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BYLAWS OF  
THE CHILDREN'S AID SOCIETY OF THE  
DISTRICT OF NIPISSING AND PARRY SOUND

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JUNE 2015

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## **Article One: Interpretations**

### **1.1 Definitions**

In these Bylaws, unless the context otherwise requires:

- (i) "Act" means the *Corporations Act (Ontario)* (or pending Not-for-Profit Corporations Act (Ontario)), including the Regulations made pursuant thereto, and any statute or regulations substituted therefore, as amended or re-enacted from time to time.
- (ii) "Auditor" means the Auditor of the Corporation appointed by the Members.
- (iii) "Board" means the Board of Directors of the Corporation.
- (iv) "Bylaw" means this bylaw and all other bylaws, including special bylaws, of the Corporation as amended from time to time and which are, from time to time, in force and effect;
- (v) "Child and Family Services Act (Ontario)" means legislation of the Province of Ontario, as amended, and any other statute enacted in substitution therefore from time to time;
- (vi) "Committee" means a committee appointed by the Board of Directors.
- (vii) "Corporation" means The Children's Aid Society of the District of Nipissing and Parry Sound.
- (viii) "Day" refers to a calendar day.
- (ix) "Director" means a Director of the Corporation, a member of the Board of Directors.
- (x) "Documents" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.
- (xi) "Employee" means an individual employed by the Corporation.



- (xii) "Executive Director" means Local Director within the meaning of the Child and Family Services Act (Ontario).
- (xiii) "Foster Parent" means a foster parent who is not an employee and who acts as and only as a foster parent for The Children's Aid Society of the District of Nipissing and Parry Sound.
- (xiv) "Letters Patent" means the letters patent, supplementary letters patent or articles of incorporation of the Corporation as they may be amended or altered from time to time.
- (xv) "Local Director" means the Executive Director with the prescribed qualifications, powers and duties as defined in the Child and Family Services Act (Ontario).
- (xvi) "Majority" means more than half of the Members of the Board of Directors or of the Members of the Corporation; when the term "majority vote" is used without qualification it means more than half of the votes cast by persons legally entitled to vote.
- (xvii) "Member" means a person who is a voting member of the Corporation in accordance with these Bylaws and who meets the eligibility for a Member as specified in these Bylaws; "Members" and "Membership" mean Members collectively.
- (xviii) "Meeting" includes meetings conducted in-person, by teleconference or by video conference.
- (xix) "Meeting of Members" includes an Annual General Meeting and any General Meeting of the Members.
- (xx) "Municipal Conflict of Interest Act" means legislation of the Province of Ontario, as amended, and any other statute enacted in substitution therefore from time to time.
- (xxi) "Officer" means an officer of the Corporation namely the President, Vice President, Treasurer and Secretary.
- (xxii) "Resolution" means a resolution of the Members or Directors of the Corporation.
- (xxiii) "Volunteer" means a volunteer who is not an employee and who acts as and only as a volunteer for The Children's Aid Society of the District of Nipissing and Parry Sound.

## **1.2 Terms Defined in Legislation**

All terms defined in the Corporations Act (Ontario) (or pending Not-for-Profit Corporations Act (Ontario)) have the same meaning in this Bylaw and all other Bylaws and resolutions of the Corporation of The Children's Aid Society of the District of Nipissing and Parry Sound.

## **1.3 Wording**

In these Bylaws, unless the context otherwise requires, words importing numbers include the singular and plural; words importing gender include the masculine and feminine; and words importing persons include persons, corporations, partnerships, and unincorporated organizations.

## ***Article Two: Name, Purpose and Head Office***

### **2.1 Name**

The Corporation was incorporated on November 18, 1999 as The Children's Aid Society of the District of Nipissing and Parry Sound.

### **2.2 Purpose**

The Corporation shall promote the achievement of the mission of The Children's Aid Society of the District of Nipissing and Parry Sound and shall act with integrity and without the purpose of gain for its Members.

### **2.3 Head Office**

The head office shall be located in the City of North Bay in the Province of Ontario, unless changed in accordance with the Act, and at such a place therein as the Directors may from time to time determine.

## ***Article Three: Geographic Areas Served***

### **3.1 Geographic Areas Served**

The Children's Aid Society of the District of Nipissing and Parry Sound provides a range of services and supports in the geographic areas defined in applicable legislation and contractual agreements with funders.

## **Article Four: Corporate Seal**

### **4.1 Corporate Seal**

The seal impressed on the right margin of this Bylaw shall be the corporate seal of The Children's Aid Society of the District of Nipissing and Parry Sound and shall be maintained in a secure location at the head office of the Corporation.

## **Article Five: Parliamentary Procedure**

### **5.1 Robert's Rules of Order**

All meetings shall be conducted by the appointed Chair in reasonable and appropriate compliance with parliamentary procedure, as outlined in *Robert's Rules of Order*. In situations where there is an inconsistency between *Robert's Rules of Order* and these Bylaws, the terms of these Bylaws will govern. The Bylaws shall supersede any parliamentary procedures articulated in *Robert's Rules of Order*.

## **Article Six: Membership in the Corporation**

### **6.1 Membership**

The membership shall consist of such persons as are admitted to membership by the Directors pursuant to the provision of the Bylaws.

### **6.2 Membership Year**

The membership year of The Children's Aid Society of the District of Nipissing and Parry Sound shall coincide with its fiscal year.

