

**COMMUNITY LIVING GEORGINA**

**BY-LAWS**

**SEPTEMBER 2012**

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## B y - L a w

A by-law relating generally to the transaction of the Affairs of Community Living Georgina.

Be it enacted as a by-law of Community Living Georgina as follows:

1) Name:

The name of the organization shall be Community Living Georgina hereinafter referred to as the Association.

2) Head Office:

The Head Office of the Corporation shall be in the Town of Georgina, The Regional Municipality of York, in the Province of Ontario.

3) Corporate Seal:

The Corporate Seal of the Corporation shall be in the form impressed hereon.

4) Purposes:

The purposes of the Corporation, as derived from the Letters Patent, shall be to provide social services to developmentally handicapped individuals and their families, for the development of their potential, in order that they lead as satisfying lives as possible, and for such purposes as:

- a) To promote the education, training and welfare of all developmentally handicapped persons and their families at home;
- b) To assist developmentally handicapped clients toward becoming as far as possible self-supporting and self-sufficient;
- c) To develop a better understanding of developmental handicaps by the general public;
- d) To promote the training of personnel to serve the needs of developmentally handicapped clients;
- e) To correlate the efforts of all parents, friends and organizations interested in promoting the betterment of the developmentally handicapped;
- f) To establish and operate residential, day and recreational programs for the developmentally handicapped of the Town of Georgina;
- g) To assist clients as far as possible toward gainful employment;
- h) To provide and operate non-profit residential accommodation and incidental facilities thereto exclusively for:
  - (i) persons of low income;
  - (ii) senior citizens primarily of low or modest income;
  - (iii) disabled persons primarily of low or modest income;or any combination of (i), (ii) and (iii).

- i) To encourage scientific research and study into the reason for developmental handicaps, and to seek the co-operation of authorities in all disciplines toward that end;

5) Interpretation:

In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

6) Disbandment:

The Board of Directors of the Corporation is empowered, subject to approval of the membership, to disband this Corporation. In the event of the disbandment of the Corporation, after payment of all debts and liabilities, its remaining assets shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario.

7) Membership:

- a) Charter Member: Any person interested in the policies, purposes and objectives of the Corporation may become a Charter member of the Corporation upon payment of an annual fee to the Corporation. The amount shall be fixed from time to time by resolution of the Board of Directors of the Corporation.
- b) Any member or other person who has contributed long or meritorious service to the Corporation or who has made an outstanding contribution to the cause of the handicapped in Canada, may, upon resolution of the Board of Directors, be appointed as a life member or honorary life member. Life members pay no fees, but may have duties and a vote, Honorary Life Members shall have no duties, pay no fees, and have no vote.
- c) All persons who have paid the required annual fee at, or prior to, the organizational meeting of the Corporation are known as Charter Members.
- d) Each member present at any annual or special general meeting of the Corporation in good standing to the said meeting shall be entitled to one vote on each question, or if a previous member in the past year, shall have renewed membership at the time of the meeting.
- e) Subject to the provisions, if any, contained in the Letters of Patent of the Association, each member shall at all meetings of Members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member but before voting must produce and deposit with the Secretary/Treasurer sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Association unless he has paid all dues or fees, if any, then payable by him.
- f) Each member shall be issued a membership card stating the period for which membership has been paid. Each new member will be issued a copy of the By-law.
- g) The dues are payable on January 1st of each year.
- h) Qualification for Membership: The Board may from time to time by resolution prescribe such forms of application for membership containing such terms and conditions as it shall deem appropriate in the circumstances.

Employees of the Corporation may be members but hold no voting rights.

- i) Non-Transferability of Membership: Membership in the Corporation is not transferable or assignable.
  - j) Resignation: Any member may withdraw or resign his membership in the Corporation at any time by giving notice to that effect to the Secretary/Treasurer of the Corporation.
  - k) Removal of Member: Any member of the Corporation may be removed as a Member by resolution of the Board.
  - l) Associate Member: Any group or individual indicating an interest in maintaining a link with the Association by receipt of its regular written materials may be given Associate Status by the Board of Directors. Groups or individuals deemed an Associate Member shall enjoy the rights and benefits as determined by the Board of Directors except that Associate members shall have no duties, pay no fees and have no vote.
- 8) Conflict of Interest:
- a) Definitions - In this By-law:
    - i) “Conflict of Interest” means a situation where a personal or business interest of a party are in conflict with the best interests of the Association and includes when a direct or indirect personal gain or benefit is given to or received by, or a direct or indirect advantage or privilege is given to or received by:
      - a Party
      - or a Family Member of such Party.
    - ii) “Prohibited Conflicts of Interest” means conflicts of interest that the Ministry of Housing has specified as prohibited under any conditions. The following are relationships, arrangements, contracts and agreements which are prohibited:
      - The Association cannot give any advantage or privilege to anyone when offering them housing accommodation
      - A member of the board of directors may not be employed by the Association
      - A family member of a member of the board of directors may not be employed by the Association
      - A member of the board of directors may not have a direct or indirect interest in any business that provides advice, goods or services to the Association
      - A family member of a member of the board of directors may not have a direct or indirect interest in any business that provides advice, goods or services to the Association
    - iii) “Party” is defined as a person, their immediate family or a business entity that has entered into a verbal or written relationship, contract or agreement with the Association. This definition includes but is not limited to the Association employees, members, consumers, Directors, officers, volunteers, care service providers and providers of goods and services generally.

