

**Canadian Mental Health Association
Any Municipal Branch**

**By – Laws
2010**

Contents

CANADIAN MENTAL HEALTH ASSOCIATION BY-LAW PREAMBLE 6

Article 1 Definitions and Interpretation 7

 1.1 Definitions..... 7

 1.2 Interpretation..... 10

 1.3 Organizational Structure..... 10

 1.4 Symbol..... 10

 1.5 Meeting Procedures..... 11

 1.6 Rules of Order 12

Article 2 Membership in the Corporation 12

 2.1 Admission..... 12

 2.2 Membership Categories..... 14

 2.3 Branch Members..... 14

 2.4 Associate Members..... 14

 2.5 Honorary Members..... 14

 2.6 Life-Time Members 14

 2.7 Ex-Officio Members 14

 2.8 Membership Fee 15

 2.9 Resignation of Membership..... 15

 2.10 Termination of Membership..... 15

Article 3 Annual General and Special Meetings of the Members of the Corporation 16

 3.1 Annual General Meetings of the Members of the Corporation 16

 3.2 Special Meetings of the Members of the Corporation 17

 3.3 Notice 17

 3.4 Omission of Notice..... 18

 3.5 Special meetings without Notice 18

 3.6 Quorum..... 18

 3.7 Chair of the Meeting..... 18

 3.8 Voting by Members..... 18

 3.9 Adjourned Meeting..... 19

3.10	Written Resolutions and By-Laws	19
3.11	Financial Year End	19
3.12	Limitation of Voting Rights.....	19
Article 4	Board of Directors	19
4.1	Nominations to Board.....	19
4.2	Board Composition	20
4.3	Ineligibility.....	21
4.4	Term of Office	21
4.5	Qualifications of Directors	22
4.6	Guidelines for the Selection of Directors.....	22
4.7	Terms of Office Restrictions.....	25
4.8	Vacancy and Termination of Office.....	25
Article 5	Powers and Responsibilities of the Board of Directors.....	26
5.1	Standard of Care	26
5.2	Powers of Individual Directors.....	26
5.3	General and Specific Powers.....	27
5.4	Remuneration of Directors	28
5.5	Conflict of Interest	28
5.6	Confidentiality.....	31
5.7	Responsibilities and Powers of the Board	31
5.8	Performance Expectations of Individual Directors	35
5.9	Principles of Governance	37
Article 6.0	Officers of the Board and of the Corporation.....	38
6.1	Officers.....	38
6.2	Duties of the Chair	39
6.3	Duties of the Vice Chair.....	40
6.4	Duties of the Treasurer	41
6.5	Duties of the Past Chair.....	41
6.6	Duties of the Chief Executive Officer	41
6.7	Duties of the Secretary	43
6.8	Protection of Directors and Officers	45
6.9	Indemnification of Directors, Officers, and Committee Members.....	45

6.10	Indemnification of Employees	45
6.11	Insurance.....	46
6.12	Removal of Officers.....	46
Article 7	Regular and Special Meetings of the Board.....	46
7.1	Regular Meetings	46
7.2	Special Meetings	47
7.3	Chair	47
7.4	Meetings without Notice	47
7.5	Adjourned Meeting.....	47
7.6	Procedures for Board Meetings.....	48
7.7	Quorum	49
7.8	Closed Sessions	49
7.9	Rules.....	49
Article 8	Standing Committees of the Board.....	49
8.1	Establishment of Committees.....	49
8.2	Executive Committee	50
8.3	Governance Committee	52
8.4	Terms of Reference for Ad Hoc Committees	54
8.5	Quorum and Procedures for Committees	55
8.6	Community Consultation	55
8.7	Conflict Resolution	55
Article 9	Financial	56
9.1	Fiscal Year.....	56
9.2	Signing Officers	56
9.3	Banking Arrangements.....	56
9.4	Borrowing Power	57
9.5	Delegation.....	57
9.6	Seal.....	57
9.7	Investments.....	57
9.8	Endowment Benefits and Trust Funds.....	57
9.10	Auditor	58
9.11	Budget	58

9.12	Reserves	58
9.13	Division and National Association Support	58
Article 10	Enactment, Repeal and Amendment To By - Law.....	59
10.1	Amendment	59
10.2	Notice	59
10.3	Effective Date	59
10.4	Approval by Members.....	59
10.5	Rejection	60
10.6	Repeal of Prior By-Laws	60
10.7	Dissolution	60
10.8	Effective Date.....	61

