

**Canadian Mental Health Association
Simcoe County Branch
By-Law 2024-1**

CANADIAN MENTAL HEALTH ASSOCIATION – Simcoe County Branch

BY-LAW NO. 2024-1

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CANADIAN MENTAL HEALTH ASSOCIATION – SIMCOE COUNTY BRANCH

BY-LAW NO. 2024-1

1. INTERPRETATION

1.01 Definitions

In this By-Law and all other By-Laws and resolutions of the Corporation, unless otherwise defined:

- (a) “Act” means the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c.15 and its regulation, as may be amended from time to time;
- (b) “Annual Business” shall include: approval of minutes of the previous Annual Meeting, report of the Chair, Chief Executive Officer, Treasurer and Auditor, consideration of the financial statements; consideration of the audit; election of Directors; appointment or reappointment of the incumbent Auditor; and awards and recognitions of volunteers, staff and Board members;
- (c) “Annual Meeting” means an annual meeting of Members, as provided in section 3.01;
- (d) “Articles” means any document or instrument that incorporates the Corporation or modifies its incorporating document or instrument, including articles of incorporation, 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, supplementary letters patent;
- (e) “Associates” includes the parents, grandparents, children, grandchildren, siblings, spouse, common law partner or members of the household of an individual as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual;
- (f) “Auditor” means the Auditor of the Corporation appointed pursuant to Article 17;
- (g) “Board” means the Directors of the Corporation from time to time;
- (h) “Board Policies” means any policy passed by the Board in accordance with Article 6;
- (i) “Conflict of Interest” means any situation in which another interest or relationship impairs the ability of a Director or Officer to carry out the duties and responsibilities of a Director or Officer in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Directors or Officers of the Corporation, namely:
 - (i) *Pecuniary or financial interest* - a Director or Officer is said to have a pecuniary or financial interest in a decision when the Director or Officer (or a Director or Officer’s Associate) stands to gain by that decision, either

in the form of money, gifts, favours, gratuities, or other special considerations;

- (ii) *Undue influence* - interests that impede a Director or Officer in the Director or Officer's duty to promote the best interest of the Corporation, participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or client from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director's or Officer's entrusted responsibility to the Corporation; or
- (iii) *Adverse interest* - a Director or Officer is said to have an adverse interest to the Corporation when that Director or Officer is a party to a claim, application or proceeding against the Corporation.
- (j) "Corporation" means Canadian Mental Health Association Haliburton, Simcoe County Branch;
- (k) "Director" means a Director elected pursuant to Article 4;
- (l) "Ineligible Individual" has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;ⁱ
- (m) "Member" means a person who has become a Member in accordance with section 2;
- (n) "Officer" means an officer elected or appointed pursuant to Article 7;
- (o) "Ordinary Resolution" means a resolution submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a Written Resolution of the Members in accordance with the Act;
- (p) "Special Business" includes all business transacted at a Special Meeting of the Corporation and all business transacted at an Annual Meeting, other than Annual Business;
- (q) "Special Meeting" means a meeting of Members that is not an Annual Meeting;
- (r) "Special Resolution" means a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney; and
- (s) "Written Resolution" means a resolution in writing signed by all the Directors or Members entitled to vote on that resolution at a meeting of the Board or the Members, as the case may be, and which is valid as if it had been passed at a meeting of the Board or Members.

1.02 Interpretation

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act; words importing the singular shall include the plural and vice versa; and headings are used for convenience of reference and do not affect the interpretation of the by-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

1.03 Logo

The Corporation shall have as its logo the logo used and approved by the Canadian Mental Health Association from time to time.

2. **MEMBERSHIP**

2.01 Composition

The Members shall consist of those individuals who are the Directors of the Corporation from time to time, each of whom 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.

2.02 Members' Rights

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

2.03 Transfer of Membership

Membership in the Corporation is not transferable.

2.04 Termination of Membership

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

- (a) if the person ceases to be a Director of the Corporation;
- (b) the resignation in writing of the Member of the Corporation;
- (c) the death of a Member;
- (d) the removal of a Member from the Corporation in accordance with section 2.05;
or
- (e) the liquidation or dissolution of the Corporation under the Act.

2.05 Revocation of Membership

The Members may remove a Member by Ordinary Resolution of Members entitled to vote at a Special Meeting duly called for that purpose. Any Member being considered for removal shall be given at least fifteen (15) days notice of the removal with reasons and the Member shall be given an opportunity to be heard by the Members not less than five (5) days before the removal

becomes effective. The Members will consider such submissions and arrive at a final decision and shall notify the Member.

