

By-Laws

June 2017

Davenport-Perth Neighbourhood and Community Health Centre

By-Law No. 2017-1

Organizational By-Law

A By-law which contains the rules for the organization of
Davenport-Perth Neighbourhood and Community Health Centre

Approved by the Board of Directors on May 17, 2017

Confirmed by the Community Members at the
Annual General Meeting
22 June 2017

(Next By-law review 2022 for confirmation at 2022 AGM)

EXPLANATORY NOTE

This By-law contains the rules under which Davenport-Perth Neighbourhood and Community Health Centre (the Centre”) is organized. The Ontario *Corporations Act* (the “Act”) regulates the Centre. Certain parts of the *Act* contain rules which are not included in this By-law. Members should refer to this By-law and the *Act* when questions come up.

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1. ABOUT THIS BY-LAW

Article 1: About This By-law

1.1 Priority of This By-law

- (a) This By-law replaces By-law No. 1 dated September 18, 2002, as amended, of the Centre. Any future by-law can only amend this By-law if the future by-law states that it is doing so.
- (b) If there is a conflict between documents, the documents will govern in the following order:
- first, the Act
 - second, the Letters Patent and any Supplementary Letters Patent
 - third, this By-law and any other by-laws of the Centre
 - fourth, duly enacted motions of the board and membership of the Centre.

The Centre, board, members and employees must follow this order of priority.

1.2 Amending This By-law

This By-law and other by-laws of the Centre may be enacted or amended only if they are passed by the board and confirmed by a two-thirds vote of the members. A by-law or amendment passed by the board will be effective immediately. However, it will cease to have any effect unless confirmed by the members at or before the next annual meeting. When passing a by-law or amendment the board can decide that it will not be effective until confirmation.

2. MEMBERSHIP

2.1 Classes of Members

Individuals will be welcomed and encouraged to become involved as members of the Centre.

The Centre will have two classes of members:

- community members, and
- associate members

Membership may be granted to applicants in the discretion of the board.

2.2 Community Members

To be eligible as community members of the Centre, applicants must live in the area bounded by

- Bloor Street to the south,
- the CN/CP rail tracks to the west
- Rowntree and Morrison Avenues and St. Clair Avenue West to the north
- Bathurst St. to the east.

and be approved by the board.

When someone who is a community member of the Centre no longer lives in the above area, they will automatically become an associate member of the Centre.

2.3 Associate Members

To be eligible as associate members of the Centre, applicants must live outside the area stated in section 2.2 and must be approved by the board.

When someone who is an associate member of the Centre becomes a resident of the area stated in section 2.2, they will automatically become a community member of the Centre.

2.4 Rights and Obligations of Members

- (a) All members will abide by the Letters Patent and By-laws of the Centre and further the goals of the Centre as stated in any mission statement adopted by the board. Members will pay any membership fee that may be set by the board from time to time.
- (b) All members will have the right to:
- receive notice of, attend, make motions at and participate in all annual and other official meetings of members and in planning days and information and informal meetings of members
 - participate in and receive the rights and considerations offered to them by the various groups and programs offered by the Centre
 - periodically receive information about the Centre and its programs.
- (c) Community members in good standing and over 16 years of age shall also be entitled to:
- one vote in the election of directors of the Centre;
 - one vote on all matters brought before annual and other meetings of members.

Associate members do not have the right to vote.

2.5 Renewal

Membership renewal date will be the second Friday of June on even-dated years, i.e. every two years. Members approved by the board at any point during the two year cycle will be members until the next membership renewal date, at which time membership must be renewed.

2.6 Transfers and Withdrawals

Members cannot transfer their membership to another person. Members can resign from membership by giving written notice to the board.

2.7 Expulsion from Membership

Members may be expelled from membership by a two-thirds majority vote of the board. Before passing a motion to expel someone, they will be given ten days written notice of the board meeting stating the grounds for the proposed expulsion and an opportunity to appear and speak at the board meeting with or without any representative they may wish.

3. MEMBER'S MEETINGS

Article 3: Members' Meetings

3.1 Annual Members' Meetings

The Centre must hold an annual members' meeting no later than fifteen months after the last annual meeting.

3.2 Special Members' Meetings

The board can call a special members' meeting. Members' meetings can also be called as stated in section 295 of the *Act*. This requires one-tenth of the members entitled to vote to sign a requisition for a meeting and deliver it to the Centre office. The details are stated in section 295 of the *Act*.

3.3 Place of Meetings

Members' meetings must be held in the City of Toronto.

