



SARNIA-LAMBTON
CHILDREN'S AID SOCIETY

By-Law No. 3

Sarnia-Lambton Children's Aid Society

Revised:

September 2018

Board of Directors

TABLE OF CONTENTS

<u>INTERPRETATION</u>	1
<u>HEAD OFFICE</u>	2
<u>GEOGRAPHICAL AREA SERVED</u>	2
<u>SEAL</u>	2
<u>MEMBERS & DIRECTORS</u>	2
<u>5.01 – Number of</u>	2
<u>5.02 – Membership</u>	3
<u>5.03 – Qualifications</u>	3
<u>5.04 – Consent of a Director</u>	3
<u>5.05 – Election and Term</u>	3
<u>5.06 – Vacancies</u>	3
<u>5.07 – Retirement and Removal</u>	4
<u>5.08 – Non-Remuneration of Directors</u>	4
<u>5.09 – Conflict of interest</u>	4
<u>BOARD OF DIRECTORS MEETINGS</u>	5
<u>6.01 – Quorum</u>	5
<u>6.02 – Attendance</u>	5
<u>6.03 – Location of Meetings</u>	6
<u>6.04 – Number of Meetings</u>	6
<u>6.05 – Open Board Meetings</u>	6
<u>6.06 – Notice to Directors</u>	6
<u>6.07 – Regular Meetings</u>	6
<u>6.08 – Voting</u>	6
<u>6.09 – Minutes</u>	7
<u>6.10 – Telephone Participation</u>	7
<u>OFFICERS</u>	7
<u>7.01 – General</u>	7
<u>7.02 – President</u>	7

<u>7.03 – Vice President</u>	7
<u>7.04 – Secretary</u>	8
<u>7.05 – Vice President of Finance</u>	8
<u>EXECUTIVE COMMITTEE</u>	8
<u>OTHER COMMITTEES</u>	9
<u>LOCAL DIRECTOR</u>	11
<u>GRIEVANCE PROCEDURES</u>	11
<u>ANNUAL AND OTHER MEETINGS OF THE BOARD</u>	11
<u>EXECUTION OF DOCUMENTS</u>	12
<u>BANKING</u>	12
<u>BORROWING</u>	13
<u>TRANSFER OF ASSETS</u>	13
<u>FINANCIAL YEAR</u>	13
<u>FINANCIAL CAMPAIGNS</u>	14
<u>NOTICE</u>	14
<u>AUDITORS</u>	14
<u>RULES OF PROCEDURE</u>	14
<u>GOVERNING LEGISLATION</u>	15
<u>REPEAL OF PRIOR BY-LAWS</u>	15
<u>AMENDMENTS</u>	15
<u>SIGNATURE PAGE</u>	15

THE CHILDREN'S AID SOCIETY
OF
THE CITY OF SARNIA AND THE COUNTY OF LAMBTON
BY-LAW NO. 3

A by-law relating generally to the
conduct of the affairs of

The Children's Aid Society of the City of Sarnia and the
County of Lambton (hereinafter referred to as the
Sarnia-Lambton CAS)

WHEREAS by Letters Patent, dated the 21st day of November 1933, the
Sarnia-Lambton CAS was incorporated;

AND WHEREAS the Society wishes to revise its by-law respecting the conduct
of the affairs of the Society;

BE IT ENACTED as a by-law of the Sarnia-Lambton CAS as follows:

INTERPRETATION

1.01 In this by-law and all other by-laws and resolutions of Sarnia-Lambton
CAS unless the context requires otherwise:

- a) the singular includes the plural;
- b) 'Board' means the Board of Directors of the Sarnia-Lambton CAS;
- c) 'Society' means the Sarnia-Lambton CAS;
- d) 'Letters Patent' means the Letters Patent and any Supplementary Letters
Patent;
- e) 'documents' includes deeds, mortgages, hypothesis, charges, conveyances,
transfers and assignments of property, real or personal, immovable or
moveable, agreements, releases,

[RETURN TO TABLE](#)

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;

- f) "The Corporations Act" means The Corporations Act, R.S.O. 1990, Chapter 38, as amended, and any statute enacted in substitution therefore from time to time, including specifically the "Not-For-Profit Corporations Act" of Ontario, when enacted;
- g) "The Child, Youth and Family Services Act" means the Child, Youth and Family Services Act, 2017, S.O. 2017, Chapter C. 14, as amended and any statute enacted in substitution therefore from time to time;

1.02 All terms defined in The Corporations Act have the same meanings in this by-law and all other by-laws and resolutions of the Society.

