

**Canadian Mental Health Association
Simcoe County Branch**

B Y - L A W S

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Canadian Mental Health Association, Simcoe County Branch

BY - LAWS

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Canadian Mental Health Association, Simcoe County Branch

BY - LAWS

BE IT ENACTED and it is hereby enacted as a by-law of the Canadian Mental Health Association, Simcoe County Branch (hereinafter called the "Branch") as follows:

1. Interpretation:
In these by-laws and all other by-laws of the Branch hereafter passed unless the context otherwise requires:
 - a) the singular can also mean the plural;
 - b) the masculine shall also mean the feminine (or vice versa);
 - c) persons shall include firms and corporations;
 - d) the "Act" means the Corporations Act, as amended and any other statute enacted in substitution from time to time;
 - e) the "Branch" means the Canadian Mental Health Association, Simcoe County Branch;
 - f) the "Board" means the Board of Directors of the Canadian Mental Health Association, Simcoe County Branch;
 - g) "Member" means a member of the Board of Directors;
 - h) "Director" means a member of the Board of Directors.
 - i) The "Association" means the Canadian Mental Health Association.

HEAD OFFICE:

2. The head office of the Branch shall be in the County of Simcoe in the Province of Ontario and at such place therein as the directors may from time to time determine.

SEAL:

3. The seal impressed in the right (or left) margin of this document shall be the corporate seal of the Branch.

SYMBOL:

4. The Branch shall have as its symbol the symbol used and approved by the Canadian Mental Health Association (hereinafter called the "Association") from time to time.

PURPOSE:

5. The Branch's mission is to enhance and promote mental health and addiction recovery by advocating and providing programs and support services in partnership with individuals, families and communities in Simcoe County.

The Branch's goal is to work collaboratively with others in Simcoe County to provide a range of community-based support services in Simcoe County to individuals and their families who experience mental health and/or addiction challenges.

RESIGNATION OR TERMINATION OF BOARD MEMBERSHIP:

6. A member of the Board of Directors may at any time resign by notice in writing to the Branch Board. The Branch Board may at any time dismiss a Board member.

MEETINGS OF MEMBERS:

7. **Notice:**
Notice of meetings of members of the Board, annual or general, shall be given in accordance with clause 56, mailed or provided by electronic means with confirmation of receipt.
8. **Annual Meeting:**
Annual meetings of the members of the Board shall be held at such time and place as may be prescribed by the Board of Directors, but shall be held within 15 months of the previous annual meeting.
9. **Business at Annual Meeting:**
The Annual Meeting shall be held each year no more than fifteen (15) months after the last preceding Annual Meeting for the purpose of:
- a) considering and approving the minutes of the previous annual meeting; and any other special general meeting that may have been held since the last annual meeting;
 - b) receiving and considering audited financial statements for the preceding fiscal year;
 - c) receiving and considering any other reports and statements required by the Act;
 - d) electing directors;
 - e) appointing auditors for the next fiscal year
 - f) and for the transaction of other such business that may properly be brought before the meeting. (Amended June 13, 2011)

10. **Special Meeting:**
(Addressed under 25)
11. **Quorum of Members**
(Addressed under 21)
12. **Adjournments:**
No notice shall be given of any adjourned meeting. Notification of adjourned meetings may be made by any means including, but not limited to, electronically, mail, or verbally.
13. **Voting by Board Members:**
Subject to the provisions, if any, contained in the Letters Patent of the Branch, voting at Annual Meetings shall be restricted to Board members in good standing. (Amended November 16, 2015)

All Board Members are entitled to vote at all annual or special meetings.

Each member of the Board may vote by proxy. Such proxy must be a Board member and before voting must produce and deposit the proxy with the Secretary. This proxy must include the name of the Board Member who will be voting on their behalf.
14. At all meetings of voting Board Members every question shall be decided by a majority of votes unless otherwise required by the by-laws of the Branch or by law. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands every member shall have one vote and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and any entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the vote recorded in favour of or against such resolution. A demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the questions shall be decided by a majority of votes cast by the members present in person or by proxy. Such poll shall be taken in such a manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of the meeting upon the matter in question. In case of an equality of the votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a casting vote.