3.4 Notice of Members' Meetings

Notice of any members' meeting must be given to the members not less than ten days nor more than fifty days before the date of the meeting. Notice must include the time and place of the meeting. Section 9.2 of this By-law states rules for giving notice. Section 9.3 of this By-law states how to calculate the right date for giving notice.

Notice may also be given pursuant to section 133(2) of the *Act*.

3.5 Agenda of Annual or Special Members' Meetings

(a) The agenda for each annual meeting must include:

- election of directors
- approving the auditor's report
- approving the financial statements
- appointing the auditor for the next year
- fixing the auditor's remuneration, or authorizing the board to do so.

The agenda usually includes reports from the board, committees and staff.

(b) The agenda for annual or special members' meetings may include other business. The general nature of any other business to be dealt with at the meeting must be stated in the notice of the

meeting. Members can raise any matter at a meeting, but they cannot vote on it if it was not included in the notice.

- (c) Members may file written notices of motions with the secretary of the Board. If these are received at least fourteen days prior to the last date for mailing notices of the meeting and they are legally within the powers of the members to pass, they will be included on the agenda of the meeting.

3.6 Continuing a Meeting on Another Date

- (a) If business is not completed at a meeting, the members can make a decision to continue the meeting on another date. The members can set a specific date, or state how a date will be chosen. A majority vote is needed to make the decision.

The agenda of the original meeting will be followed at the continued meeting unless the members decide to change it.

- (b) If the members set a specific date for the continued meeting, there is no need to give another notice. If they do not set a specific date, the board must give at least two days notice of the continued meeting unless the members decided on a different notice period.
- (c) Decisions made at a continued meeting will have the same effect as if they were made at the original meeting.

3.7 Quorum at Members' Meetings

- (a) Quorum at members' meetings means the minimum number of community members who must be present for the Centre to hold an official members' meeting and make decisions or transact any business.

If there is no quorum, anything discussed has no official status. However, the meeting can be continued as an information meeting.

- (b) Ten percent of the community members make up a quorum at an annual meeting or for any election of directors at any other meeting. Five percent make up a quorum in all other cases.

3.8 Voting

- (a) Each eligible community member has the right to one vote at any members' meeting. However, a new or reinstated community member cannot vote unless his or her membership application has been received at least fourteen days before the meeting.
- (b) Community members can appoint another community member **or any other person (does not have to be a member)** to vote for them as their proxy. See section 84 of the Act. The Board may specify any necessary forms and procedures.
- (c) The board will specify any necessary forms and procedures.
- (d) A majority vote is needed to make any decision, unless a by-law, or the Act, states differently.

- (e) A two-thirds majority vote of the voting members present in person or by proxy at a members' meeting is needed to pass or amend by-laws after they have been passed by the board.
- (f) An abstention is not counted as a vote.
- (g) A tie vote defeats the motion.
- (h) The chair may cast a second vote to break a tie.

References in the *Act*, Letters Patent or by-laws to any decision of the members or vote of the members means only the community members.

3.9 Attendance by Non-Members

- (a) Employees of the Centre have the right to attend and speak at members' meetings unless the members decide otherwise. They cannot vote or make motions.
- (b) Other non-members can attend and speak at meetings only if the chair gives them permission. The members can reverse the chair's permission, through a motion. Non-members cannot vote or make motions.

3.10 Record of Attendance

The secretary is responsible for recording the names of all persons who attend members' meetings.

3.11 Conduct of Members' Meetings

The **Rules of Order** attached as Schedule B are a part of this By-law.

The chair uses the Rules of Order to run members' meetings, and decides any question about procedure which is not in the Rules of Order. The members have the right to appeal the chair's ruling as stated in the Rules of Order.

4. BOARD OF DIRECTORS

Article 4: Board of Directors

4.1 Powers and Duties of the Board

- a) The board is entrusted with the authority and duty for establishing policy related to the framework, governance and operational management of the Centre unless the *Act* or the by-laws dictate that a members' meeting is needed to decide on something.
- b) The board can act only by a decision at a duly constituted board meeting. The board can delegate tasks to individual board members and committee members and to staff.

4.2 Number of Directors and Quorum

- a) The Board is made up of twelve (12) directors. A minimum of eight directors is required to form a duly constituted Board.
- b) Quorum at board meetings means the minimum number of directors who must be present to hold a board meeting and make decisions or transact any business.
- c) A majority of current board members makes up a quorum.