HEAD OFFICE

2.01 The head office of the Society shall be in the Village of Point Edward, County of Lambton in the Province of Ontario, and at such place therein as the Board may from time to time determine.

GEOGRAPHICAL AREA SERVED

3.01 The Society shall exercise its statutory authority under The Child, Youth and Family Services Act in the County of Lambton.

SEAL

4.01 The seal impressed on the right margin of this/her/their by-law shall be the corporate seal of the Society.



MEMBERS & DIRECTORS

5.01 Number - The affairs of the Society shall be managed by a Board of Directors consisting of eight to thirteen (8-13) directors.

There shall be one (1) director position reserved for each of the three (3) First Nations within the geographic region served by the Society (being Aamjiwnaang, Walpole Island, and Kettle and Stony Point) for a total of three (3) reserved director positions. [RETURN TO TABLE](#)

5.02 Membership - the Members of the Society shall be the directors.

5.03 Qualifications for Directors - Every director shall be at the date of or become within ten (10) days after election, a member of the Society and thereafter remain throughout the term of office, a member of the Society and shall:

- i. be eighteen (18) years of age or older;
- ii. not be an employee of the Society;
- iii. reside or work in the area served by the Society, provided that directors belonging to any of the First Nations set out in 5.01 shall be exempt from this requirement;
- iv. not be an undischarged bankrupt;
- v. not be declared a mentally incompetent person and; and
- iv. be supportive of the interests and work of the Society.

5.04 Consent of a Director - A person who is elected or appointed a director is not a director unless

- a) they were present at the meeting where they were elected or appointed and did not refuse to act as director;
- b) where they were not present at the meeting where they were elected or appointed, they consented to act as director in writing before their election or appointment or within ten (10) days thereafter.

A person who is elected or appointed as director and refuses under clause a) or fails to consent under clause b) shall be deemed not to have been elected or appointed as a director.

5.05 Election and Term - Directors shall be elected to serve a three (3) year term After a director's three (3) year term has expired they must stand for re-election by the members. No director may serve longer than six (6) consecutive years.

5.06 Vacancies - Any vacancy occurring in the Board of Directors may, at the discretion of the Board, be filled for its unexpired term within ninety (90) days from the date on which the Board declares the seat vacant either:

- a) by election at an annual meeting, where the annual meeting falls within the ninety (90) day period; or
- b) where no annual meeting falls within the ninety (90) day period, by having those directors remaining in office designate a suitable individual from among the members of the Society.

[RETURN TO TABLE](#)

If the number of directors falls below eight (8), the remaining directors shall forthwith call a general meeting to fill the vacancies for their unexpired terms.

Any individual who is appointed to fill the unexpired term of a retiring or removed director shall serve until the next annual meeting, at which point they must be confirmed by the members in order to continue to act as a director.

5.07 Retirement and Removal of Directors - A director may retire by providing Notice to the President in writing of their intention to retire, and a director who dies or becomes legally incapacitated shall be deemed to have retired.

The Directors may pass a resolution by at least two-thirds (2/3) of the votes cast at a Directors meeting to remove any director before the expiration of their term of office for poor attendance as set out in s. 6.02 of this by-law, for violations of conflict of interest requirements set out in s. 5.07 of this by-law, or for conduct which is in the discretion of the Board contrary to the values of the Society or damaging to the Society.

5.08 Non-Remuneration of Directors - No director shall receive remuneration from the Society for acting as such. A director may be reimbursed for reasonable expenses incurred while discharging their duties as director of the Society.

5.09 Conflict of Interest - Every director is in a fiduciary relation with the Society and is under an obligation to act in the utmost good faith towards the Society in his/her/their dealings with it or on its behalf. No director shall place himself in a position where there is conflict between their duties as director and their other interests.

The Municipal Conflict of Interest Act and all amendments thereto shall apply to each and every Director of the Society, and in particular, the following rules shall apply:

- (a) Where a Director, either their own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at the meeting, including a Committee or other meeting of the society at which the matter is the subject of consideration, they shall,
 - (i) as soon as practicable after the commencement of the meeting, disclose their interest and the general nature thereof; and
 - (ii) not take part in the consideration or discussion of, or vote on any question with respect to the matter, and shall not attempt in any way whether before, during or after the meeting to influence [RETURN TO TABLE](#) the voting of any such question, but these rules shall not restrict a Director from providing to the meeting any information, verbal or written,

requested by the Chairperson of the meeting from that Director as resource information to that meeting.

