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



Children's Aid Society
La Société d'aide à l'enfance
NIPISSING & PARRY SOUND

September 2021

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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) to the extent that the *Not-for-Profit Corporations Act, 2010* (Ontario) is not yet in full force and effect and, once in force, thereafter, means the *Not-for-Profit Corporations Act, 2010* (Ontario). Where the context requires, "Act" also includes the regulations made under it, as amended or re-enacted from time to time. References to section numbers herein shall be those contained in the *Not-for-Profit Corporations Act, 2010* (Ontario);
- (ii) "Auditor" means the Auditor of the Corporation a person who is a chartered accountant, or a firm of chartered accountants appointed from time to time 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, Youth 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, an individual occupying the position of Director of the Corporation by whatever name he or she is called;
- (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 shores, 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, Youth and Family Services Act* (Ontario);
- (xiii) "Foster Parent" means a foster parent who is not on 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, Youth 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 Member as specified in these Bylaws;
- (xviii) "Members" and "Membership" mean Members collectively;
- (xix) "Meeting " includes meetings conducted in-person, by teleconference or by video conference;
- (xx) "Meeting of Members" includes an Annual General Meeting and any General Meeting of the Members;
- (xxi) "*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;
- (xxii) "Officer" means an Officer of the Corporation namely the President, Vice President, Treasurer and Secretary;
- (xxiii) "Resolution" means a resolution of the Members or Directors of the Corporation;
- (xxiv) "Volunteer" means a volunteer who is not on 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

Subject to the articles there shall be one (1) class of membership in the Corporation.

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 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) Meet the eligibility criteria as outlined in 7.4;
- (iii) Endorse the mission, vision, values, goals and objectives of The Children's Aid Society of the

District of Nipissing and Parry Sound;

- (iv) Reside or be employed in the geographic area that The Children's Aid Society of the District of Nipissing and Parry Sound serves; and
- (v) Has applied for and been accepted onto the Board of Directors as an elected Director to the Agency; or has applied for and been accepted as a member by resolution of the Board pursuant to another Board approved process.

6.4 - Membership Transfer

Membership of the Corporation is not transferable and automatically terminated if the Member dies, resigns or such membership is otherwise terminated in accordance with this Bylaw or in accordance with the Act.

6.5 – Termination of Membership by the Corporation

Membership is automatically terminated

- (i) If the member ceases to be a director by resignation;
- (ii) If the member is removed by the adoption of a special resolution passed by the board;
- (iii) If the member is deceased or;
- (iv) By liquidation or dissolution of the society under the act.

6.6 – Honorary Members

Distinguished board members who have demonstrated excellence in a volunteer capacity may, by resolution of the Board, be presented with honorary membership to the Society. An honorary member is a non-voting member and is not eligible to hold any position on the Board of Directors.

Article Seven: Board of Directors

7.1 Composition

The Articles of Incorporation has thirteen, (13) Directors. In order to change the number of Directors, there would need to be a resolution for the Board to be increased to fifteen (15) and then be passed by "special resolution", meaning it would require at least two-thirds of the votes cast at a general meeting called for this purpose, or in consent in writing from all Members entitled to vote at such meeting.

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), with the exception of subsection (iii).
- (ii) obtain a Police Reference Check and Child Welfare Check. In the event that the unelected 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.
- (iii) become a Member of the Corporation within ten days after his or her election or appointment as a Director, but, if the person fails to become a Member within such ten days, the person thereupon ceases to be a Director and shall not be re-elected or reappointed unless he or she is a Member of the Corporation.

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 – Accountably

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 pursuant to his or her specific knowledge and expertise. Directors shall comply with all applicable legislation, regulation, 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) Show respect for other Directors, regardless of any difference of opinion;
- (iii) 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;
- (iv) 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 the 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 – 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.

7.12 – Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

7.13 - Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable Corporation unless the provisions of the Act and the law applicable to charitable Corporations are complied with.

7.14 – Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; subject to the following:

- 1) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- 2) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
 - a. considered reasonable by the Board;
 - b. approved by the Board for payment by resolution passed before such payment is made; and
 - c. in compliance with the conflict of interest provisions of the Act; and
- 3) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable Corporation, unless the provisions of the Act and the law applicable to charitable Corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

7.15 – Vacating the Office

The office of a Director shall be vacated immediately:

- (i) if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- (ii) if the Director dies or becomes bankrupt;
- (iii) if the Director is found to be incapable of managing property by a court or under Ontario law; or
- (iv) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

7.16 – Vacancies: Board of Directors

A vacancy on the Board shall be filled as follows: a quorum of Directors may fill a vacancy among the Directors;

- (i) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- (ii) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- (iii) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

7.17 – Appointment

The Board may appoint one or more Advisors to the Board for a specific time frame 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: Officer 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 Officer

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 boardroom 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

Meetings of the Directors may be called by the Chair, President or any two Directors at any time and any place on notice as required by this Bylaw.

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 the time and place for the holding of a meeting of the Board shall be given in the manner provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means, not less than seven days before the date that the meeting is to be held; to any such Director at their latest address as shown in the records of the Corporation, or if no address be given then to the last address of such Director known to the Secretary. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

9.6 – 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.

9.7 – Omissions and Error

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.

9.8 - 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.

9.9 – 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. In case of an equality of votes, the Chair shall not have a second or casting vote.

9.10 – 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 electronic means that permits all participants to communicate adequately with each other during the meeting shall be counted in determining whether or not a quorum is present.

9.11 – Voting Entitlement

Each Director who is present at a meeting of the Board shall be entitled to one vote per motion.