3. **MEETINGS OF THE MEMBERS**

3.01 Annual Meeting

- (a) An Annual Meeting shall be held at any place within Ontario as the Board may determine, for the purpose of conducting the Annual Business and any Special Business.
- (b) The Annual Meeting shall be held not later than fifteen (15) months following the preceding Annual Meeting.
- (c) The business to be conducted at the Annual Meeting shall include:
 - (i) Consideration of the financial statements
 - (ii) Consideration of the audit report;
 - (iii) Election of Directors;
 - (iv) Reappointment of the incumbent auditor; and
 - (v) Such other business properly brought before the meeting.

3.02 Special Meeting

The Board may at any time call a Special Meeting for the transaction of any business specified in the notice calling the meeting. A Special Meeting may be held separately from or together with an Annual Meeting. Not less than ten percent of the Members entitled to vote at a meeting of the Members may requisition the Directors to call the meeting for the purposes stated in the requisition.

3.03 Notice of Meetings

Subject to section 18, notice of the time, place and date of any Annual Meeting or Special Meeting and sufficient information for a Member to make a reasoned judgment on any Special Business to be considered, including information on any Special Resolution to be submitted to the meeting, shall be given to each Member entitled to vote at the meeting, to each Director and to the Auditor of the Corporation not less than ten (10) days and not more than fifty (50) days before the day on which the meeting is to be held by:

- (a) prepaid mail, courier or personal delivery; or
- (b) telephone, fax, e-mail or other electronic means.

3.04 Those Entitled to be Present

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

- (a) the Members entitled to vote;
- (b) the Directors;

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

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

3.05 Quorum

A quorum for the transaction of business at meetings of the Members shall be a majority of the Members of the Corporation entitled to vote.

3.06 Chair

The chair of a meeting of the Members shall be:

- (a) the Chair of the Board;
- (b) the Vice Chair of the Board if the Chair is absent; or
- (c) a Member elected by the Members present if the Chair and Vice Chair are absent.

3.07 Voting by Members

- (a) Each Member shall have one (1) vote on each question raised at any meeting of the Members, and all questions shall be determined by Ordinary Resolution, unless otherwise specified. In the case of an equality of votes, the vote shall be deemed to have been lost.
- (b) At all meetings of Members, every question shall be decided by a show of hands except as otherwise provided in this By-Law or the Act or unless a ballot is demanded by any Member either before or after any vote by show of hands. 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.

3.08 Ballot

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

3.09 Adjournments

Any meeting of Members may be adjourned to any time by the chair of the meeting. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. Notice of an adjourned meeting shall be provided in accordance with section 3.03.

3.10 Meetings by Telephonic or Electronic Means

- (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 a person may attend a meeting of the Members 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) Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality adjourn the meeting to a predetermined date, time and place.

3.11 Written Resolutions

A Written Resolution signed by all the Members entitled to vote on that resolution at a meeting of Members, including an Annual Meeting, is valid as if it had been passed at a meeting of Members, provided that the following matters may not be dealt with by Written Resolution:

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

4. **BOARD OF DIRECTORS**

4.01 Board

The Board shall be comprised of a minimum of five (5) and a maximum of eleven (11) Directors, who shall be elected by the Members and hold office pursuant to Section 4.04. The Members shall by Special Resolution fix the number of Directors of the Corporation from time to time.

4.02 Qualifications

Each Director shall:

- (a) be an individual who is at least eighteen (18) 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 declared incapable by any court in Canada or elsewhere;
- (e) not be an Ineligible Individual;
- (f) not be an employee of the Corporation;
- (g) not be a parent, grandparent, child, grandchild, sibling, spouse, common law partner or member of the household of any employee of the Corporation; and
- (h) at the date of election be a resident of or work in Simcoe County.

4.03 Duty to Disclose

Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that the Director has become an Ineligible Individual. Upon such disclosure being made, the Director or Officer will be deemed to be no longer qualified pursuant to section 4.01 and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed in section 4.08.

4.04 Election and Term

- (a) Directors shall be elected at the Annual Meeting by the Members entitled to vote.
- (b) Directors shall be elected for a term of three (3) years, expiring on the earlier of the date on which the Director's office is vacated, or the end of the Annual Meeting at which their successor is elected.
- (c) Each Director shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than nine (9) consecutive years, provided that a Director may, by resolution of the Board, have the Director's maximum term as a Director extended for a term not to exceed one (1) year.