### **6.3 Membership Eligibility Criteria**

To be a member of the Corporation, an individual must meet the following criteria:

- (i) Be a person eighteen (18) years of age or older.
- (ii) Endorse the mission, vision, values, goals and objectives of The Children's Aid Society of the District of Nipissing and Parry Sound.
- (iii) Reside or be employed in the geographic area that The Children's Aid Society of the District of Nipissing and Parry Sound serves.
- (iv) Complete a Membership Application Form and forward it to the Secretary of the Board of Directors; and
- (v) Pay annual membership dues that have been established by the Board of Directors.

#### **6.4 Membership Restrictions**

The following restrictions affect the eligibility of individuals to the membership of the Corporation:

- (i) No Employee of the Corporation shall be eligible for membership in the Corporation.
- (ii) No past Employee of the Corporation shall be eligible for membership in the Corporation until two years after leaving the Corporation.
- (iii) No person who has a legal action pending against the Corporation or who has had a legal action against the Corporation shall be eligible for membership in the Corporation.
- (iv) No immediate family member, meaning spouse, life partner, child, parent, brother, sister, sister-in-law or brother-in-law of a Member of the Board of Directors and Executive Director of the Corporation, shall be eligible for membership in the Corporation.
- (v) No representative of a union representing the Employees of the Corporation shall be eligible for membership in the Corporation.
- (vi) No solicitor acting for the Corporation, Auditor or representative(s) of a financial institution directly associated with the Corporation is eligible for membership in the Corporation.
- (vii) No person who is a member of the Corporation may enter into a contractual agreement with the organization until two years after resigning as a member of the Corporation.

#### **6.5 Membership Rights**

Except as otherwise provided in these Bylaws, Members of the Corporation have the right to:

- (i) Attend all duly constituted meetings of the Membership,
- (ii) Be entitled to one (1) vote at all meetings of the Corporation,
- (iii) Participate in decisions of matters properly before the Membership of the Corporation; and
- (iv) Be eligible for election or appointment to the Board of Directors.

## **6.6 Membership Dues**

Membership dues shall be determined from time to time by a resolution of the Board of Directors. Notice of dues for the following membership year shall be sent to each regular member at least thirty (30) days prior to the end of the current membership year. Individuals unable to pay the membership dues may request that the Board of Directors waive this cost.

## **6.7 Membership Record**

The Secretary of the Corporation shall ensure that an up-to-date record of Members is maintained.

## **6.8 Membership Transfer**

Membership in the Corporation is not transferable.

## **6.9 Information for Members**

Any member of the Corporation or his/her agent or legal representative may during normal business hours of The Children's Aid Society of the District of Nipissing and Parry Sound, inspect and make extracts from or copy at his/her own expense any of the following documents, namely:

- (i) the Letters Patent and any Supplementary Letters Patent of the Corporation;
- (ii) Bylaws and special resolutions of the Corporation;
- (iii) a register of the Directors of the Corporation;
- (iv) the minutes of all meetings of the Corporation and the Board, except for minutes relating to parts of Board meetings which are held in-camera; and any other information that is in compliance with provisions in the Corporations Act (Ontario) (or pending Not-for-Profit Corporations Act (Ontario));
- (v) Annual Audited Financial Statement(s) and Auditor's report(s) to the membership of the Corporation.

## **6.10 Membership Application Approval**

All applications for membership in the Corporation will be approved by the Board before becoming effective. If membership in the Corporation is denied, the applicant will receive the reason for this decision in writing from the Board and the applicant will be provided with an opportunity to appeal the decision within sixty (60) days.

### **6.11 Membership List**

The Secretary of the Board of Directors will ensure that a list of Members of the Corporation will be maintained. This list shall serve as the official voting list for any meeting of the Members of the Corporation.

### **6.12 Termination of Membership by the Corporation**

If at any time or for any reason, a member no longer meets criteria for membership in the Corporation, then the person's membership shall automatically be terminated. A person's membership in the Corporation may be terminated at any time and for any reason, upon a resolution passed by a two-thirds (2/3) vote of the Membership participating in the meeting.

### **6.13 Termination or Withdrawal of Membership by the Member**

A Member may terminate or withdraw his or her own membership by giving written notice of such termination or withdrawal to the President of the Corporation.

## **Article Seven: Board of Directors**

### **7.1 Composition**

The affairs of the Corporation shall be managed by a Board comprising fifteen (15) members, each of whom is a Member of the Corporation. Of the total board members, fourteen (14) will be elected by the membership of the Corporation and one (1) appointed by the First Nation community. Of the fourteen (14) elected from the membership of the Corporation, four (4) must be francophone. The composition of the Board will attempt to reflect a balance of skills, experience, perspectives and geographic areas served by The Children's Aid Society of the District of Nipissing and Parry Sound.

### **7.2 Rotating Directors**

The Directors shall be elected and shall retire on a rotation basis and shall be known as rotating Directors. At each Annual General Meeting, a number of rotating Directors equal to the number retiring in such year shall be elected for a term that conforms to the distribution of rotating Directors.

### **7.3 Term of Office**

Each Director shall be elected to the Board for a term of three (3) years at a duly called Annual General Meeting. A Director may be elected for two subsequent consecutive terms of three (3) years at a duly called Annual General Meeting. After a one (1) year absence from the Board, a former Board member may be nominated for one (1) additional term of three (3) years at a duly called Annual General Meeting.

#### **7.4 Eligibility Criteria**

In order for a person to be eligible to become a Director of the Corporation, such person shall:

- (i) meet the eligibility and restriction criteria for Membership in the Corporation (see Article Six, Sections 6.3 and 6.4).
- (ii) obtain a Police Reference Check. In the event that an elected Director cannot produce a police reference check within six (6) months of his or her election, that Board of Director will not be left unattended in the presence of any clients of the organization.