- (b) Where a Director is present at a closed meeting at which a matter, in which they have a direct or indirect pecuniary interest, is the subject of consideration, they shall, as soon as practicable after the commencement of the meeting, disclose their interest as required by the aforesaid rules and, unless their presence is required by the Chairperson of the meeting for resource information purposes, they shall forthwith leave the meeting, or the part of the meeting, during which the matter is under consideration.
- (c) Where the interest of the Director has not been disclosed as required by the aforesaid rules by reason of their absence from the meeting referred to therein, the Director shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question, provided however provided they know or have reasonable grounds to know that the matter has been or will be discussed at a meeting and they shall disclose their interest and otherwise comply with all of the rules herein at the first meeting of the Board or Committee, as the case may be, attended by them after the meeting in which the matter has been considered.
- (d) All of the aforesaid duties of the Director shall be in addition to all duties prescribed by the Municipal Conflict of Interest Act and all amendments thereto.

Every disclosure of interest shall be recorded in the minutes of the meeting.

BOARD OF DIRECTORS MEETINGS

6.01 Quorum - A quorum for the transaction of business at any meeting of the Board of Directors shall be a majority of the Board, regardless of vacancies. Only those directors present in person or attending by permitted telephone or electronic means shall be counted in determining whether or not a quorum is present.

6.02 Attendance - Any director, who fails to attend, without reasonable cause as determined by the Board, fifty (50) percent of the Board meetings held in any one fiscal period or three (3) consecutive meetings of the Board shall, if the Board by resolution so decides, be disqualified from serving as a director. Any director so disqualified shall thereupon cease to be a director. The vacancy so created may be filled in the manner prescribed in section 7.02 of this by-law.

6.03 Location of Meetings - Meetings of the Board may be held at the Head Office of the Society or at any place within the area served by the Society, as designated in the notice calling the meeting.

[RETURN TO TABLE](#)

6.04 Number of Meetings - The Board shall hold at least seven (7) meetings in each fiscal year. Meetings of the Board may be called at any time by the President at the President's behest or at the request of any four (4) directors.

6.05 Open Board Meetings - All meetings of the Board shall be open to the public unless the Board by resolution requires that any Board meeting or part thereof shall be held in camera. Meetings or parts thereof shall only be held in camera in very exceptional circumstances when matters such as personnel, property, litigation or clients' interests or clients' situations are being discussed. Unless the Board by resolution determines otherwise, no one other than a director shall have the right to participate in discussion at any Board meeting. No one other than a director shall vote on any question proposed for consideration at any Board meeting. But this shall not limit the Board or chairperson from soliciting information or comment from other parties or delegations present.

The Board shall keep a record of all resolutions to hold Board meetings or parts thereof in camera pursuant to this section, which record shall include the resolution and the reasons therefore.

6.06 Notice to Directors - Notice of Board meetings shall be delivered, mailed or telephoned to each director not less than three (3) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all 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.

6.07 Regular Meetings - The Board may designate one or more days in any month or months of the year as the date or dates on which regular meetings of the board will be held at a place and time named. If this is done and proper notice is given, no individual notice of any regular Board meeting need be given.

The Board shall hold a meeting within seven (7) days following the annual meeting of the Society for the purposes of organization, the election and appointment of offices and the transaction of any other business.

6.08 Voting - So long as a quorum is present and unless otherwise required by this by-law, questions arising at any meeting of the Board shall be decided by a majority of the directors present and voting. Proxy voting shall not be permitted unless it is mandated by subsequent governing legislation, in which case proxy voting shall be permitted as prescribed by law. In the case of an equality of votes, the Chairperson, in addition their original vote, has a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a recorded vote on the question is required by the Chairperson on any matter or requested by an director. [RETURN TO TABLE](#)

6.09 Minutes - Draft minutes of each Board meeting shall be submitted as expeditiously as possible to the Board members and posted, and shall be submitted at the next following Board meeting for approval. Minutes of Board meetings shall be retained for not less than five (5) years.