4.05 Director Consent to Act

Each Director shall consent in writing to hold office as a Director within ten (10) days after the Director's election or appointment, provided that where a Director consents in writing more than ten (10) days after election or appointment, it shall not invalidate the Director's election or appointment as a Director.

4.06 Vacation of Office

- (a) The office of a Director shall be automatically vacated if:
 - (i) a Director shall resign such office by delivering a written resignation to the Secretary of the Corporation;
 - (ii) the Director fails to meet any of the requirements set out in section 4.02(a) to 4.02(f);

- (iii) at a Special Meeting of the Members, a resolution is passed by a majority of the votes cast by the Members, removing a Director before the expiration of the Director's term of office; or
- (iv) the Director dies.

4.07 Removal of Directors

- (a) The Members may by Ordinary Resolution remove a Director from office at a Special Meeting called for that purpose before expiration of the Director's term of office and may elect a person to replace the removed Director for the remainder of the term of office.
- (b) A Director is entitled to give the Corporation a statement opposing the Director's removal if a Special Meeting is called for that purpose.
- (c) Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 4.08.

4.08 Vacancies

Except as provided in the Act, so long as there is a quorum of Directors in office, any vacancy occurring in the Board of Directors may be filled by a qualified person appointed for the remainder of the term by the Directors then in office. 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, 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. A Director who is elected or appointed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.

4.09 Remuneration of Directors

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

5. **MEETING OF DIRECTORS**

5.01 Regular Meetings

The Board may appoint six (6) or more days for regular meetings of the Board at a place and time named.

5.02 Meeting following Annual Meeting

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

5.03 Calling Meetings

In addition to 5.01 and 5.02, meetings of the Board may be called by the Chair, Vice Chair or Executive Committee or the Secretary upon direction from the Chair, Vice Chair or Executive Committee, and such meeting shall be held at the time and place specified in the notice.

5.04 Notice of Meetings

Subject to the provisions of sections 5.01, 5.02, 5.05 and 18, notice of the time, place and date of any meeting of the Directors and the nature of the business to be conducted shall be given to each Director by courier, personal delivery, telephone, fax, e-mail or other electronic means, when possible at least ten (10) days before the meeting is to take place.

5.05 Meetings by Telephonic or Electronic Means

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

5.06 Quorum

A quorum for the transaction of business at meetings of the Board shall be a majority of the Directors.

5.07 Voting

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

5.08 Written Resolutions

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

5.09 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted

upon the resumption of the adjourned meeting. Notice of an adjourned meeting shall be given to each Director in accordance with section 5.04.

5.10 Persons Entitled to be Present

The Chief Executive Officer shall have a right of attendance at all meetings of the Board and may attend and speak at the meeting but shall not be entitled to a vote. Guests may attend meetings of the Board on the invitation of the Chair or upon prior approval of the Board.

6. **RESPONSIBILITIES OF THE BOARD AND DIRECTORS**

6.01 Responsibilities of the Board

The Board shall govern and oversee the management of the affairs of the Corporation in accordance with the Act, the By-Laws, and the policies of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by the Act, its Articles or otherwise, authorized to exercise and do.

6.02 Standard of Care

Every Director shall:

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

6.03 Board Policies

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

7. **OFFICERS**

7.01 Officers

- (a) The Directors shall elect the following Officers at the first meeting of the Board following an Annual Meeting.
 - (i) a Chair;
 - (ii) up to two Vice-Chairs;
 - (iii) a Secretary;
 - (iv) a Treasurer; and
 - (v) such other Officers as the Board may from time to time determine.

The office of the Secretary shall be held by the Chief Executive Officer.

7.02 Term of Office of Officers

Officers shall be elected by the Board at the first meeting after the Annual Meeting. The Chair, Vice-Chair and Treasurer shall hold office for a two (2) year term.

7.03 Chair of the Board

The Chair of the Board shall when present, preside at and act as chair of all meetings of the Board and Members and have the other powers and duties as may from time to time be prescribed by the Board.