Individuals currently receiving services and supports from The Children's Aid Society of the District of Nipissing and Parry Sound are not eligible to become a Director of the Corporation.

#### **7.5 Accountability**

The Board is fully accountable for the Corporation's continued viability and for the accomplishment of its mission. No delegation of this responsibility will relieve the Board of this accountability.

#### **7.6 Authority and Powers**

The Board shall govern the organization within the authority and powers defined in applicable legislation, common law and Bylaws of the Corporation, Governance Policies and Procedures and adopted Rules of Order.

#### **7.7 Standard of Care**

Each Director of The Children's Aid Society of the District of Nipissing and Parry Sound, in exercising his/her duties, shall act honestly and in good faith with a view to the best interests of the Corporation; and shall exercise the care, diligence and skill that a reasonable person would exercise in comparable circumstances. Directors shall comply with all applicable legislation, regulations, Letters Patent, Bylaws, Governance Policies and Procedures and resolutions of the Members of the Corporation.

#### **7.8 Responsibilities of Individual Directors**

Each individual Director has a responsibility to:

- (i) Ensure that his/her conduct promotes the vision, mission and values of the Corporation;

- (ii) Work positively and cooperatively with other Directors and with the Executive Director of the Corporation;
- (iii) Show respect for other Directors, regardless of any difference of opinion;
- (iv) Be informed about matters relating to the Corporation and the communities it serves through participation in an initial orientation and in ongoing development of the Board;
- (v) Ensure that he/she complies with the Bylaws and the governance policies and procedures of the Corporation, as well as with the federal, provincial and municipal laws under which the Corporation operates.

### **7.9 Method of Election or Appointment**

Each Director shall be elected by the members at an Annual General Meeting or be appointed by the Board of Directors, if a vacancy occurs prior to the next Annual General Meeting of the Corporation.

### **7.10 Consent of Director**

A person who is elected or appointed a Director is not a Director unless the person was present at the meeting where he/she was elected or appointed, consented to act as a Director in writing before his/her election or appointment or within ten (10) days thereafter. A person who is elected or appointed as a Director and refuses or fails to consent shall be deemed not to have been elected or appointed as a Director.

### **7.11 Meeting Attendance**

Directors shall be expected to attend a minimum of seventy percent (70%) of all regularly constituted meetings of the Board of Directors during the fiscal year. The Board may excuse a Director from complying with such attendance requirements in extraordinary circumstances. The Board President shall review the attendance record of each Director and shall follow up with any Director who does not comply with attendance expectations. A non-compliant Director who fails to improve attendance may, by resolution passed by at least a two-thirds (2/3) vote by Directors participating in the meeting, be removed from the Board before the expiration of his/her term for not properly discharging his/her responsibilities. Should the First Nation appointee to the Board of Directors fails to meet the meeting attendance requirements, the Board of Directors, if by resolution decides, will ask the appointing body to appoint another representative.

### **7.12 Confidentiality**

Directors shall respect the confidentiality of all matters, documents and materials brought before the Board, keeping in mind that unauthorized disclosure of the same



could adversely affect the interests of the Corporation. Upon departure from the Board, a Director will return to the President all meeting information and documents of the Corporation that have been provided to the Director, or shall indicate in writing that all printed documents and electronic files have been destroyed.

### **7.13 Conflict of Interest**

Every Director is in a fiduciary relation with The Children's Aid Society of the District of Nipissing and Parry Sound and is under an obligation to act in the utmost good faith towards the Corporation in his/her dealings with it or on its behalf. No Director shall place himself/herself in a position where there is a conflict between his/her duties as Director and his/her other interests. Any Director who is in any way directly or indirectly interested in an existing or proposed contract, transaction or arrangement with The Children's Aid Society of the District of Nipissing and Parry Sound, or who otherwise has a conflict of interest shall declare his/her interest fully at a meeting of the Directors in the manner required by the Municipal Conflict of Interest Act, as well as the Corporations Act (Ontario) or (pending Not-for-Profit Corporations Act (Ontario)), and shall refrain from discussion and voting in respect of the matter in which he/she has declared a conflict.

### **7.14 Remuneration**

No Director shall directly or indirectly receive any remuneration, fee for service or salary for serving on the Board of Directors. Directors may be reimbursed for eligible expenses that are incurred in the performance of their duties and that are pre-approved by the President of the Board.

### **7.15 Vacating of Office**

The office of a Director shall be vacated upon the occurrence of any of the following events:

- (i) If an order is received against the Director or if he/she makes an assignment under the *Bankruptcy Act*;
- (ii) If a court order is made declaring the person to be a mentally incompetent person or to be incapable of managing his/her affairs;
- (iii) If the person ceases to be eligible, as provided in Article Six Section 6.3, and subsequently in Article Six Section 6.4 of these Bylaws;
- (iv) If the person fails to comply with the confidentiality, conflict of interest and board attendance provisions, as set out in Article Seven Sections 7.12, 7.13 and 7.11, respectively, of these Bylaws;
- (v) If the person is removed from the office by resolution of the Members, as provided in Article Seven Section 7.18, of these Bylaws;

- (vi) If, by notice, in writing, to the President of the Board, the person resigns office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
- (vii) If the Director dies.

#### **7.16 Vacancies: Board of Directors**

The Board shall have the power to fill any vacancies on the Board of Directors within a ninety (90) day period by way of a majority vote of the Board, as long as there is a quorum of Directors, failing which the vacancy shall be filled at the next Annual General Meeting of the Members. Persons elected to fill such vacancies shall hold office for the remainder of the term of the Director they are replacing. Where there is a vacancy or vacancies on the Board, the remaining Directors may exercise all powers of the Board, as long as a quorum of Directors remains in office. If no quorum of Directors remains in office, the Directors shall forthwith call a General Meeting of the Members to fill the vacancies for their unexpired terms.