4.3 Who Can Act as a Director

- a) To be a director, a person must be eighteen years or older. Anyone who is an undischarged bankrupt cannot be a director.
- b) No-one can be elected or appointed as a director if they have been paid \$2000 or more by the Centre in the preceding twelve months as an employee, consultant, contractor or in any other way. The \$2000 does not include reimbursement of expenses.
- c) To be elected a director, a person must be approved by the board as stated in 4.5.
- d) To be a director, a person must be a member of the Centre. If a non-member is elected, the board must admit that person as a member of the appropriate category within ten days of the election.
- e) Directors must be elected at a members' meeting. People cannot be directors if they were present at a meeting and refused to accept the office. If absent, a person must subsequently agree in writing to be a director. They must do this within ten days of the meeting. If not, there is a vacancy on the board and section 4.9 of this By-law applies.
- f) All directors should sign an agreement accepting their position and dealing with the form of meetings and confidentiality, whether or not they were at the meeting where they were elected. The Centre can use the sample agreement form that is attached to this By-law as Schedule A.

4.4 Types of Directors and Term of Office

- a) The composition of the board of directors will be as follows:
 - A majority of the directors will be community members
 - The remaining may be community members or associate members.
- b) The above applies at the time of election. If there is any change in a director's status as a community or associate member after an election, they remain on the board for the rest of their term as long as they remain a member of the Centre.
- c) At any regular election or if there is a vacancy on the board, directors will be elected by the members or appointed by the board who have qualifications that fulfill the criteria stated in

- (a), or bring them closer to fulfillment.
- d) The directors will have staggered terms. All directors will be elected to two year terms. If there is a vacancy, it is filled for the balance of the original term.
- e) Unless they resign or are removed, directors serve until the first board meeting following the election of their successors. This means the term might not be precisely two years.
- f) No person can be elected as a director for more than three consecutive full terms. This doesn't include a partial term where they were appointed by the board to fill a vacancy.

4.5 Nominations Committee

- a) Before a meeting to elect directors, the board will appoint a nominations committee made up of board members. The committee is responsible for obtaining candidates to run for the board.
- b) Members can apply to be nominated by signing a document stating that they are prepared to serve as directors if elected. They will be interviewed by members of the committee. The committee can also propose candidates who have not done this.
- c) The committee will give a written report on the candidates to the board at least one week before the members' meeting where the elections will be held. This report can be inspected during office hours by any Centre member.
- d) The board will review the report and may accept or reject any of the names proposed by the committee or add other names.
- e) Everyone on the list passed by the board will be nominated by a board member at the members' meeting.
- f) No-one may be a candidate or be elected a director without the prior approval of the board.

4.6 Election of Directors

- a) Community members elect the directors ~~other than the United Church directors~~. Normally, elections take place at the annual meeting but they can be scheduled for another meeting. If vacancies occur, the board appoints someone as stated in section 4.10 of this By-law.
- b) The election is by secret ballot. Members must cast a number of votes equal to the number of positions to be filled. Any ballot which has more or less votes will not be counted. For example, if the meeting is electing six directors, then members must vote for exactly six of the candidates. Members cannot vote more than once for a candidate.
- c) The nominations committee counts the votes and announces the results. The meeting will appoint two at-large scrutineers. The number of votes that each candidate got or the order ..in which they finished should not be announced.

- d) Only candidates that receive 50% plus one of the votes will be elected. In counting the ballots, the candidates will be ranked according to the number of votes received. Subject to subsection (e) above, they will be declared elected in the following order:
- i) the community members with the greatest number of votes will be elected until there are eight pre-existing and newly-elected directors who are community members.
 - ii) the community or associate members with the greatest number of votes who were not elected under clause (i) will be elected until all positions are filled.
- e) If not enough community members run to reach eight pre-existing and newly-elected directors who are community members, then the positions will not be filled from associate members. The positions will be considered vacant to be filled by the board under section 4.10.
- f) Where there is an acclamation, the secretary will cast a single vote in favour of the candidates who are acclaimed.
- g) A second election must be held immediately if there is a tie for the final position for any type of director. In the second election only the candidates who were tied for the final position can be on the ballot.
- h) Members can vote only during a duly constituted meeting. There must be a quorum present from the time the ballot boxes open until the final vote is cast. There does not have to be a quorum present while the votes are being counted and when the results of the vote are announced. If there is a tie and a quorum is no longer present, then the board must call a new meeting to complete the election.

4.7 Resignation of a Director

A director can resign by giving written notice, delivered either to the president or to the Centre office.