- iv) “Family Member” is defined as a parent, spouse or partner, household member, child, sibling, uncle, aunt, niece, nephew, mother-in-law, father-in-law, sister-in-law, brother-in-law, grandparent and legal guardian.
- v) “Household Member” is defined as any person who lives in the same household with another person whether they are related or not. This may not include tenants in the household.
- vi) “Declaration” means a declaration form as prescribed by the Association in accordance with the Ministry of Housing regulations.
- vii) “Perceived Conflict” is defined as a situation where an informed person, having thought the situation through, would think it possible that a Party might be adversely influenced in the performance of her/his duties for the Association by her/his other interests.
- viii) “Threshold” means more than an amount which is lesser of: \$14,999.00; and \$2,000.00 plus \$20.00 for each residential unit in the Association project portfolio in excess of 100 units.

b) Avoiding Conflict of Interest:

- i) Duty to Monitor - The Association shall closely monitor its relationships, arrangements, contracts and agreements, and not engage in any that may result in a prohibited Conflict of Interest. The Directors, individually and collectively, shall ensure that policies and procedures are in place to enforce compliance with this requirement. The Directors will ensure that a policy and procedure is in place for the resolve of all other Conflicts of Interest.
- ii) Declaration - The Association shall obtain a Declaration before entering into a relationship, arrangement, contract or agreement with its Officers, staff and every other Party where the money to be paid in any fiscal year of the Association is over the Threshold.
- iii) Contracts - All relationships, arrangements, contracts or agreements of the Association, including those for employment, exceeding the Threshold, shall include a clause permitting the Association to terminate the relationship, arrangement, contract or agreement if a Conflict of Interest is present.
- iv) Directors to Provide Declaration - The Association shall obtain this Declaration from those Directors in office on the date of enactment of this By-law, and subsequently for each newly elected Director at the time of her/his election.
- v) Conflict Believed to be Present - Where a Director, staff member or tenant of the Association indicates she/he believes a Party has a Conflict of Interest, or a Perceived Conflict, the Association shall obtain a Declaration from that Party.

9) The Board of Directors:

- a) The affairs of the Association shall be managed by a Board of 12 Directors who shall be elected in accordance with the provisions of this By-law. All Directors at the time of their election or appointment shall have been members of the Association for a period of ten (10) days, preceding

such election or appointment, in good standing, and throughout their term of office shall be members of the Association.

- b) Each Director shall be so elected to hold office until the second annual meeting after he shall have been elected. Should the Director not complete his term he will remain a Director until his successor shall have been duly elected and qualified.
- c) Any Director may be removed before the expiration of his/her term of office by unanimous vote of the other Board members in good standing.
- d) Any Director who misses three consecutive Board meetings will be deemed to have resigned their position of Board Director.
- e) A Director who has lost their Board position as a result of clause e) can apply once to the Board for reinstatement.
- f) Previous employees are not eligible for election or appointment to the Board of Directors for a period of at least 2 years after dismissal, termination or resignation of employment from the Corporation.

10) Vacancies, Board of Directors:

- a) Vacancies on the Board of Directors, however caused, may, so long as a quorum of elected Directors remains in office, be filled by the Directors for the remainder of the unexpired term.
- b) If there is not a quorum of elected Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.
- c) The number of authorized Directors may be increased to the number of the authorized limit if a vacancy or vacancies occur.

11) Quorum and Meetings, Board of Directors:

Business may be transacted by a quorum of the Board, defined as fifty percent plus one. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President, Vice-President, or by the Secretary/Treasurer on direction in writing of two Directors. Notice of such meeting shall be delivered, telephoned or telegraphed to each Director not less than one day before the meeting is to take place or shall be mailed to each Director not less than two days before the meeting is to take place. The statutory declaration of the President or Secretary Treasurer that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting notice need not be sent. A Directors' meeting may also be held without notice immediately following the annual meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board.