6.10 Telephone Participation - If all the directors present at or participating in the meeting consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities that permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed for the purpose of the Act to be present at that meeting. This provision shall also apply for meetings of any standing or ad hoc committee.

OFFICERS

7.01 General -

- a) The Board shall bi-annually, or as often as may be required, elect a President and one or more Vice Presidents, and appoint a Secretary from amongst themselves. One person may hold more than one office except the offices of President and Vice President. Each officer of the Society shall serve only as long as they are a director.
- b) 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 by-law, the authority to perform the duties from time to time prescribed by the Board. The Board may by resolution remove at its pleasure any officer of the Society.

7.02 President - The President shall, when present, preside as Chairperson at all meetings of the Board, the Executive Committee of the Board and the members.

The President shall oversee the affairs and operations of the Society, sign all documents requiring their signature, and have the other powers and duties from time to time prescribed by the Board or incident to their office. The President shall be an ex officio member of all committees.

7.03 Vice-President - When the President is absent or unable to act, the Vice-President may exercise all the powers and duties of the President. In the event that the President and Vice-President are both absent, the second Vice-President if elected, may exercise all the powers and duties of the President. In the event that the President and both Vice-Presidents are absent, the Board may nominate one of its members to preside as Acting President and while so acting the Acting President shall have all the powers [RETURN TO TABLE](#)

and duties of the President.

The Vice-President shall also perform the other duties prescribed from time to time by the Board or incidental to their office.

7.04 Secretary - The Secretary shall perform or cause to be performed all secretarial functions for the Board and the Executive Committee of the Board as required by law or prescribed by the by-laws of the Society.

The Secretary shall perform the other duties from time to time prescribed by the Board or incidental to their office.

7.05 Vice President of Finance - The Vice President of Finance shall be the chairperson of the Corporate Services Committee; shall ensure appropriate financial reports are made available to the Board; assist with reviewing and updating applicable financial policies; keep abreast of best practices related to financial management and share these strategies with staff and Board members and liaise with auditor at least annually.

EXECUTIVE COMMITTEE

8.01 The Board shall appoint annually, or as often as may be required, from among its number, a seven member Executive Committee consisting of the President, the Vice President, Secretary, Vice President of Finance, and one (1) other director who preferably is selected from among the chairpersons of the Board's standing committees. Each member of the Executive Committee shall serve only so long as they are a director.

A majority of the Executive Committee constitutes a quorum for the transaction of business at a meeting of the Executive Committee. If and whenever a vacancy exists in the Executive Committee, so long as the quorum remains in office, the remaining members may exercise all the powers of the Executive Committee.

The Board shall, within 60 days after a seat on the Executive Committee is vacated, fill the vacancy by election from among the members of the Board.

8.02 No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present.

8.03 During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs and business of the Society (save and except only such acts as must by law be performed by the Board itself) in such manner as the Executive Committee shall deem best for the interests of the Society in all cases in which specific directions have not been given by the Board. [RETURN TO TABLE](#)

8.04 Notice to Executive Committee Members - Normally notice of Executive Committee members shall be delivered, mailed or telephoned to each member of the Executive Committee not less than three (3) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the members of the Executive Committee are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

8.05 Voting - So long as the quorum is present, questions arising at any meeting of the Executive Committee shall be decided by a majority of the members of the Executive Committee present and voting. Proxy voting shall not be permitted unless it is mandated by subsequent governing legislation, in which case proxy voting shall be permitted as prescribed by law. In the case of an equality of votes, the Chairperson of the Executive Committee, who has no vote, shall have a casting vote.

At all meetings of the Executive Committee, every question shall be decided by a show of hands unless a recorded vote on the question is requested by any member of the Executive Committee.

8.06 Location of Meetings - Meetings of the Executive Committee may be held at the Head Office of the Society or at any other place in the area served by the Society, as designated by the Executive Committee in the notice calling the meeting.

8.07 Minutes - The minutes of the meetings of the Executive Committee shall be submitted to the Board at the next Board meeting following the meeting of the Executive Committee or at any time upon request by the Board.

OTHER COMMITTEES

9.01 There shall be a Governance Committee and such other permanent and ad hoc committees as the Board may from time to time by by-law or resolution establish, having such powers and duties as the Board may determine. Except as otherwise provided in this by-law:

- a) the Chairperson of each committee must be a director;
- b) other members of each committee may, but need not, be directors;
- c) members of each committee shall be appointed by the Chairperson of the committee and approved by the Board;
- d) each committee shall keep records, shall report to the Board at regular intervals and at any time upon request and shall be responsible to the Board; and

RETURN TO TARI F

- e) each committee shall have the power to appoint one (1) or more subcommittees.