The resignation will not take effect until the board accepts it. The board must accept any resignation at the first meeting after it is received, unless it is withdrawn.

4.8 Removal of a Director

- a) Members can remove any director before the end of the director's term. The board can put the matter on the agenda for a members' meeting. If the board does not do this, notice that a motion will be made to remove a director must be given as stated in section 3.5(c) of this By-Law. This motion must be passed by a two-thirds vote.
- b) The board can remove a director:
 - if the director is absent from three consecutive board meetings without permission or proper excuse, or
 - if the Board considers that the continuation of that person as a director will not be in the Centre's best interests.

Before passing a motion to remove a director, the Director will be given ten days' written notice of the board meeting stating the grounds for the proposed removal and an opportunity to appear and speak at the board meeting with or without any representative he or she may wish.

4.9 Vacancy

(a) When a director is removed by the members

The members can elect any qualified person to replace the director for the rest of the term of the former director. If the members do not do this, then 4.10(b) applies.

(b) When vacancies occur for any other reason

If there is still a quorum in office, the directors can appoint a qualified person for the rest of the term of the former director.

The appointment takes effect immediately. But the election of the director must be put on the agenda for the next members' meeting. The appointment will be considered confirmed unless the members elect someone else.

If no quorum of directors remains in office, the remaining directors must call a members' meeting to fill the vacancies. At that meeting the members will elect directors to serve the rest of the terms of the former directors.

4.10 Board Meetings

(a) Place of meetings

Board meetings must be held in the Province of Ontario.

(b) Regular meetings

Unless the Board decides otherwise, the board will hold regular monthly meetings on a date decided at the previous meeting, or at a regular time set by the board. There is no need to give notice of regular meetings.

(c) Special meetings

The board can hold special meetings. A special meeting can be called by a decision of the board, by the president or vice-president, or by a quorum of directors.

Each director must be given at least three days written notice of a special meeting. The notice must state the general nature of the meeting's business.

(d) Emergency meetings

A special meeting of the board can be called on less than three days notice if:

- there is an emergency, and

- a quorum of directors is present at the meeting.

Emergency meetings can be called only in unusual circumstances. There must be a report to the next regular directors' meeting of any decision made at an emergency meeting.

(e) Agenda of a board meeting

An agenda should be given to directors at least 48 hours before a board meeting. The agenda contains the items that the directors will consider at the meeting. At regular meetings, however, the board can consider or adopt any motion even if no notice of the item was given.

At special meetings or at emergency meetings, the board can only consider the business stated in the notice, or the agenda given with the notice.

(f) Giving up the right to a notice

Directors can waive a notice of any meeting. This must be done in writing.

(g) Chair

The chair of board meetings can be the president, his/her delegate, or another person chosen by the board.

The chair can vote on all matters which come before board meetings and can vote a second time to break a tie.

(h) Voting

Each director has one vote at board meetings. Other persons present do not have a vote. A majority vote is needed to make a decision unless this By-law states differently.

(i) Procedures

This By-law's procedures for members' meetings and the Rules of Order attached as Schedule B also apply to board meetings except when this By-law states differently.

(j) Taking part in meetings

If none of the directors present at a meeting objects, any or all directors can participate in a board meeting, an executive committee meeting or a committee meeting by telephone or other communication equipment. All persons must be able to hear each other or communicate with each other simultaneously and instantaneously. A director participating in a meeting in this way will be considered to be present at the meeting.

4.11 Members, Non-Members and Employees at Board Meetings

The board should try to notify the members of the time and place of board meetings, particularly the schedule of regular meetings. The board should try to hold meetings in a place that is large enough to accommodate any members who may want to come. Failure to do the above does not

invalidate a meeting. Members and employees of the Centre can attend board meetings except when the board makes a decision stating that some or all of the business of the meeting is confidential. Persons who are not directors can speak with the board's permission, but they cannot make motions or vote.

4.12 Minutes of Board Meetings

- (a) The minutes, or brief summaries, of all board meetings should be made available to members as soon as possible after the meeting upon request.
- (b) Confidential minutes will only be available to board members unless the board decides otherwise.

5. OFFICERS

Article 5: Officers

5.1 Meaning of "Officers"

The word "officers" means only the officers as stated in this Article. It does not refer to employees of the Centre.