#### **7.17 Resignation**

Any resignation from the Board shall be addressed in writing to the President, who shall present it at the next scheduled meeting of the Board. In a situation where a verbal resignation is received, the President shall follow up in writing with the Director to confirm the resignation. Any such resignation shall be effective upon acceptance by motion of the Board.

#### **7.18 Discretionary Removal of a Director**

A Director may at any time and for any reason be removed from office by resolution passed by a two-thirds (2/3) vote of the Directors participating in the meeting. Notice sent by mail specifying the intention to pass such a resolution must be given a minimum of fourteen (14) days in advance of the meeting duly called for such purpose. The Director in question shall be provided with an opportunity to make submissions at the designated Board meeting.

#### **7.19 Automatic Removal of a Director**

The office of a Director shall be automatically terminated and vacated in each of the following circumstances:

- (i) If, at a General meeting of the Members, a resolution is passed by a two-thirds (2/3) majority of Members participating in the meeting that the Director be removed from office;
- (ii) If a court order is made declaring the Director to be incompetent or incapable of managing his/her own affairs;

- (iii) If the Director fails at any time to meet the eligibility requirements of a Member or a Director as set out in these Bylaws; or
- (iv) If the Director dies.

## **7.20 Appointment of Advisor(s) to the Board of Directors**

The Board may appoint one or more Advisors to the Board for a specific timeframe not to exceed one year. The perspectives and/or expertise of an Advisor are viewed by the Board as an asset to the decision-making process of the Board. The Advisor is a non-voting position and therefore does not incur any liability for the actions of the Board. The appointment of an Advisor must be approved by a majority vote of the Board. An Advisor cannot benefit from his/her appointment and cannot be in a conflict of interest position.

## **Article Eight: Officers of the Corporation**

### **8.1 Officers of the Corporation**

The Officers of the Corporation shall be the President, Vice President, Treasurer and Secretary. One person may hold more than one office except the offices of President and Vice President. If the same person holds the offices of Secretary and Treasurer, he/she shall be known as Secretary-Treasurer.

### **8.2 Duties of the Officers**

The duties of the Officers of the Corporation are as follows:

- (i) The President shall preside, when present, at all meetings of the Board and at all meetings of the Members of the Corporation and shall sign all instruments that require his/her signature. Within the authority delegated by the Board, the President shall represent and/or act on behalf of the Corporation. The President shall see to it that all resolutions of the Board are carried into effect. The President shall be an ex-officio member of all committees of the Board. The President shall follow up on any issues of attendance and/or conduct with individual Directors.
- (ii) The Vice President shall perform the duties of the President in case of absence of, or delegation by, the President or inability of the President to act.
- (iii) The Treasurer shall act as Chair of the Audit Committee.
- (iv) The Secretary shall ensure that minutes of all Board and board committee proceedings are maintained and shall ensure all notices required are given to Directors and the Members of the Corporation. The Secretary shall ensure that the Corporate Seal and all books, papers, records, etc., belonging to the

Corporation are properly maintained in a secure location on site at the head office of the Corporation.

### **8.3 Term of Office**

An Officer of the Corporation shall be elected for a one (1) year term. A Director may be elected to the same Officer position for a maximum of three (3) terms.

### **8.4 Election of Officers**

The Officers of the Corporation shall be elected by a majority vote by the Board from among its Members at the first meeting of the Board after the Annual General Meeting. The first meeting of the Board of Directors shall be held within seven (7) days following the Annual General Meeting.

### **8.5 Vacancies: Officers of the Corporation**

If the vacancy occurs in the office of the President, or if for any reason the President is no longer able to act in that capacity, the Vice President is authorized to act for and to assume all responsibilities of the office of the President. A meeting of the Board shall be held within four (4) weeks of the vacancy for the purpose of electing a President. Vacancies in other offices of the Corporation shall be filled by a majority vote of the Board from among those eligible to serve for the balance of the unexpired terms.

### **8.6 Appointments**

The Board may appoint such other officers and agents as it considers necessary and all officers shall have in addition to those powers set out in this Bylaw, the authority to perform the duties from time to time prescribed by the Board.

## ***Article Nine: Board of Director Meetings***

### **9.1 Purpose**

The purpose of the meetings of the Board is to transact business on behalf of the Corporation.

### **9.2 Authority to Call**

The meetings of the Board shall be called by the President or on the direction in writing or by email of a majority of the Board.

### **9.3 Frequency**

The Board shall meet a minimum of nine (9) times a year in each fiscal year.

#### **9.4 Date, Time and Location**

Meetings of the Board shall be held at the Head Office of the Corporation or at another location determined by the Board. The Board shall approve an annual schedule of meetings at the first meeting of the Board after the Annual General Meeting. If this is done and one notice of all of these regular Board meetings is given once a year, no individual notice need be given to Board members.

#### **9.5 Notice of Regular Meetings**

Notice of meetings of the Board shall be sent a minimum of five (5) days before each meeting is to take place. Notice shall include a tentative agenda and any correspondence, documents or reports which are to be discussed at the meeting. The statutory declaration of the Secretary or President that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent in writing to the meeting being held without notice and in their absence.