12) Voting, Board of Directors:

Question arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the chairman shall cast the deciding vote. All votes at any such meeting shall be taken by ballot or

by recorded vote., if so demanded by any Director present, but if not demanded, the vote shall be taken in the usual way by assent or dissent. A declaration by the chairman that a resolution 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.

13) Powers:

- a) The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation its name, any kind of contract into which the Corporation may lawfully enter and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
- b) Indemnity: Every Director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, by the Corporation from and against:
  - i) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding which 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 office and;
  - ii) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.
- c) Limitation of Liability: No Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in and receipt of or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful act or through his own wilful neglect or default.

14) Remuneration of Directors:

The Directors shall receive no remuneration for acting as such; however, they may be reimbursed for any out-of-pocket expenses incurred while conducting business on behalf of the Corporation or attending meetings related to business of the Association.

15) Officers of Corporation:

The officers of the Corporation shall consist of a President, Vice-President, the immediate Past President as counsellor, a Secretary/Treasurer, and other such officers as the Board of Directors may determine by By-law from time to time. One person may not hold the office of President and that of Vice-President at the same time. The officers shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such Board of Directors, provided that in default of such



election the incumbents, being members of the Board, shall hold office until the successors are elected. Officers shall be appointed for terms of one year.

16) Duties of President:

The President, when present, presides at all meetings of the members of the Corporation and of the Board of Directors. The President shall exercise general supervision over all Corporation activities according to policies determined by the Board of Directors. Any two of the President, Vice President, Secretary/Treasurer or Executive Director shall sign all documents requiring the signatures of the officers of the Corporation, as directed by motion of the Board. The President shall be ex-officio a member of all committees. He shall from time to time, and as often as may be directed, submit reports to the Board of Directors and give such information touching the affairs of the Corporation as may be required and make such recommendations as he may think proper. It shall be a duty of the President to ensure that the Secretary/Treasurer shall be advised of all financial transactions and commitments.

17) Duties of Vice-President:

The Vice-President shall in the absence or disability of the President perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him by the Board. In the event that the office of President becomes vacant because of the President's death, resignation, total disability or removal, the Vice-President shall perform all duties of the President until the next annual election or until the new President is elected or appointed, whichever shall first occur.

18) Duties of Secretary/Treasurer:

The Secretary/Treasurer, or person performing the usual duties of a Secretary/Treasurer, shall ensure that minutes are taken of all Board meetings and that all relevant facts and records of all proceedings are kept. He shall also be responsible for the safekeeping of the seal of the Corporation, leases, and mortgage renewals belonging to the Corporation as per the bylaws which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in resolution, and he shall perform such other duties as may from time to time be determined by the Board of the Directors. The Secretary/ Treasurer shall ensure that full and accurate accounts of all receipts and disbursements are maintained, and shall ensure that all monies or other valuable effects in the name of and to the credit of the Corporation are deposited in such banks as may be directed by the Board of Directors. He shall disburse or oversee the disbursement of the funds of the Corporation under the direction of the Board of Directors at the regular meetings thereof or, whenever required of him, give an account of all his transactions as Secretary/Treasurer and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of the Directors.

19) Duties of Other Officers:

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

20) Committees:

The Board of Directors shall constitute whatever committees are deemed desirable and necessary in furthering the aims and objectives of the Corporation or in facilitating the Corporation's activities. The Board of Directors shall have the power to appoint or re-appoint Committee Chairpersons and/or members of the committees--the Committee Chairperson having power to add to their numbers with the approval of the Board.

Each committee shall draw up in writing its own policy statement under terms of reference as set by the Board--such policy to be endorsed by the Board. The Chairperson of each committee appointed shall submit plans of work to the Board of Directors for approval, and such other interim reports as may be required by the Board of Directors from time to time, paying due regard to the confidentiality of personnel and client-related matters.

No committee shall have authority to bind this Corporation for the payment of money or the performance of any contract or the carrying out of any obligation or duty, the authority to do so hereby being specifically reserved expressly unto the Board of Directors or the duly authorized and elected officers of the Corporation.