9.02 Each committee established by the Board shall consider report and make recommendations to the Board on any matter referred to the committee by the Board.

9.03 The duties of each committee shall include, but not be limited to, all the responsibilities assigned to it by by-law.

The Board may at any time by resolution assign additional responsibilities to a committee.

9.04 Governance Committee - The Governance Committee shall consist of three (3) or more directors. Up to two (2) additional members may be appointed from the community at large.

The Governance Committee shall annually review the by-laws of the Society and make recommendations to the Board respecting any vacancy on the Board or any committee.

The Governance Committee shall ensure that an orientation and training program is established for newly-elected directors.

The Governance Committee shall ensure that the attendance of directors at meetings of the Board is monitored and that regular reports are submitted to the Board regarding attendance. The Governance Committee, or its designate, shall consult with those directors who are not regularly attending Board meetings or who fail to attend the minimum number of meetings and shall make recommendations to the Board regarding the removal of inactive directors.

The Governance Committee shall provide relevant material and fully explain to potential candidates their duties, responsibilities and expectations as directors and shall obtain from each candidate the consent required under s. 6.03 of this by-law.

Prior to the annual meeting, the Governance Committee shall prepare a slate bearing the names of all candidates running for director. The Governance Committee shall prepare or have prepared a brief biographical sketch of each candidate and shall provide all members a list of all the candidates along with their biographical sketches at least fourteen (14) days prior to the annual meeting.

9.05 The following Standing Committees shall be established:

A Corporate Services Committee (Finance, Risk Management and Audit) shall consist of the Board Vice President of Finance who shall be the Chairperson of the committee, at least three (3) other Board members and/or staff representatives, and up to two (2) additional members who may be appointed from the community at large. The overall [RETURN TO TABLE](#)

responsibility of the committee will be to assist the Board of Directors in budget planning and oversight, long term financial planning, asset management, risk management, overseeing the audit process, policy development and review related to corporate services, recommending bargaining parameters for negotiations and recommending parameters for management compensation.

A Quality Assurance and Outcomes Committee shall be appointed composed of three (3) or more Board members, staff representatives and up to two (2) additional members who may be appointed from the community at large. The overall responsibility of the committee will be to assist the Board of Directors in setting and overseeing system-level expectations and accountability for high performance. The Committee shall review key success markers, performance indicators and the results of Ministry and Internal reviews.

LOCAL DIRECTOR

10.01 The Board shall appoint a Local Director (Executive Director) who shall have the powers and duties as set out in The Child, Youth and Family Services Act.

As defined by contract, the Local Director shall remain in office at the pleasure of the Board or until the Board accepts their resignation.

GRIEVANCE PROCEDURES

11.01 The Board shall establish written policies with respect to complaints or grievances lodged by Society wards, children in care, other Society clients, foster parents, volunteer workers, members and such others as the Board by resolution deems appropriate. The Board shall establish in writing procedures or mechanisms whereby complaints or grievances can be reported, documents, heard if a hearing is necessary, and resolved. The policies and procedures with respect to grievances 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 resolutions of grievances lodged.

ANNUAL AND OTHER MEETINGS OF THE BOARD OF DIRECTORS

12.01 Annual Meeting - The annual meeting of the Society shall be held within six (6) months following the end of the Society's fiscal year and within fifteen (15) months after the holding of the last preceding annual meeting at a time, date and place within the area served by the Society as determined by the Board for the purposes of:

- a) hearing and receiving the reports and statements required by The Corporations Act to be read at and laid before the Society at an annual meeting;
- b) electing directors;
- c) appointing the auditor and fixing or authorizing the Board to fix their remuneration; and

[RETURN TO TABLE](#)

- d) transacting any other business properly brought before the meeting

12.02 Removal of Auditors by Directors - The Directors may by resolution passed by 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 in such auditor's stead for the remainder of the term.

EXECUTION OF DOCUMENTS

13.01 Cheques, Drafts, Notes, etc. - All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed in the manner and by the officer or officers or person or persons from time to time prescribed by the Board.