#### **9.6 Notice of Emergency Meetings**

Emergency meetings may be called on twenty-four (24) hours' notice by the President or by any four (4) Directors for specific matter of an urgent nature. No unrelated item shall be added to the agenda unless there is agreement by two-thirds (2/3) of the Directors participating in the meeting to add the item. The business transacted at the meeting shall have the approval of the majority of the Board.

#### **9.7 Meeting Status**

The meetings of the Board are open to the public except in circumstances where an in-camera session of the Board is warranted. The guidelines for open meetings and in-camera sessions of the Board are specified in the Governance Policies and Procedures of The Children's Aid Society of the District of Nipissing and Parry Sound.

#### **9.8 Omissions and Errors**

The accidental omission to give any notice to any Director, or the non-receipt of any notice affecting the substance thereof, shall not invalidate any action taken at any meeting held pursuant to such notice, or otherwise founded thereon.

#### **9.9 Chair**

The President of the Board shall preside at all meetings of the Board. In the absence of the President, the Directors present shall appoint the Vice President or another Officer of the Corporation to chair the meeting.

### **9.10 Participation of Chair in Decision Making**

If the Chair wishes to make a motion about a matter being considered, the Chair must step aside. During such absence by the Chair, the Vice President or another person approved by the Members shall act as Chair. The person assuming the Chair shall not vote except in the case of a tie or ballot vote.

### **9.11 Quorum**

A majority of the current members of the Board shall constitute a quorum at any meeting of the Board. No business shall be transacted in the absence of a quorum except to take measures to obtain a quorum, to fix the time at which to adjourn, to take a recess or to adjourn. Only those Directors present in person or by teleconference or by video conference at any meeting of the Board of Directors shall be counted in determining whether or not a quorum is present.

### **9.12 Voting Entitlement**

Each Director who is present at a meeting of the Board shall be entitled to one vote per motion. The Chair is not entitled to vote on matters being considered.

### **9.13 Voting Procedures**

Motions arising at any meeting of the Board shall be decided by a majority of votes of Members in attendance, either in-person or by electronic link. There shall be no proxy voting. In the case of a tie vote, the Chair of the meeting shall have the casting vote. At any meeting, if a secret ballot is requested, the Chair will distribute, collect and tally ballots and declare the outcome. A declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

### **9.14 Adjournment**

The Chair of the meeting of the Board shall, with the consent of the Directors present at the meeting, adjourn the meeting.

### **9.15 Meeting Minutes**

The minutes of each Board meeting shall be submitted to the Board for its approval at the next following Board meeting and once approved, copies shall be made available to each Director.

## **Article Ten: Annual General Meeting**

### **10.1 Purpose**

The Annual General Meeting is a business meeting of the Membership of the Corporation for the purpose of:

- (i) Receiving the:
  - (a) Minutes of the previous Annual General Meeting,
  - (b) Report of the unfinished business from any previous meeting of the Membership of the Corporation,
  - (c) Hearing and receiving the reports and statements required by the Corporations Act (or pending Not-for-Profit Corporations Act),
  - (d) Presentation of the Audited Financial Statement by the Auditor;
- (ii) Electing Directors to the Board;
- (iii) Appointing an Auditor for the period up until the next Annual General Meeting and fixing or authorizing the Board to fix his/her remuneration; and
- (iv) Conducting such other business as may be necessary or desirable at such a meeting.

### **10.2 Authority to Call**

The Annual General Meeting of the Corporation is called by the President in accordance with the provisions of the Act and the Bylaws of the Corporation. The Annual General Meeting of The Children's Aid Society of the District of Nipissing and Parry Sound shall be held within six (6) months following the end of the fiscal year of the Corporation and within fifteen (15) months after the holding of the last preceding Annual General Meeting.

### **10.3 Date, Time and Location**

The Annual General Meeting shall be held at a location and at such time and place in each year as the Board of Directors shall determine.

### **10.4 Record Date**

The Record Date for the determination of those Members entitled to notice of and to vote at the Annual General Meeting will be thirty (30) days prior to the established date of the Annual General Meeting. Any person who is not a Member as of the Record Date is not entitled to notice of or to vote at the meeting for which the Record Date has been established.

### **10.5 Notice**

Notice of the time, place and date of the Annual General Meeting and of the business to be transacted including all applicable meeting documents shall be given at least fourteen (14) days before the date of the meeting:

- (i) to each member as of the Record Date by sending the notice in writing to the member as shown on the records of the Corporation; and
- (ii) to the Auditor of the Corporation.

### **10.6 Omissions and Errors**

An accidental omission or error to give notice of the Annual General Meeting shall not invalidate the meeting.

### **10.7 Meeting Status**

The Annual General Meeting is open to the public. Persons planning to attend the Annual General Meeting shall be requested to advise the Corporation of their attendance a minimum of three (3) days prior to the scheduled meeting date and time.

### **10.8 Chair**

The President of the Board shall preside at the Annual General Meeting. In the absence of the President, the Vice President shall chair or the Members of the Corporation shall appoint another Officer of the Corporation to chair the meeting. If no Director is present or if all the Directors present decline to act as Chair, the Members of the Corporation present shall choose one of their Members to act as Chair.

### **10.9 Quorum**

A quorum for the transaction of business at any meeting of the Members shall consist of a minimum of ten (10) percent of Members of the Corporation present in-person or represented by proxy. No business shall be transacted at any Members' meeting unless the requisite quorum is present at the commencement of such business. If, within one (1) hour after the time approved for the meeting, a quorum is not present, the meeting may be adjourned to an alternate date when such business may be transacted. No notice shall be required of any such adjournment.

### **10.10 Voting Entitlement**

Each Member present at an Annual General Meeting shall be entitled to one vote. Voting at an Annual General Meeting shall be by Members in good standing. The



Chair of the Annual General Meeting is not entitled to vote on matters being considered.