DIRECTORS:

15. **Number:**
The affairs of the Branch shall be managed by a Board of not more than 11 elected members and not less than 5 members including the Past President and excluding the Chief Executive

Officer. Each director at the time of election and throughout their term of office shall be a member of the Branch in good standing and a resident of the County of Simcoe. No person who is employed by the Branch is to be eligible for membership on the Board. (Amended June 11, 2007; June 13, 2011; October 21, 2013)

16. ***Nomination of Directors:***

All nominations must be submitted in writing to the attention of the Chairperson of the Governance Committee sixty days before the annual general meeting in each year. In the event that nominations are not received by this date, the Governance Committee shall be empowered to choose the full slate of candidates to be considered by the members. (Amended June 16, 2014)

The Governance Committee shall mail a list of all qualified candidates to the Board Members thirty days before the annual general meeting. (Amended June 16, 2014)

No nominations for Directors shall be permitted from the floor at the annual general meeting. (Amended May 22, 1997, and June 13, 2011)

17. ***Duties of Directors - General:***

The Directors shall accept as their responsibilities the duties to plan, direct and monitor the implementation of policy, channel community input, and provide accountability so that the stated purposes, goals and objectives of the organization can be attained. The Branch Directors have full legal responsibility and liability.

18. ***Election & Term of Office:***

Directors shall be elected, or appointed, as the case may be, to a maximum three year term, at the Annual General Meeting. Election of directors shall be conducted by a show of hands. The candidates with the largest number of votes shall fill director vacancies where the number of candidates exceeds the number of vacancies to be filled. The procedure for election to the Board as well as the documentation of terms remaining for all directors will be maintained by the Secretary of the Board of Directors. (Amended June 16, 2011)

An elected director may renew their term but may not be eligible to serve more than three consecutive terms. A director who has served three consecutive terms shall not be eligible to serve again as a director before the passing of three years. A director who chooses to renew their term must submit their intention in writing to the President ninety days before the annual general meeting.

19. ***Removal of Directors:***

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

- i) if they cease to be a member of the Board;

- ii) if they deliver a written resignation to the President of the Board;
- iii) upon the affirmative vote of not less than 2/3 of the members of the Board of Directors;
- iv) Directors absent without apologies from two successive meetings of the Board shall be notified in writing that unless they are present at the next meeting of the Board or gives a written explanation for their absence that is satisfactory to the Board, they shall be deemed to have resigned from the Board as of the date of next meeting;
- v) if they cease to be a resident of the County of Simcoe.

20. ***Vacancies:***

Vacancies on the Board, however caused, may, as long as a quorum of Directors remain in office, be filled by appointment of the Board of Directors. A director so elected, shall remain in office for the duration of the term or until the next meeting at which directors are to be re-elected. Otherwise such vacancies shall be filled at the next annual meeting of the members. (Amended June 13, 2011)

MEETINGS OF THE BOARD:

21. ***Quorum:***

A majority of the Board shall form a quorum for the transaction of business. (Amended June 13, 2011)

22. ***Meetings:***

The Board may hold its meetings at such place or places as it may from time to time determine. The Board shall hold a minimum of eight meetings during the twelve month period following its election. Except in the case of emergency meetings, notice of which shall be delivered, telephoned or emailed to each Director, not less than two days before such meeting is to take place, written notices of meetings of the Board shall be sent to each Director not less than ten days before holding of such meeting. No notice of the meeting of the Board shall be necessary if all Directors are present or if those absent have signified their consent to the meeting being held in their absence. Director's meetings may be called by the President, the Vice Presidents or the Executive Committee or by the Secretary on the direction of the President, Vice Presidents or the Executive Committee. The statement of the Secretary or the President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board shall appoint a day or days in any month or months for regular meetings in a given year at any hour to be named prior to the annual meeting, and no notice of such regular meetings need be sent. (Amended June 13, 2011)

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

or general at any meeting of the Board.