9.12 – Voting Procedures

Business arising at any Directors' meeting shall be decided by a majority of votes unless otherwise required by the Act or the Bylaw provided that:

- (i) each Director shall be entitled to one vote at any meeting;
- (ii) votes shall be taken by a show of hands among all Directors present and the Chair of the meeting, if a Member, shall have a vote;
- (iii) an abstention shall not be considered a vote cast;
- (iv) before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Director may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- (v) if there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (vi) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.13 – Adjournment

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

9.14 – 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 of the Corporation shall be held at such place on such day, within Ontario, in each year and at such time as the Board may by resolution determine, for the purposes of receiving the reports and statements required by the Act to be placed before the Annual Meeting, electing Directors, appointing the Auditor, authorizing the Board to fix the Auditor's remuneration and transacting such other business as may properly be brought before the meeting. The business transacted at the annual meeting shall include, without limitation, the following items:

- (i) receipt of the agenda;
- (ii) receipt of the minutes of the previous annual and subsequent special meetings;
- (iii) consideration of the financial statements;
- (iv) report of the auditor or person who has been appointed to conduct an audit or a review engagement;
- (v) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;

(vi) election of Directors; and

(vii) such other or special business as may be set out in the notice of 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 – Notice

Subject to the Act, notice of the time, place and date of any meeting of Members and the general nature of the business to be transacted shall be given at least ten (10) days before the date and not more than fifty (50) days of the meeting to each Member (and in the case of an Annual Meeting, to the Auditor of the Corporation) by one or more of any of the following means:

- (i) telephone;
- (ii) delivered personally, or sent by prepaid mail to the last known address of the Member shown on the Corporation's records;
- (iii) by facsimile, email or other electronic means to the last known fax number or email address shown on the Corporation's records; or
- (iv) by publishing notice of the meeting in the daily or weekly newspapers normally published in the Districts, provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

10.5 – Omissions and Errors

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any Member, Director, or officer for any meeting or otherwise, the address of the Member, Director or officer shall be his last address recorded on the books of the Corporation.

10.6 – Meeting Status

The only persons entitled to attend a Members' meeting are the Members, the Directors, the Auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

10.7 – 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.

10.8 – Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

10.9 – Voting Entitlement

Each voting Member present at a meeting shall have the right to exercise one vote. A Member may, by means of a written proxy, appoint a proxy holder (who need to be a Member) to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy. Notice of a meeting of Member must advise the Member that has the right to vote by proxy.

10.10 – Voting Procedures

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the Bylaw provided that:

- (i) each Member shall be entitled to one vote at any meeting;
- (ii) votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;
- (iii) an abstention shall not be considered a vote cast;
- (iv) before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;
- (v) if there is a tie vote, the Chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (vi) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

10.11 – Proxy Vote

A proxy shall be executed by the Member or the Member's attorney authorized in writing. A proxy may be in the following form:

- (i) 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, by resolution, make regulations regarding the particulars of such proxies to be faxed, emailed or mailed in writing, within forty-eight hours, excluding Saturdays and holidays preceding any meeting or adjourned meeting of Members before which time proxies to be used at that meeting must be deposited with the Corporation or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting or in the information circular relating thereto.

10.12 – 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.

10.13 – Nomination and Election Procedures

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Article Eleven: Governance Structure

11.1 - 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.

11.2 – 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 Twelve: Executive Director

12.1 – 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, Youth and Family Services Act* (Ontario), and other applicable legislation and the Bylaws of the Corporation and any other directives of the Board of Directors.

12.2 – Duties and Responsibilities

The Executive Director shall perform all the duties of a Local Director as required under the *Child, Youth 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.

12.3 – 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 Thirteen: Complaint Process

13.1 – Complaint Process

The Board shall establish written policies with respect to complaints lodged by children in care, Extended Society Wards of The Children's Aid Society of the District of Nipissing and Parry Sound, service recipients, 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 Fourteen: Indemnification of Directors

14.1 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.

14.2 – 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.

14.3 – Limitation of Liability

No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or with which any monies, securities or effects shall be lodged or deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever, which may happen in the execution of the duties of his or her respective office or in relation thereto, unless the same shall happen by or through his or her own wrongful and wilful act or through his or her own wrongful and wilful neglect or default; provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act.

Article Fifteen: Documents, Register and Books

15.1 – Books and Records

The Board shall keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Article Sixteen: Execution of Instruments

16.1 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

Article Seventeen: Fiscal Affairs

17.1 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.

17.2 – 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.

17.3 – 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 some 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.

17.4 – Fiscal Year

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

17.5 – 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.

17.6 – 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, Youth and Family Services Act* (Ontario), without the consent of a Director of Child Welfare appointed in accordance with applicable provincial government legislation.

Article Eighteen: Auditor

18.1 – 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.

18.2 – 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.

18.3 – Remuneration

The Directors shall fix the remuneration of the Auditor.

18.4 – Removal of 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 Nineteen: Notice

19.1 – Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

19.2 – Omissions and Errors

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Article Twenty: Bylaw Amendment

20.1 – Bylaw Amendment

Amendments to the Bylaws: The Members may from time to time amend this Bylaw by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this Bylaw other than a provision respecting the transfer of a membership or to change the method of voting by Members not in attendance at a meeting of Members.

20.2 – 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-One: Affiliations

21.1 – 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-Two: Bylaw Ratification

22.1 – Bylaw Ratification

APPROVED, RATIFIED AND CONFIRMED by the Members of the Corporation this 28th day of September 2021.



Darlene Vanderlee, President
Board of Directors



Kerri Campbell, Secretary
Board of Directors