### **10.11 Voting Procedures**

Motions arising at the Annual General Meeting shall be decided by a majority of votes of the Members in attendance, either in person, by electronic link or by proxy vote. Every Member who is eligible to vote at the meeting and who is present in person, participating by electronic link or represented by proxy shall have one vote. Every question shall in the first instance be decided by a show of hands unless a poll is demanded by any voting Member. Whenever a vote by a show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chair that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Annual General Meeting is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion. In the case of a tie vote, the Chair of the Annual General Meeting shall have the casting vote.

### **10.12 Proxy Vote**

A proxy shall be executed by the Member or the Member's attorney authorized in writing. A person appointed as proxy must be a Member of the Corporation. A proxy may be in the following form:

The undersigned Member of The Children's Aid Society of the District of Nipissing and Parry Sound hereby appoints \_\_\_ of \_\_\_, or, failing the person appointed above, \_\_\_ of \_\_\_, as proxy of the undersigned to attend and act at the meeting of the Members of the Corporation, to be held on \_\_\_, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power, as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

Dated this \_\_\_ day of \_\_\_, 20\_\_.

The Directors may, from time to time, make regulations regarding the particulars of such proxies to be faxed, emailed or mailed in writing before the meeting or adjourned meeting to the Corporation or to any agent of the Corporation for the purpose of receiving such particulars and providing that proxies so lodged may be voted upon as though the proxies themselves were produced at the meeting or adjournment of the meeting. Votes given in accordance with such regulations shall be valid and shall be counted.

### **10.13 Show of Hands**

Any question at a meeting of Members shall be decided by a show of hands unless, after a show of hands, a poll is required or demanded. Every person who is present and eligible to vote shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is so required or demanded, a declaration by the Chair that the vote upon the question has been carried or carried by a particular majority or not so carried shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any resolution or other proceeding in respect of the said question. The result of the vote so taken shall be the decision of the Members upon the said question, and an entry to that effect shall be made in the minutes.

### **10.14 Polls**

After a show of hands has been taken on any question, the Chair may require, or any person entitled to vote on the question may demand, a poll. A poll so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon the taking of a poll, each Member present in-person or represented by a duly appointed proxy shall be entitled to one vote, and the result of the poll shall be the decision of the Members upon the said question.

### **10.15 Casting Vote**

In the event of a tie in a vote, either personal or proxy, the Chair of the Annual General Meeting shall have the casting vote.

### **10.16 Nomination and Election Procedures**

The Board shall place before the Members at each Annual General Meeting the names of candidates for membership on the Board of Directors. A profile of each potential candidate shall be sent to the Members of the Corporation a minimum of fourteen (14) calendar days before the Annual General Meeting. Nominations will not be accepted from the floor at the Annual General Meeting. Election shall be by a show of hands unless a poll is required or demanded. The Chair of the Annual General Meeting shall declare the candidates receiving the highest number of votes to be duly elected to the Board of Directors. In the case of a tie for the last position, a second vote shall be required.

### **10.17 Adjournment**

The Chair of the Annual General Meeting, with the consent of a majority of the Members present or represented by proxy at the meeting. Any Annual General Meeting may be adjourned to any time and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

## **Article Eleven: General Meeting**

### **11.1 Purpose**

A General Meeting is a separate session of the Membership of the Corporation held at a different time from that of any other meeting and convened only to consider one or more items of business specified in the call of the meeting. The reason for the General Meeting shall be to deal with important matters that urgently require action by the Corporation.

### **11.2 Authority to Call**

A General Meeting of the Membership may be called by a majority of the Directors, by the President, by the Vice President in the absence of the President, or by notice in writing from ten (10) Members in good standing.

### **11.3 Date, Time and Location**

The General Meeting shall be held at a location and at such time and place as the Board of Directors shall determine.

### **11.4 Record Date**

The Record Date for the determination of those Members entitled to notice of and to vote at the General Meeting will be thirty (30) days prior to the established date of the meeting. Any person who is not a Member as of the Record Date is not entitled to notice of or to vote at the General Meeting for which the Record Date has been established.

### **11.5 Notice**

Notice of the time, place and date of the General Meeting and of the business to be transacted including all applicable meeting documents shall be given at least fourteen (14) days before the date of the meeting:

- (i) to each member as of the Record Date by sending the notice in writing to the member as shown on the records of the Corporation.

### **11.6 Omissions and Errors**

An accidental omission or error to give notice of a General Meeting shall not invalidate the meeting.

### **11.7 Agenda**

The agenda for the General Meeting shall be limited to the item(s) specified in the call for the meeting.

### **11.8 Meeting Status**

A General Meeting is open to the public except in circumstances where an in-camera session of only the Members of the Corporation is warranted. Members of the public planning to attend the General Meeting are requested to advise the Corporation of their attendance a minimum of three (3) days prior to the scheduled meeting date and time.

### **11.9 Chair**

The President of the Board shall preside at a General Meeting. In the absence of the President, the Members present shall appoint the Vice President or another Officer of the Corporation to chair the meeting.

### **11.10 Quorum**

A quorum for the transaction of business at any meeting of the Members shall consist of a minimum of ten (10) percent of Members of the Corporation present in-person or represented by proxy. No business shall be transacted at any Members' meeting unless the requisite quorum is present at the commencement of such business. If, within one (1) hour after the time approved for the meeting, a quorum is not present, the meeting may be adjourned to an alternate date when such business may be transacted. No notice shall be required of any such adjournment.