5.2 Election of Officers

- (a) The board elects the following officers annually, or more often as needed:
 - 1. President
 - 2. Vice-President
 - 3. Secretary
 - 4. Treasurer
 - 5. Officer at Large.
 - 6. Past President or any other officer as the directors may determine
- (b) The officers will be elected at the first meeting after an annual board election. The board can fill vacancies as necessary. The board can elect any other officers and give them any authority and duties.
- (c) No person can hold more than one office.
- (d) All officers must be directors. An office becomes vacant as soon as the office-holder resigns, or is removed, as a director.

5.3 Removal of Officers

- (a) The board can remove any officer by a decision at any time without reason. Notice of this decision must be given to the officer.
- (b) The directors can immediately choose another qualified person to fill the vacancy.

5.4 Resignation of Officers

An officer can resign by giving written notice to the President or Secretary. The resignation takes effect when the board accepts it. The board must accept any resignation at the first meeting after it is received, unless it is withdrawn.

5.5 The President and Vice-President

(a) The President

- gives leadership to the Centre
- usually chairs board and members' meetings
- follows the decisions approved at board and members' meetings
- in consultation with the Executive Committee, co-ordinates the work of the board and board committees.

(b) The President and Vice-President decide how they will share the above responsibilities. The Vice-President acts in the absence or disability of the President.

5.6 The Secretary

The Secretary must ensure that:

- all required notices of board and members' meetings are given
- all the necessary documents for board and members' meetings are provided
- a complete membership list is kept for the Centre
- the minute book of the Centre is kept up to date
- all necessary notices are filed with the Province
- complete minutes of all board and members' meetings are kept and distributed before the next meeting.

The Secretary will not personally perform these duties if they are part of staff duties. The Secretary will work with the responsible staff on them. The Executive-Director must see that all the staff duties are done and that all legal requirements are met.

5.7 The Treasurer

The Treasurer must understand the Centre's finances and financial systems, and report on them to the board and the members. The Executive-Director is responsible for the day-to-day financial management of the Centre.

5.8 The Past President

The Past President may serve on the Executive Committee depending on his or her availability and at the discretion of the Executive Committee.

6. COMMITTEES

Article 6: Committees

6.1 Creating Committees

The board can create standing or special committees. It can decide on the duties of such committees and appoint and remove the committee members. The President may be a member of any committees, but may appoint another director to be on any specific committee in his or her place. People who are not directors can be members of committees.

6.2 Role of Committees

(a) Each committee reports to the board at least quarterly.

(b) A committee must have the authority from a by-law or from a motion passed by the board to:

- spend any money,
- authorize any expense,
- enter into any contract, or
- commit the Centre to any action.

6.3 Executive Committee

The officers constitute the Executive Committee. The board can appoint other directors to the Executive Committee. Quorum will be a majority of the committee members. The Executive Committee can exercise all the powers of the board between board meetings to deal with business of an emergency or urgent nature. The committee should try to deal with such issues on a temporary basis until the board can meet. All action will be reported at the next board meeting. The board will review the roles and responsibilities of the Executive Committee and the officer job descriptions on an annual basis.

7. STANDARDS

Article 7: Standards

7.1 Conduct of Individual Directors and Officers

Each director and officer must:

- act honestly, in good faith and in the best interests of the Centre at all times rather than in their own interest

- exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances
- attend all board and members' meetings, unless excused by the board, and provide notice when they must be absent
- prepare for all meetings, and
- keep confidential any private information about the affairs of the Centre, its members, clients and staff.

7.2 Board Code of Conduct Policy

The board will adopt a Policy, which may be amended from time to time, relating to Board Code of Conduct as stated in section 7.1. All directors, members and employees will observe this Policy.

7.3 Election of Directors and Officers

- (a) Directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such; provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.
- (b) Despite (a), directors can participate in services offered by the Centre that are available to other members, provided they meet the service criteria.

7.4 Candidates for Public Office

No director may, as or on behalf of a candidate for public office, purport to speak on behalf of the Centre, or seek campaign support from the Centre. No person holding an elected public office may serve as a director.

7.5 Conflict of Interest

Subject to the provisions of the *Act*, the Centre will have in force a conflict of interest policy that defines conflict of interest and includes procedures for avoiding, reporting and dealing with conflicts of interest, which may be amended by the board from time to time.

7.6 Conflict of Interest Policy

The board will adopt a Policy, which may be amended from time to time, relating to conflict of interest as stated in section 7.5. All directors, members and employees will observe this Policy.

8. FINANCIAL AND LEGAL

Article 8: Financial and Legal

8.1 Fiscal Year

The fiscal year of the Centre starts April 1 and ends March 31 of the following year. The board can change the fiscal year.