23. **Observers:**

Anyone who is not a Director of the Board may only attend Board meetings with the prior approval of the Board. They may not participate in discussion except by motion of the Board.

24. **Special Meetings:**

Special meetings of the Board may be called by the President, the Executive Committee or by not less than three members of the Board for the purpose of transacting special business. Written notice of such special meeting specifying the business to be considered shall be mailed to all persons entitled to notices of a meeting of the Board at least two weeks before the holding of such meeting. Only such business as is stated in the notice of a special meeting may be transacted at such meeting.

25. **Errors in Notices:**

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

26. **Voting:**

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

27. **Powers:**

The Branch Board shall have the general responsibility for the conduct of the affairs of the Branch and shall administer any property of the Branch. The Board may make or cause to be made for the Branch, in its name, any kind of contract which the Branch may lawfully enter into, and generally may exercise all such other powers and do all such acts and things as the Branch is by its charter or otherwise authorized to exercise and do.

28. i) **Remuneration:**

The Directors and those Directors who also serve as officers shall serve as Directors and officers without remuneration and no Director shall directly or indirectly receive any profit from his position as Director or provided that a Director or officer may be paid reasonable expenses incurred by them in the performance of their duties.

ii) **Indemnity:**

Every Director of the Corporation and the Directors' heirs, executors and administrators, from time to time and at all times be indemnified and saved harmless out of the funds

of the Corporation from and against: all costs, charges and expenses whatsoever that the Director sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, for or in respect of any act, deed, matter or thing whatsoever, in or about the execution of the duties of the Director's office; and all other costs, charges and expenses that the Director 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 own wilful neglect or default.

iii) ***Conflict of Interest:***

Where a director, either on their behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a director, they:

- a) shall disclose their interest fully at a meeting of the directors in the manner prescribed by the Act;
- b) shall disclose their interest and the general nature thereof prior to any consideration of the matter in the meeting;
- c) shall not take part in the discussion of or vote on any question in respect of the matter; and
- d) shall not in any way whether before, after or during the meeting try to influence the voting on any such question.

The pecuniary or personal interest, direct or indirect, of an immediate family member shall, if known to the director, be deemed to be also the pecuniary or personal interest of the director.

Every declaration of conflict of interest and the general nature thereof shall be recorded in the minutes of the meeting.

iv) ***Recruitment of Chief Executive Officer:***

The recruitment of the Chief Executive Officer shall be determined by a recruitment committee which shall be composed of the President, at least two other members of the CMHA Board of Directors, and at least one external stakeholder. The stakeholders chosen shall be at the discretion of the full Board.

29. ***General:***

There shall be an Executive Committee composed of the President, the Vice Presidents, the Treasurer, the Past President, and the Secretary. The President shall be the Chairman of the Executive Committee unless the Committee appoints a Vice President as such. In the absence of the President or Vice President as the Committee has designated as Chairperson, any member of the Committee may act as Chairperson with the consent of the other members present. The Chairperson at any meeting of the Executive Committee shall have a casting vote in case of a tie.

30. ***Functions of Executive Committee:***

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations from time to time made by the Directors) all the powers of the Directors and the management and direction of the affairs of the Branch (save and except only such acts as must, by law be performed by the Directors themselves) in such manner as the Executive Committee shall deem best for the interests of the Branch, in all cases in which specific directions shall not have been given by the Board.

31. All actions by the Executive Committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to revision or alteration by the Board, provided that no acts or rights of third parties shall be affected or invalidated by any such revision or alteration.