21) Nominations and Elections:

- a) A chairman on the Nominations and Election Committee shall be appointed by the Board, not less than 45 days prior to the Annual Meeting. The Committee shall consist of the Chairman and such additional members as may be deemed necessary and appointed with the approval of the Board. The Committee shall forward to each paid - up member a form asking for nominations to the Board of Directors and must be filed at the head office 24 hours prior to the election. Before nominations are submitted to the membership for election, consent of the nominee to stand for election, must be obtained.
- b) The Committee shall advise the members at the Annual Meeting of the appointment made to the Board, if any in that year, and shall provide ballots for each paid-up member at the Annual Meeting. These ballots shall contain the names of all members who have nominated for the Board of Directors who are willing to stand. At the time of election, members shall be given opportunity for final nominations.
- c) The Chairman of the Nominations and Election Committee shall conduct the election. The persons receiving the highest number of votes shall be declared elected. In the case of a tie involving the final position, there will be a second vote.

22) Membership and Annual Meeting:

- a) The Annual Meeting of the Corporation shall be held in the Fall of each year. In addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented, and Directors elected and auditors appointed for the ensuing year.
- b) In addition to the Annual Meeting, the Directors may arrange other general membership meetings during the year which may be attended by all interested persons. These meetings may be for the purpose of exchanging information on matters of interest to the Corporation or for the transaction of Corporation business. All members shall receive notice of general membership meetings unless they are held on a regular day.
- c) A special general meeting of the Corporation may be called by the President or Vice-President, or shall be called by the Secretary/Treasurer at the written request of five members of the Corporation.
- d) The rules contained in Robert's Rules of Order shall govern the deliberations at all meetings. A quorum for a vote at membership meetings shall be fifteen members in good standing.

- e) At any meeting of the membership general business may be discussed and urgent business transacted, but ordinary business and the payment of accounts shall be the function of the Board of Directors.
- f) At all meetings of members every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the By-law of the Corporation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and as entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but for a demanded poll not withdrawn the question shall be decided by a majority of votes, given by the members present in person, and such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall cast the deciding vote.
- g) The statutory declaration of the President, Vice-President or Secretary/Treasurer that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. For the purpose of sending notice to any member, Director or officer for any meeting or otherwise, the address of any member, Director or officer shall be his last address recorded on the books of the Corporation.
- h) A member must be 18 years of age in order to vote at any General Membership or annual Meeting of the Association.

23) Books and Records:

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

24) Financial Year:

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

25) Deeds, Transfers, Licences, Contracts and Engagements:

Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or the Vice-President or Executive Director and by the Secretary/Treasurer, and the Secretary/Treasurer shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Association by the President, Vice-President, Secretary/Treasurer, Executive Director or by any person authorized by the Board. Any two of the President, Vice-President, Secretary/Treasurer or Executive Director may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Association transfer of shares, bonds or other securities from time to time transferred to the Corporation and may affix the corporate seal to any such transfers to acceptances of transfers, and may make, execute and deliver under the Corporate seal any and all instruments in writing necessary or proper

for such purposes, including the appointment of any attorney, or attorneys to make or accept transfer of shares, bonds, or other securities on the books of any company or association.

Notwithstanding any provisions to the contrary contained in the By-laws of the Corporation the Board of Directors, may 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.

26) Banking and Borrowing:

- a) The Directors of the Association may from time to time borrow money upon the credit of the Association: issue, sell or pledge debt obligations of the Association including without limitation, bonds, debentures, notes or other similar obligations of the Association whether secured or unsecured: charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquires real or personal, movable, or immovable property of the Association, including book debts, rights, powers, franchises and undertaking, to secure any such debt obligations or any money borrowed or other debt or liability of the Association.
- b) Delegate to such one or more of the officers and Directors of the Association as may be designed by the Directors all or any of the powers conferred by the foregoing clauses of this By-law to such extend and in such manner as the Directors shall determine at the time of each such delegation.

27) Fund Raising:

The method of fund raising employed by the Corporation shall be the responsibility of the Board of Directors, and shall be effected in a manner that will reflect favourably upon the good standing of the Corporation.

28) Powers and Duties:

The Corporation may pass for the management of its affairs By-laws or amendments thereof at an annual meeting, or special meeting called for that purpose.

Notice of Motion or By-laws and amendments must be given to the members one month before the Annual Meeting at which the amendment (s) or By-laws will be voted upon.

Notice of Motion to amend must contain detailed wording of the proposed amendment.

29) Amendments and Construction:

Amendments to the By-laws or additions hereto may be made upon a two-thirds majority vote of the Annual General Meeting or a Special General Meeting called for purposes of amendment, provided that there are fifty (50) per cent of the members present either in person or by proxy. They shall come into immediate force and effect only when sanctioned at an Annual meeting of the members called for the purpose of considering the same.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary/Treasurer