8.2 Voluntary Dissolution

- a) Authorization for a voluntary dissolution of the corporation must be in the form of a special resolution of the members of the corporation passed at a meeting of the members.
- b) The special resolution shall appoint one or more directors or officers who will carry out the dissolution of the corporation on behalf of the members.

Dissolution Process

- a) Articles of Dissolution will be defined at the time that the decision is made to dissolve the corporation. Articles of Dissolution will address the following:
 - i. The corporation must either have no debts, obligations or liabilities, or any outstanding creditors must consent to the dissolution of the corporation.
 - ii. How any property remaining after the satisfaction of all debts, obligations and liabilities will be distributed. Under the Corporation's Letters Patent it directs the corporation in the following manner: 'remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario.'
 - iii. How the Corporation will address notice to staff, transition of staff where appropriate to other organizations, and payment of all outstanding compensation entitlements.

The corporation will develop and execute a client transition plan in conjunction with all contractual agreements with funders and with community partners. The client transition plan will ensure that the client's best interests are taken into consideration, including but not limited to their language, culture, health care needs, and geographic location of services"

8.3 Auditor

- (a) The members shall appoint an auditor at each annual member's meeting. The auditor can be either a chartered accountant, Certified Public Accountant or Certified General Accountant.
- (b) The auditor stays in office until the members appoint the next auditor. The board will arrange for payment of the auditor if authorized by the members.

- (c) The *Act* states how to remove an auditor and appoint a different auditor.
- (d) The auditor must have access to the books, accounts and vouchers of The Centre at all reasonable times.
- (e) The directors, employees and officers of The Centre must provide any information and explanations which the auditor reasonably requests.

8.4 Auditor's Report

The auditor reports at the annual members' meeting on the financial statement of the Centre.

8.5 Signing Officers

- (a) The board will determine which officers and/or staff are signing officers for cheques and similar documents and will determine any limits on their authority and any procedures that it considers appropriate. The board may appoint alternates to act as signing officers in the absence of the normal signing officers, either generally or on any specific absence.
- (b) The board can make a specific decision to appoint any officer, director or employee to sign specific documents, or any class of documents, for the Centre.
- (c) When authorizing a document, the board can decide its exact form. If it does not, the signing officers can approve the final document.
- (d) Documents requiring the corporate seal must be approved by the board.
- (e) The board will adopt a Policy, which may be amended from time to time, relating to Requirements for the execution of cheques and similar documents, and any other document or agreement committing the Centre to expenses or other liabilities. All directors, members, officers and employees will observe this Policy.

8.6 Financial Institution

The board may decide by resolution on the financial institutions to be used by the Centre, the terms and details of use, the safekeeping of securities and other financial assets and the authorization for dealing with the institutions and the assets.

8.7 Bonding Officers and Employees

The board or Executive-Director may decide that an officer, employee or person under contract with the Centre be bonded.

8.8 Head Office

The head office of the Centre will be in the City of Toronto at a specific location chosen by the Board.

8.9 Seal

The impression of a corporate seal is stamped on this page. That will be the Centre's corporate

seal.

9. NOTICE

Article 9: Notice

9.1 Defects in Notice

A minor error or omission in any notice will not affect any decision made by the board or members. This includes unintentional failure to give notice to a person entitled to it. It also includes a person's not receiving a notice that has been sent.

9.2 Delivery of Notice

Subject to the *Act*, notices or other documents may be given personally to a member or sent by ordinary mail, or by telecopy, or by email to the member at their last address, as shown on the books and records of the Centre. Where something is served by mail, it will be deemed to have been delivered, served or given on the third day after it was mailed. If given by telecopy or by email, it will be deemed to have been received on the next business day after confirmed transmission.

9.3 Calculating Time for Notices

When calculating the time for a notice, the date on which the notice is given is not counted, but the date of the meeting or event is counted. For example, a members' meeting is scheduled for Thursday, October 21. The By-law says that there must be a notice of ten days. Counting back ten days, including the day of the meeting, this count will end at Tuesday, October 12. Therefore, notice should be given on or before Monday, October 11. Sundays or holidays are included when counting.

PASSED by the Board of Directors and sealed with the corporate seal on 16 May 2012.

President

Secretary

_____c/s

CONFIRMED by two-thirds of the votes cast at a general meeting of members 28 June 2012.

Schedules to the By-Law

SCHEDULE A

AGREEMENT

Schedule A: Agreement To Be a Director and Confidentiality Agreement

To: Davenport-Perth Neighbourhood and Community Health Centre

I agree to be a director of the Centre.

