixed by the members by Ordinary Resolution, or if the Members do not do so, then it shall be fixed by the Board.

(f) The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

(g) 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.

ARTICLE 12 - NOTICES

12.01 Service

Any notice or other document required by the Act, the Articles 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 electronic means, if there is a record that the notice has been sent, to any such Member at their latest addresses shown in the records of the Corporation, to any such Director at the last address as shown on the record of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current, 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.

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

13.01 Amendment

Subject to the Act and the Articles, 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 13.04, 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.

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 by-law amendments or repeals are only effective when confirmed by Members.

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 meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or special meeting shall refer to the By-Laws or amendments 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.

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

[i] 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.

Under this section “relevant criminal offence” means a criminal offence under the laws of Canada, and an offence that would be a criminal offence if it were committed in Canada, that (a) relates to financial dishonest, including tax evasion, theft and fraud, or (b) in respect of a charity or Canadian amateur athletic association, is relevant to the operation of the charity or association.