32. ***Quorum of Executive Committee:***

Three members of the Executive Committee shall constitute a quorum for the transaction of business. In the event of there being no quorum present at any meeting of the Executive Committee, any Director or Directors who is or are requested by the Chairperson of the meeting to attend such meeting shall have the right to attend and shall thereupon be a member or members of the Executive Committee for such meeting.

33. ***Meetings of Executive Committee:***

Meetings of the Executive Committee may be held at such time and place as shall be determined by the Executive Committee or the Board. The President, the Chairperson of the Executive Committee, if other than the President, or the Secretary on the direction of the President or Chairperson of the Executive Committee may call a meeting of the Executive Committee.

STANDING COMMITTEES:

34. In addition to the Executive Committee, there shall be such other Standing Committees as may be struck by the Board from time to time. The Chairperson of each Committee shall be appointed by the Directors from amongst their number for a term of three years unless otherwise stipulated by the Board. The Chairperson of each Committee shall choose at least two members of such Committee as soon as reasonably possible thereafter.

No Director will assume Chairperson position of more than one Standing Committee; however, they may be a member of any other Standing Committee.

AD HOC COMMITTEES:

35. In addition to the Standing Committees, there shall also be such ad hoc committees of the Branch as the Board may from time to time create. The ad hoc committees of the Branch shall be subject to annual review by the Board.

The Chairperson of any such committee shall be a director appointed by the Board from amongst its number. Subject to the foregoing, unless other members of such committee are specified by the Board, the Chairperson of each committee shall choose the members of such Committee as soon as may be reasonably possible. The ad hoc committees of the Branch shall at all times be responsible to the Board and, at the time of the creation of any such committee, the Board of Directors shall specify at the least the following: its function or purpose; its limitations, such as whether its decisions are subject to approval of the Board of Directors; its composition; and when and how often it shall meet. (Amended June 13, 2011)

36. **General:**
The President of the Branch shall be a member ex-officio of each of the Standing Committees. A majority of the members of a Committee shall constitute a quorum.

OFFICERS:

37. **General:**
The officers of the Branch shall be a President, up to two Vice Presidents, a Secretary/Chief Executive Officer, a Treasurer, Past President, and such other officers as the Board may from time to time determine.

38. **Election and Appointment:**
Officers shall be elected by the Board from amongst their number at the first meeting of the Board after the annual meeting, provided that in default of such Board election the then incumbents, being members of the Board, shall hold office until their successors are elected. (Amended May 28, 1998)

The President, Vice President and Treasurer shall be elected for a term of three years and shall not be eligible for re-election for one three-year term unless there are extenuating circumstances and subject to Board approval. If one of those officers leaves the position prior to the end of the three-year term, a Director may be appointed for the balance of the term. That Director may finish the term and serve a further full term. (Amended June 11, 2007)

The outgoing President shall automatically assume the position of Past President for a three year term or until a successor is named. If the position of Past President becomes vacant, the duties of the position may be assigned to a general Board member for the length of term remaining for the existing President. (Amended May 24, 2001 and June 13, 2011)

39. ***Duties of the President and Vice Presidents:***

The President shall preside at all meetings of the Directors and shall also be charged with general responsibility for the affairs of the Branch. During the absence or inability of the President, the president's duties and powers may be exercised by the Vice Presidents or such other Director as the Board of Directors may from time to time appoint for that purpose and if the Vice Presidents or such other Director exercises any such duty or power the absence or inability of the President shall be presumed with reference thereto.