7.04 Vice-Chair(s) of the Board

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

7.05 Secretary

The Secretary shall:

- (a) act as secretary of each meeting of the Corporation and the Board;
- (b) attend all meetings of the Corporation and the Board to record all facts and minutes of those proceedings in the books kept for that purpose;
- (c) give all notices required to be given to the Members and to the Directors;
- (d) be the custodian of all books, papers, records, correspondence and documents belonging to the Corporation and ensure the same are maintained as required by the Act;
- (e) be the custodian of the seal of the Corporation; and
- (f) perform the other duties prescribed by the Board.

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

7.06 Treasurer

The Treasurer shall:

- (a) oversee the general financial operations of the Corporation;
- (b) be responsible for assuring that full and accurate accounts of all financial transactions of the Corporation are kept in proper books of account and that all funds are deposited in the name and to the credit of the Corporation;
- (c) satisfy themselves that all funds of the Corporation are properly disbursed and that proper vouchers are prepared therefore;
- (d) render to the Board of Directors an account of all financial transactions and of the financial positions of the Corporation; and
- (e) perform the other duties prescribed by the Board.

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

7.07 Removal from Office

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

7.08 Remuneration of Officers

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

8. **CHIEF EXECUTIVE OFFICER**

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

9. **COMMITTEES**

9.01 Committees

The Board may, from time to time, establish:

- (a) standing committees, being those committees whose duties are normally continuous; and
- (b) special committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

9.02 Board Committee Terms of Reference

The Board shall provide for the composition, functions, duties, responsibilities, powers and procedures of the Board committees in the Board resolution by which a Board committee is established or in Board-approved terms of reference or general committee policy.

9.03 Board Committee Members and Procedures

- (a) Unless otherwise provided by by-law or by Board resolution:
 - (i) the Board shall appoint the members of each Board committee;
 - (ii) the Board shall appoint the chair of the committee;
 - (iii) each chair of a Board committee shall be a Director;
 - (iv) no Director shall chair more than one standing committee;

- (v) the Chair of the Board shall be an ex-officio member of each standing committee;
- (vi) the Board committees may include members who are not Directors (other than a committee that has been delegated any powers of the Board) provided that the majority of committee members are Directors; and
- (vii) except as otherwise provided in this By-Law, a majority of the members of a committee shall constitute quorum.

9.04 Executive Committee

- (a) There shall be an Executive Committee composed of the Chair, the Vice-Chair, Secretary, Treasurer and Risk Officer. The Chair shall be the chair of the Executive Committee. In the absence of the Chair, the Vice-Chair may act as the chair.
- (b) During the intervals between the meetings of the Board and where a quorum of the Board cannot be convened, the Executive Committee shall possess and may exercise (subject to section 9.05 and any regulations made by the Board) the powers of the Board regarding the management and direction of the affairs of the Corporation. Where specific directions have not been given by the Board, the Executive Committee shall act in the best interests of the Corporation.
- (c) All actions by the Executive Committee shall be reported at the next Board meeting following 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.
- (d) 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 chair of the meeting to attend such meeting shall have the right to attend and shall thereupon be a member of the Executive Committee for such meeting.
- (e) The Chair, the chair of the Executive Committee (if other than the Chair) or the Secretary on the direction of the Chair or chair may call a meeting of the Executive Committee.

9.05 Limits on 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;
- (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.

10. **RELATIONSHIP TO THE CANADIAN MENTAL HEALTH ASSOCIATION AND CANADIAN MENTAL HEALTH ASSOCIATION, ONTARIO DIVISION**

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

11. **CONFLICT OF INTEREST**

11.01 Conflict of Interest

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

12. **PROTECTION AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHERS**

12.01 Indemnity

- (a) The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation, or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation shall not indemnify an individual under section 12.01(a) unless:
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and

- (ii) 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.

12.02 Insurance

The Corporation may purchase and maintain insurance for the benefit of the Corporation and individuals identified under section 12.01(a), subject to compliance with the Charities and Accounting Act. It shall be the obligation of any individual entitled to indemnification under section 12.01(a) seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

12.03 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 12.01, or purchasing insurance provided in section 12.02, the Board shall, in accordance with the Charities Accounting Act, consider the following:

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

13. **EXECUTION OF DOCUMENTS**

13.01 Execution of Documents

- (a) Deeds, transfers, licenses, contracts and engagements requiring the signature of the Corporation, except as provided in (b) below, shall be signed by either the Chair or the Vice Chair 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 Corporation to such instruments as require the same.
- (b) Contracts in the ordinary course of operations of the Corporation may be entered into on behalf of the Corporation by any one of the Chair, the Vice Chair, the Treasurer, the Secretary and Chief Executive Officer, or by any person or persons authorized by the Board.
- (c) The Chair, the Vice Chair, the Secretary or the Treasurer of the Corporation 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 Corporation in its individual or any other capacity, or as trustees or otherwise, and may accept in the name and on behalf

of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, 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.