13.02 Execution of Documents - Documents, excepting those set out in Section 15.01, requiring execution by the Society may be signed by either one of the President or a Vice President and either one of the Secretary or the Vice President of Finance, and all documents so signed are binding upon the Society without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Society, either to sign documents generally or to sign specific documents. The corporate seal of the Society shall, when required, be affixed to documents executed in accordance with the foregoing.

BANKING

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

- a) operate the Society's accounts with the bankers;
- b) 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 for the Society;
- c) issue receipts for and orders relating to any property of the Society;
- d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and [RETURN TO TABLE](#)

- e) authorize any officer of the banker to do any act or thing on the Society's behalf to facilitate the banking business.

BORROWING

15.01 Subject to the limitations set out in The Corporations Act, the Letters Patent of the Society and this by-law, the Board may:

- a) borrow money on the credit of the Society;
- b) issue, sell or pledge securities of the Society; or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Society, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Society.

15.02 From time to time, the Board may authorize any director, officer or employee of the Society or any other person to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Society.

TRANSFER OF ASSETS

16.01 The Society shall not transfer or assign any of its assets acquired with financial assistance from the Province of Ontario, except in accordance with the regulations under the Child, Youth and Family Services Act.

FINANCIAL YEAR

17.01 The financial year of the Society shall terminate on the last day of March in each year or as may be determined from time to time by a subsection of the Board.

FINANCIAL CAMPAIGNS

18.01 The Board may authorize campaigns for voluntarily donated funds to support the general operations of the Society or any particular phase or aspect of the Society's operations.

NOTICE

19.01 Form of Notice - Any notice required by the Society's by-laws or under governing legislation may be provided by email to the last known email address of the recipient of the notice. [RETURN TO TABLE](#)

19.02 Computation of Time - In computing the date when notice must be given under any provision in the by-law requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

19.03 Omissions and Errors - The accidental omission to give notice of any meeting of the Board or members or other notice required by this by-law or the non- receipt of any notice by any director or member or by the auditor of the Society or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any director, member or the auditor of the Society may at any time waive notice of any meeting and may ratify and confirm any or all proceedings taken thereat.

AUDITORS

20.01 Appointment - At the annual meeting of the Society, the members shall appoint a licensed public accountant as auditor to hold office until the next annual meeting. If no such appointment is made the auditor in office shall continue in office until a successor is appointed.

20.02 Reporting - The auditor shall report to the members on the financial statement to be laid before the Society at the annual meeting and on those other matters required by The Corporations Act.

20.03 Qualifications - No person shall be appointed as auditor of a Society who is a director, officer or employee of the Society or who is a partner, employer or employee of any such director, officer or employee.

RULES OF PROCEDURE

21.01 Standard Parliamentary Rules of Order shall apply at all meetings of the members, the Board, the Executive Committee and any other committees established by the Board. If any issues of dispute arise, Robert's Rules of Order shall govern.

GOVERNING LEGISLATION

22.01 This by-law and all other by-laws of the Society shall be subject to the Child, Youth and Family Services Act, the Corporations Act, and any other applicable current or future legislation, and where such by-laws are inconsistent with governing legislation, the legislation shall prevail and the relevant provision of the Society's by-law shall be construed and enforced pursuant to its intended meaning and effect to the extent possible. Upon the discovery of any such inconsistency, the by-law shall be amended to be consistent with the governing legislation forthwith.

[RETURN TO TABLE](#)

REPEAL OF PRIOR BY-LAWS

23.01 All prior by-laws, resolutions or other enactments of the Society inconsistent with this by-law are hereby repealed.

AMENDMENTS

24.01 This by-law may be amended by a resolution of the directors, confirmed by a two-thirds (2/3) vote of the members of the Society voting at the annual meeting or at a special meeting called for the purpose of amending this by-law.

24.02 The directors may make additional rules and regulations or pass additional by-laws which are not inconsistent with this by-law by a majority vote at a regular or special board meeting. Any new by-laws so enacted shall be confirmed by the members at the annual meeting or at a special meeting of the members.

24.03 Notice to Members - Notice of any proposed amendment or repeal of the by-law shall be given to each member, at least fourteen (14) days prior to the meeting at which the repeal or amendment is to be considered.



Ryan Bell, President

27 November 2018

Date



Lynn Rosales, Secretary

27 November 2018

Date

[RETURN TO TABLE](#)