I agree that any director can participate in a board meeting by telephone or other communication equipment as long as all persons in the meeting can hear each other.

I agree that I will keep secret any confidential information that I acquire through my position with the Centre unless disclosure is expressly authorized by the board of the Centre. This applies while I am a member of the Centre and after I am no longer a member of the Centre.

Confidential information is:

- personal and financial information about members or clients
- personal information about employees, and
- information about the Centre's business disclosure of which would be detrimental to the interests of the Centre.

_____NAME

_____SIGNATURE

_____DATE

Schedule B: Rules of Order for Members' Meetings

These are rules of order for members' meetings. These rules replace any other rules such as Robert's Rules of Order. There are also comments to explain the meaning of the rules. The comments are not part of the rules.

1. Chair

In these rules of order, "chair" means the person chairing the meeting at the time that the rule applies.

- i. The chair makes sure that meetings run smoothly. The chair tries to make sure that members have a chance to discuss every item on the agenda fully and fairly and that the meeting comes to a clear conclusion.
- ii. If the board has not appointed a chair, the members can choose the president, the vice-president or anyone else to chair members' meetings. A person can be appointed to chair one meeting or a series of meetings.
- iii. A chair who wants to make or discuss a motion must step down until the meeting has dealt with all matters concerning the motion. Another person approved by the members can chair the meeting in the meantime.
- iv. The chair can vote on all matters which come before board meetings and can vote a second time to break a tie.

2. Motions

The meeting can deal with an item of business on the agenda in three ways:

- i. The member who asked that the item be put on the agenda can ask the members to approve a proposal by "moving" it.
- ii. The chair can present an item on the agenda, and ask if any member wishes to make a motion.
- iii. A member can present an item for discussion without making a motion. The chair decides if a motion is needed. If so, the Chair asks for a motion.

Another member must "second" a motion. Otherwise, members cannot discuss the motion. Members can only discuss one main motion at a time.

Comment: A main motion tells members what the proposal is. It's helpful if the motion can be written and sent to members before the meeting. If possible, get motions written, given to the chair, and written on a flip chart for members. The secretary reads the motion to the members

before a vote is taken.

The way items get on the agenda is stated in 3.5 of the Organizational By-law.

3. Speaking

Members discuss a motion after it has been moved and seconded. The chair controls the discussion. Members speak as follows:

- i. They can ask questions. The chair or the member who moved the motion answers the questions.
- ii. They can speak for or against the motion.
- iii. They speak to the chair.
- iv. Each speaker normally speaks for 3 minutes or less. The chair can set a longer or shorter time limit.
- v. Normally, the chair will allow a member to speak more than once on an item only after others who want to speak have done so.

Comment: those who want to speak should raise their hands. The chair may keep a speakers' list and call members to speak in order. The chair may rule speakers "out of order" if their comments are off the point.

4. Amendments

Members can suggest an amendment to a main motion during discussion. An amendment must be moved and seconded like any other motion. An amendment can:

- take out part of the main motion
- add to it, or
- change parts of it.

An amendment cannot:

- be unrelated to the main motion, or
- Be, in the opinion of the chair, directly against the meaning of the main motion.

All speakers must speak about the amendment once it has been moved and seconded. They continue to do so until the amendment has been voted on. The chair will keep a separate speakers' list for the discussion on amendments.

(a) Friendly Amendments

A member can ask that the mover and seconder of the main motion accept an amendment as “friendly”. If they agree that it is a “friendly” amendment, it becomes part of the main motion.

(b) More Than One Amendment

The chair can accept more than one amendment if:

- the amendments have been moved and seconded
- they would change the same part of the motion, or
- a second amendment would change the terms of the first one.

The chair can limit the number of amendments at any one time. After the meeting deals with them, the chair can allow members to move other amendments.

(c) Order of Voting on Amendments

The order of discussion and voting on amendments is the **reverse** of the order in which they were moved. This means that discussion and voting begins with **the last amendment moved**.

Any amendment to the main motion that is passed becomes part of the main motion. When there are no more amendments to be discussed, members vote on the (amended) main motion.

(d) Majority of Votes

An amendment must have the same majority as the motion that it amends. Therefore, an amendment to a proposed by-law must have a two-thirds majority.

Comment: The chair must make sure that members know which amendment is being discussed. Members can easily become confused if there are several amendments being discussed at once.