### **11.11 Voting Entitlement**

The voting entitlement applicable to the Annual General Meeting (See Article Ten, Section 10.10) shall apply to a General Meeting.

### **11.12 Voting Procedures**

The voting procedures applicable to the Annual General Meeting (See Article Ten, Section 10.11) shall apply to a General Meeting.

### **11.13 Proxy Vote**

The proxy vote procedures applicable to the Annual General Meeting (see Article Ten, Section 10.12) shall apply to a General Meeting.

### **11.14 Show of Hands**

The show of hands procedures applicable to the Annual General Meeting (see Article Ten, Section 10.13) shall apply to a General Meeting.

### **11.15 Polls**

The poll vote procedures applicable to the Annual General Meeting (see Article Ten, Section 10.14) shall apply to a General Meeting.

### **11.16 Casting Vote**

In the event of a tie vote, either personal or proxy, the Chair of the General Meeting shall have the casting vote.

### **11.17 Adjournment**

The Chair of the General Meeting, with the consent of a majority of the Members present or represented by proxy at the meeting. Any General Meeting may be adjourned to any time and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

## ***Article Twelve: Governance Structure***

### **12.1 Audit Committee**

The responsibilities of this committee include but are not limited to monitoring the annual and projected financial position of the Corporation; reviewing the internal controls of the Corporation; reviewing the outcomes of the annual audit and any recommendations in the Management Letter of the Auditor; evaluating the performance of the Auditor; reviewing service contracts of funders; and making any recommendations to the Board regarding stability, viability and financial risk.

### **12.2 Committees**

The Board may, from time to time, by resolution, establish committees that have duties as the Board of Directors may determine in written Terms of Reference. Each committee will be chaired by a Director. Other members of the committee may, but need not, be Directors. All members of a board committee may be appointed by the Chair and approved by the Board. The Chair will ensure that minutes are completed for all meetings. The Chair of a committee will report and make recommendations to the Board.

## ***Article Thirteen: Executive Director***

### **13.1 Executive Director Appointment**

The Board shall from time to time appoint an Executive Director as the Chief Executive Officer of The Children's Aid Society of the District of Nipissing and Parry Sound. He/she shall have qualities and qualifications to carry out the duties as specified in the Child and Family Services Act (Ontario), and other applicable legislation and the Bylaws of the Corporation and any other directives of the Board of Directors.

### **13.2 Duties and Responsibilities**

The Executive Director shall perform all the duties of a Local Director as required under the Child and Family Services Act (Ontario) or any other applicable statutes. The Executive Director will be responsible for the effective and efficient management of the Corporation including the employment, supervision and discharge of staff in accordance with the established policy of The Children's Aid Society of the District of Nipissing and Parry Sound. The Executive Director shall also perform or cause to be performed such duties as may from time to time be determined by the Board.

### **13.3 Accountability**

The Executive Director shall be accountable and report to the Board of Directors. The Executive Director shall be an ex-officio member of the Board and of all committees of the Board unless determined otherwise by resolution of the Board.

## ***Article Fourteen: Complaint Process***

### **14.1 Complaint Process**

The Board shall establish written policies with respect to complaints lodged by children in care, Crown Wards of The Children's Aid Society of the District of Nipissing and Parry Sound, clients, foster parents, volunteers and other such groups as the Board by resolution deems appropriate. The Board shall establish in writing procedures where complaints can be reported, documented, heard if a hearing is necessary, and resolved. The policies and procedures with respect to complaints may be implemented through the use of a committee, or in such other manner as the Board, by resolution shall from time to time determine. The Board shall keep a written record of the number, types and resolution of complaints lodged at a secure location at the head office of the Corporation.

## ***Article Fifteen: Indemnification of Directors***

### **15.1 Indemnity**

Each Director of the Corporation and his/her heirs, executors, administrators and estate shall at all times be indemnified and saved harmless from and against:

- (i) All costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or in relation to any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of office; and

- (ii) All other costs, charges and expenses that he/she sustains or incurs in or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

The Board shall approve a motion to indemnify the Directors at the first meeting after the Annual General Meeting.

### **15.2 Directors and Officers' Liability Insurance**

The Corporation shall purchase and maintain insurance for the benefit of its Directors and Officers against liability incurred in carrying out their duties, except where the liability relates to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

### **15.3 Limitation of Liability**

No Director or Officer of the Corporation shall be liable for the acts, neglects or defaults of any other Director or Officer or employee, or for any loss, damage or expense suffered by the Corporation for any reason, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by an error of judgment or oversight on his/her part, or for any other loss, damage or misfortune that happens in the execution of the duties of office, unless the same happens through his/her own wilful neglect or default.

## ***Article Sixteen: Documents, Register and Books***

### **16.1 Books and Records**

The Board shall ensure that all necessary books and records of the Corporation required by applicable statutes and the Bylaws of the Corporation are regularly and properly kept.

## ***Article Seventeen: Execution of Instruments***

### **17.1 Signing Officers**

The President, Vice President, Treasurer and Secretary or any other individual whom the Board may designate shall have the authority to sign in the name and on behalf of the Corporation all instruments in writing. Any such instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall, from time to time, by resolution, have power to appoint any other Officer or Officers or any person or persons on behalf of the Corporation either to sign instruments in writing generally or to sign specific instruments in writing.

## **17.2 Instruments in Writing**

The Corporate Seal shall be affixed, when required, to any instruments in writing. The term "instruments in writing," as used herein, shall, without limiting the generality thereof, include contracts, documents, deeds, mortgages, charges, security interests, conveyances, transfers and assignments of property (real or personal, immovable or movable), agreements, tenders, releases, proxies, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments or shares, stocks, bonds, debentures or other securities, and all paper writings.