40. ***Duties of Secretary:***

The Secretary shall be ex-officio clerk of the Board. The secretary shall attend all meetings of the Board and record all facts and minutes of proceedings in the books kept for that purpose. They shall give all required notices to Directors, Members of Standing Committees or other Committees appointed by the Board. They shall be the custodian of the seal of the Branch, and of all books, papers, records, correspondence, contracts and other documents and shall perform such other duties as may from time to time be determined by the Board. (Amended January 02, 2016)

41. ***Duties of Treasurer:***

The Treasurer shall be responsible for overseeing the general financial operations of the Branch. The treasurer shall be responsible for assuring that full and accurate accounts of all financial transactions of the Branch are kept in proper books of account and that all funds are deposited in the name and to the credit of the Branch. The treasurer shall satisfy himself that all funds of the Branch are properly disbursed, that proper vouchers are prepared therefore and shall render to the Board of Directors at regular meetings thereof or whenever required of him an account of all financial transactions and of the financial position of the Branch. The treasurer shall also perform such other duties as may be determined from time to time by the Board of Directors.

42. ***Duties of Chief Executive Officer:***

The Chief Executive Officer shall be appointed by and shall be under the control of the Board and shall, subject to the control of the Board, have the management of the business and affairs of the Branch and shall see that policies and resolutions of the Board are carried into effect. The Chief Executive Officer shall be entitled to attend all meetings of the Board, Annual General Meetings and any other meetings of the members but shall not be entitled to vote at meetings of the members. Unless otherwise determined by the Board, the Chief Executive Officer shall serve as Secretary to the Board. (Amended June 13, 2011)

43. ***Duties of Past President:***

The Past President may be a member of the Governance Committee, assuring himself that the nominations process takes place according to agency by-laws. (Amended June 16, 2014)

RELATIONSHIP OF BRANCH TO THE CANADIAN MENTAL HEALTH ASSOCIATION AND TO THE CANADIAN MENTAL HEALTH ASSOCIATION, ONTARIO DIVISION:

44. The Branch recognizes that it is an integral part of the Canadian Mental Health Association (hereinafter in this section called "CMHA") and the Canadian Mental Health Association, Ontario Division (hereinafter in this section called "CMHA, Ontario Division"). It is the intent of the Branch to administer its affairs in accordance with the policies and directions formulated and given from time to time by the CMHA and by CMHA, Ontario Division, and to ensure that its own policies and programmes are compatible with and in furtherance of the policies and programs of the CMHA and of the CMHA, Ontario Division.
45. In the event of the cancellation of the Branch's charter by the Division or of the voluntary dissolution of the Branch, all funds, records and books of account held by the Branch shall be delivered to the Division for a final audit. Any unexpended funds of the Branch shall be forwarded to the Division Treasurer and all other property dealt with in accordance with the provisions of the Letters Patent and the Branch agreement.

EXECUTION OF DOCUMENTS

46. Deeds, transfers, licenses, contracts and engagements requiring the signature of the Branch (except as provided in paragraph 45 hereof) shall be signed by either the President or the Vice President and by the Secretary, or the Chief Executive Officer, or such other persons as may from time to time be designated by the Board, and the Secretary may affix the seal of the Branch to such instruments as require the same.
47. Contracts in the ordinary course of operations of the Branch may be entered into on behalf of the Branch by any one of the President, the Vice President, the Treasurer, the Secretary and Chief Executive Officer, or by any person or persons authorized by the Board.
48. The President, the Vice President, the Secretary or the Treasurer of the Branch or any one of them or any person or persons from time to time designated by the Board, may transfer any and all shares, bonds or other securities from time to time standing in the name of the Branch in its individual or any other capacity, or as trustees or otherwise, and may accept in the name and on behalf of the Branch transfers of shares, bonds or other securities from time to time transferred to the Branch, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary of proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

49. ***Books and Records:***

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

AUDITORS:

50. One or more auditors shall be appointed at each annual meeting of the members of the Branch. The auditors of the Branch when appointed shall hold office until the next annual meeting after being appointed or until their successors are appointed unless previously removed by resolution of the members in general meeting or by the Board. If the remuneration of the auditor is not fixed by the members at the annual meeting, then the remuneration the auditor shall be fixed by the Board of Directors.