- (d) 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 Corporation, shall be signed by such officer or officers, employee or employees, agent or agents of the Corporation 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 Corporation through its depositories, and endorse notes and cheques for deposit with the Corporation, or the same may be endorsed "for collection" or "for deposit" with the depositories of the Corporation by using the Corporation'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 Corporation and the Corporation's depositories, forms of settlement of balances and release or verification slips.

14. **FINANCIAL YEAR**

14.01 Financial Year

The fiscal year of the Corporation shall be from April 1st to March 31st.

15. **BORROWING**

The Directors may, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Directors may delegate these powers to a Director, committee of Directors, or Officer.

16. **RULES OF ORDER**

Any questions of procedure at or for any meetings of the Corporation, of the Board, or of any committee that have not been provided for in this By-Law or by the Act shall be determined by the Chair of the meeting in accordance with rules of order as determined by the Chair from time to time.

17. **AUDITOR**

17.01 Annual Appointment

Subject to the Act, the Members of the Corporation at each Annual Meeting shall appoint an Auditor, who shall hold office until the close of the next Annual Meeting. If an appointment is not made then the incumbent Auditor continues in office until a successor is appointed.

17.02 Removal of Auditor

- (a) Subject to the Act, the Members may by Ordinary Resolution at a Special Meeting, remove any Auditor before the expiration of the term of office in accordance with the Act and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 17.03.
- (b) The Auditor may give reasons opposing the Auditor's removal at or before the Special Meeting called to remove the Auditor. 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.

17.03 Vacancy in the Office of Auditor

Subject to the Articles, the Board shall fill any vacancy in the office of Auditor.

17.04 Rights and Duties

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

17.05 Remuneration of Auditor

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

18. **NOTICE**

18.01 When Notice Deemed Given

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

- (a) if given by e-mail, notice is deemed given when sent;
- (b) if given by telephone, notice is deemed given at the time of the telephone call;
- (c) if given by electronic means, other than in accordance with 18.01(a) or 18.01(b), notice is deemed given when transmitted;

- (d) if given in writing by prepaid mail, notice is deemed given on the fifth (5th) day after mailing; and
- (e) if given in writing by courier or personal delivery, notice is deemed given when delivered;

18.02 Address for Notice

A notice or other document required or permitted by the Act, the Articles or the By-Laws to be given to a Member, Director and/or Auditor may be given to:

- (a) a Member at the Member's latest address as shown in the records of the Corporation;
- (b) a Director at the Director's latest residential address as shown in the records of the Corporation or on the most recent notice or return filed pursuant to the Corporations Information Act, whichever is the more current; or
- (c) Auditor at its business address.

18.03 Declaration of Notice

At any meeting, the declaration of the secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

18.04 Computation of Time

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

18.05 Omissions and Errors

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

18.06 Waiver

Any Member, Director, Officer, member of a committee or the Auditor of the Corporation may waive any notice required to be given to the Member, Director, Officer, member of a committee or the Auditor under any provision of the Act, the Articles or the By-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required

to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice except if the individual attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

19. **BY-LAWS AND EFFECTIVE DATE**

19.01 By-Laws and Effective Date

- (a) Subject to the Act and the Articles, the Board of Directors may make, amend or repeal any By-Law that regulates the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors or such future time as may be specified in the resolution, until the next meeting of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.
- (b) If the By-Law amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-Law amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.
- (c) Notwithstanding sections 19.01(a) and 19.01(b), fundamental changes under subsection 103(1) of the Act shall only be effective when confirmed by the Members in accordance with the Act.

20. **REPEAL OF PRIOR BY-LAWS**

20.01 Repeal

Subject to the provisions of section 20.02 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law are repealed.

20.02 Prior Acts

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

ENACTED by the Directors as a By-Law of Canadian Mental Health Association, Simcoe County Branch on June 18, 2024.



Chair of the Board



Secretary

CONFIRMED by the Members in accordance with the *Not-for-Profit Corporations Act, 2010* on June 18, 2024.



Chair of the Board



Secretary

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 dishonesty, 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.