Members cannot amend a motion by moving a whole new motion, or by an amendment that is directly against the meaning of the main motion. Members who want to oppose a motion may:

- speak against the motion
- outline a new motion to be proposed if the current motion is defeated
- ask the mover to withdraw the main motion, or
- ask the members to defeat the main motion so that they can move a new motion.

5. **Withdrawing a Motion**

The member who moved a motion can withdraw it at any time during the discussion if the seconder agrees.

Comment: The mover might decide that this is not the right time to make a decision, or might feel that someone else has a better motion to present.

6. **Voting**

The chair calls for a vote once every member who wishes to speak has spoken.

(a) Majority

Motions are decided by simple majority unless the *Act* or the by-laws say otherwise.

A simple majority vote is more than half of the votes cast, without counting abstentions. A two-thirds majority is two-thirds of the votes cast without counting abstentions. If the vote is by ballot, a spoiled ballot will not be considered a vote cast.

(b) Chair

The chair rules on whether or not the motion has passed. Any member can request a recount of votes.

Comment: Normally, members will vote by a show of hands. The chair asks first for those in favour, then for those against, then for abstentions.

However, the meeting may decide, by a simple majority, to vote by secret ballot. Usually, a vote by ballot is better if the item is a sensitive one.

A simple majority is not always fifty percent of the votes plus one. If there are 49 votes cast, a simple majority would be 25, not 26.

7. **Motions About Procedure**

(a) Calling the Question

A member who wishes to end the discussion can call for an immediate vote by saying “I call the question” or “I move to end the debate”. This motion to **call the question** needs a seconder. The chair will immediately ask members to vote on whether they want to finish the discussion at this point. A two-thirds majority is needed.

If the motion **to call the question** is carried, the members then vote on the main motion or amendment.

If the motion **to call the question** is defeated, members can continue to discuss the main

motion or amendment.

Comment: A motion to **call the question** is an attempt to stop further discussion. It should be used when members seem to be ready to vote and when speakers are not saying anything new. However, it should be used carefully as it may take away someone's right to speak.

(b) Motions to Defer, Refer, or Table a Motion

During the discussion on a main motion or an amendment, any speaker can move to:

- defer the question
- refer the question, or
- table the motion.

Motion to **defer the question**

This motion needs a seconder. Members can debate it. It must state the date or time at which the members will discuss the question.

Motion to **refer the question**

This motion needs a seconder. Members can debate it. It must state to whom the question is referred.

Motion to **table the motion**

This motion needs a seconder. Members do not debate it.

Comment:

To defer the question means to put off discussion to another meeting, or to a later time in the same meeting.

To refer the question means to give the board, a committee, or a small group the job of studying the question and of making recommendations to the members.

To table the motion sets aside the business for an indefinite period. It is usually used when members don't want to discuss, or to express their opinions. At another time, or at a later meeting, members may pass a motion (by a simple majority) "to take the motion from the table". They can then continue discussion.

c) Motions that Waste Time

The chair can rule a motion out of order on the grounds that it is absurd or wasting time, and not worth the members' attention.

8. Interruptions

Members can speak out of turn if they wish to raise

- a point of order
- a point of information
- an appeal against the chair's ruling
- a question of privilege.

They can also speak out of turn if they wish **to call the question**.

Once a **point of order** is raised, the chair rules whether it is correct or not, and acts accordingly.

Members who have:

- an important piece of information, or
- a question which will save time in the discussion

can raise a **point of information**.

Members can **appeal** when they think a ruling of the chair is not correct. The appeal needs a seconder, and is not discussed. Both the chair and the member who makes the appeal can give their reasons. The question: "Do we confirm the decision of the chair?" is put to the vote. The chair does not vote. If the vote is tied, the chair's ruling is confirmed.

A **question of privilege** does not need a seconder. It is not discussed. The chair rules on the question without calling for a vote.

Comment:

A point of order

Members may raise a point of order if they think that:

- the meeting is following an incorrect procedure, or
- there is not a quorum.

A point of order should not be used to continue a debate.

A point of information

Points of information should always be brief.

A point of information should not be used as debate.

Members who want to raise points of order or points of information should stand up and politely say that they have a point of order or information.

An appeal

The chair does not have to resign if an appeal is supported by a majority of members. Members have the right to decide how their meetings should run. An appeal is not a vote of confidence. It is simply a way for members to control their meeting.

A question of privilege

A member who feels that there is a risk to the rights, safety or comfort of the members (or of one member) may raise a question of privilege. It may be a simple matter, such as the need for better ventilation, or for the use of a microphone. There is no need of a seconder or discussion. The chair gives a ruling on the question of privilege.