51. The auditors shall be supplied with a copy of the balance sheet of the Branch and it shall be their duty to examine the same with the accounts and vouchers relating to them thereto. The auditors shall have a list delivered to them of all books kept by the Branch, and shall have access to the books and the accounts of the Branch at all reasonable times.

52. The auditors shall make an annual report to the members upon the balance sheet and every such report shall state whether in their opinion the balance sheet is a full and fair balance sheet properly drawn up so as to exhibit a true and correct view of the state of the Branch's affairs.

53. ***Financial Year:***

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

54. ***Cheques, etc.:***

All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Branch, shall be signed by such officer or officers, employee or employees, agent or agents of the Branch and in such a manner as shall from time to time be determined by resolution of the Board and any two of such officers, employees or agents may alone endorse notes and drafts for collection on account of the Branch through its depositories, and endorse notes and cheques for deposit with the Branch, or the same may be endorsed "for collection" or "for deposit" with the depositories of the Branch by using the Branch's rubber stamp for the purpose. Any two of such officers, employees or agents so appointed may arrange, settle balance and certify all books and accounts between the Branch and the Branch's depositories, forms of settlement of balances and release or verification slips.

55. ***Deposit of Securities for Safekeeping:***

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

56. ***Giving of Notice:***

Whenever under the provisions of the by-laws of the Branch notice is required to be given, such notice may be given either personally, by electronic transmission with confirmation of receipt or by depositing the same in a post office or a public letter box, in a prepaid, sealed wrapper addressed to a Director, officer or member at his or their address as the same appears on the books of the Branch. A notice or other document shall be deemed to have been sent either at the time when the same was deposited in a post office or public letter box or when electronically transmitted. For the purpose of sending any notice, the address of any member, Director or officer shall be his last address as recorded on the books of the Branch. (Amended November 1, 2015)

57. ***Borrowing:***

The Board may from time to time:

- i) borrow money upon the credit of the Branch;
- ii) limit or increase the amount to be borrowed;
- iii) issue debentures or other securities of the Branch;
- iv) pledge or sell such debentures or other securities for such sums at such prices as may be deemed expedient;
- v) mortgage, hypothecate, charge or pledge all of or any of the real personal property, present and future, undertaking and rights of the Branch to secure any such debenture or other securities or any money borrowed or any other liability of the Branch.

The borrowing power of the Branch pursuant any by-law passed and confirmed in accordance with Section 59 of the Corporations Act shall be limited to borrowing money for current operation expenses, provided that the borrowing power of the corporation shall not be so limited if it borrows on the security of real or personal property.

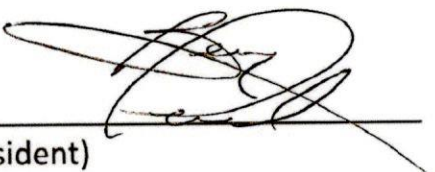
58. The by-laws, policies and regulations of, and the Branch Agreement with, the Division shall govern in all matters not covered in the by-law, or in the Letters Patent or Supplementary Letters Patent of the Branch, or in the Corporations Act (Ontario) or other applicable statutes.

59. **Amendment:**

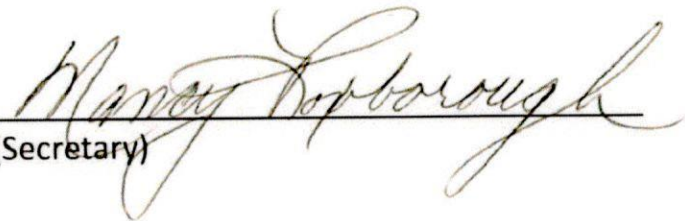
The Branch Board may add to, amend, or repeal this by-law but no such addition, amendment or repeal shall have any force or effect or be acted upon until the same have been confirmed and sanctioned by at least two-thirds of the votes cast at a Board meeting.

THE BY-LAWS WERE REVIEWED and DATED THIS 13th day of MAY 2019.

WITNESS the seal of the Branch.


(President)

C/S


(Secretary)