## **Article Eighteen: Fiscal Affairs**

### **18.1 Banking**

The Board shall designate, by resolution, those Officers and other persons authorized to transact the banking business or any part thereof, of the Corporation, with the banks, trust companies or other financial depositories carrying on a banking business that the Board has designated as the bankers of the Corporation. Those Officers and other persons so designated shall have the authority as set out in the resolution, including, unless otherwise restricted, power to,

- (i) Operate the accounts of the Corporation with the bankers;
- (ii) Make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange, and orders for the payment of money of the Corporation;
- (iii) Issue receipts for and orders relating to any property of the Corporation;
- (iv) Execute any agreement, relating to any banking business and defining the rights and powers of the parties thereto; and
- (v) Authorize any offices of the banker to do any act or thing on behalf of the Corporation to facilitate the banking business.

### **18.2 Borrowing**

The Corporation may, from time to time:

- (i) Borrow money on the credit of the Corporation;
- (ii) Issue, sell or pledge securities of the Corporation;
- (iii) Charge, mortgage, or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings.



to secure any securities or any money borrowed, or any other debt, or any other obligation or liability of the Corporation; and

- (iv) Authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

### **18.3 Cheques, Drafts, Notes, etc.**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, and any one of such Officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and may endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such Officers or agents so appointed may arrange, settle, balance or certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release or verification slips.

### **18.4 Fiscal Year**

The fiscal year of the Corporation shall end on the thirty-first (31<sup>st</sup>) day of March in each year.

### **18.5 Financial Campaigns**

The Board may authorize campaigns for voluntarily donated funds to support the general operations of The Children's Aid Society of the District of Nipissing and Parry Sound for any particular phase or aspect for the operations of the Corporation.

### **18.6 Transfer of Assets**

The Children's Aid Society of the District of Nipissing and Parry Sound will not transfer or assign any of its assets acquired with financial assistance from the Province of Ontario without notification to or, when necessary under the Child and Family Services Act (Ontario), without the consent of a Director of Child Welfare appointed in accordance with applicable provincial government legislation.

## **Article Nineteen: Auditor**

### **19.1 Appointment**

The Corporation shall, at each Annual General Meeting, appoint a licensed Auditor who prepares an Audited Financial Statement according to Generally Accepted Accounting Principles for presentation to the Membership at the next Annual General Meeting of the Corporation. The Auditor shall be required to provide a Management Letter to the Board on an annual basis and to complete a written Engagement Letter for services to be provided.

### **19.2 Qualifications**

No person shall be appointed as Auditor of the Corporation who is a Director, Officer or employee of the Corporation or who is a spouse, life-partner, employer or employee of any such Director, Officer or employee.

### **19.3 Remuneration**

The Directors shall fix the remuneration of the Auditor.

### **19.4 Removal of the Auditor**

The Members of the Corporation may, by resolution of at least two-thirds (2/3) of the votes cast at a General Meeting of which notice of intention to pass the resolution has been given, remove any Auditor before the expiration of the Auditor's term of office, and shall by a majority of the votes cast at that meeting, appoint another Auditor for the remainder of the term.

## **Article Twenty: Notice**

### **20.1 Computation of Time**

In computing the date when notice must be given under any provision in the Bylaw requiring a specified number of days notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

### **20.2 Omissions and Errors**

The accidental omission to give notice of any meeting of the Board or members or other notice required by this Bylaw or the non-receipt of any notice by any Director or Member or by the Auditor of the Corporation, or any error in any notice not affecting its substance does not invalidate any resolution past or any proceedings taken at the meeting. Any Directors, Member or the Auditor of the Corporation may at any time waive notice of any meeting and may ratify and confirm any or all proceedings taken thereat.

## **Article Twenty-One: Bylaw Amendment**

### **21.1 Bylaw Amendment**

Any article of these Bylaws may be altered, amended or suspended for any length of time, or any new regulations added, by the affirmative vote of two-thirds (2/3) of the Members present at any Annual General Meeting or General Meeting duly called, provided such alteration, amendment or suspension has been included in the notice summoning such meeting. However, any proposed alteration, amendment or suspension may be amended at such meeting without notice provided that the substance and spirit of the original Bylaw is not lost. If any Member desires to propose at the Annual General Meeting any alteration, amendment or suspension of any article of the Bylaws, he/she shall notify the Secretary of the same, in writing, at least thirty (30) days before the meeting. The Secretary shall include the same in the notice calling such meeting. Proposed Bylaw amendments must be forwarded to the membership of the Corporation a minimum of fourteen (14) days in advance of the Annual General Meeting or General Meeting duly called to consider the proposed Bylaw amendments.

### **21.2 Repeal of Prior Bylaws**

All prior Bylaws, resolutions or other enactments of the Corporation inconsistent with this Bylaw are hereby repealed and this shall be known as the Bylaw.

## **Article Twenty-Two: Affiliations**

### **22.1 Affiliations**

The Board may establish an affiliation and/or membership in any other corporation whose purpose, mission and values are consistent with the purpose, mission and values of The Children's Aid Society of the District of Nipissing and Parry Sound.

## **Article Twenty-Three: Bylaw Ratification**

### **23.1 Bylaw Ratification**

APPROVED, RATIFIED AND CONFIRMED by the Members of the Corporation this 23<sup>rd</sup> day of June, 2015.

\_\_\_\_\_  
Original signed  
President  
Board of Directors

\_\_\_\_\_  
Original signed  
Secretary  
Board of Directors