CANADIAN MENTAL HEALTH ASSOCIATION BY-LAW PREAMBLE

WHEREAS the objects of the Corporation are:

1. To improve the treatment and rehabilitation services for the mentally ill;
2. To work for the promotion of mental health and the prevention of mental illness;
3. To improve attitudes towards mental illness and community acceptance and understanding of, and responsibility for, the mentally ill;
4. To enter into any arrangements with any authorities, public or academic or otherwise that may seem conducive to the Corporation's objects or any of them and to obtain from any such authority any rights, privileges and concessions which the Corporation may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
5. To receive, acquire and hold gifts, donations, legacies and devices; and
6. To acquire, construct, hold, supply, operate, manage and maintain housing accommodations and incidental facilities for persons with mental health problems.

NOW THEREFORE be it enacted and it is hereby enacted that all by-law of the Corporation heretofore enacted be cancelled and revoked and that the following by-law be substituted in lieu thereof.

Article 1 Definitions and Interpretation

1.1 Definitions

In this by-law the following words and phrases shall have the following meanings respectively:

1. "Act" means the Corporations Act (Ontario), and where the context requires, includes the regulations made under it;
2. "Application" means the application for membership prescribed by the Board;
3. "Associates" in relation to an individual means the individual's parents, siblings, spouse or common-law partner, close personal friends and includes any organization, agency, company or individual (such as a business partner) with a formal relationship to the individual (past or present);
4. "Association" means the Canadian Mental Health Association, a national organization with national, provincial and local levels that has general, corporate/institutional, honorary and life members as outlined in the "CMHA Membership Policy";
5. "Auditors" means the firm of Charter Accountants, duly licensed under the Public Accountancy Act (Ontario), appointed by a vote of members at the most recent Annual General Meeting;
6. "Board" means the governing body, the Board of Directors, of the Corporation;
7. "Branch" means a branch of the Association that has been granted a charter by the Division; which charter is in good standing and is in compliance with the Branch/Division Agreement;
8. "Branch/Division Agreement" means the agreement entered into between the Corporation and the Division governing the Branch/Division relationship and the use of the "Canadian Mental Health Association" name and symbol;
9. "By-Law" means any by-law of the Corporation from time to time in effect;
10. "CE LHIN" means Central East Local Health Integration Network;
11. "Chair" can have two meanings; either the officer elected as such from among the directors or the person who presides over a meeting and, with the exception of the Governance and Executive Committee, is appointed by the Chair of the Board;
12. "Chief Executive Officer" means the senior employee of the Corporation appointed by the Board to manage and administer the day-to-day affairs of the Corporation;
13. "Client" means a person who is being provided the health services of the Corporation;

14. "Committee" means any committee established by the Board or pursuant to this By-Law;
15. "Conflict of Interest" includes, without limitations, the following four areas that may give rise to conflict of interest for the Directors of the Corporation, namely:
 - a. Pecuniary or financial interest or other personal interest – a Director is said to have a pecuniary, financial or other personal interest in a decision when the Director (or his Associates) stands to gain by that decision, either in the form of money, gifts, favors, gratuities or other special considerations including non-monetary benefits; in addition, a Director shall be in a conflict of interest where he makes or attempts to make any profit or financial gain as a result of exploiting his relationship with the Corporation;
 - b. Undue influence – participation or influence in Board decisions that selectively and disproportionately benefits particular agencies, branches, companies, organizations, municipal or professional groups, or clients from a particular demographic, geographic, political, socio-economic, cultural or other group is a violation of the Director's entrusted responsibility to the community at large;
 - c. Adverse interest – a Director is said to have an adverse interest to the Corporation when he, or a member of his immediate family, is a party to a claim, application or proceeding against the Corporation; and
 - d. Personal relationship – a Director has or may be perceived to have a personal interest that is inconsistent with those of the Corporation, creating conflicting loyalties;
16. "Core values" include, but are not limited to, social justice, individual and collective responsibility, access to appropriate and adequate resources/supports, self-determination, community integration, integrity, partnership, excellence, accountability and creativity;
17. "Corporation" means the Canadian Mental Health Association – Any Municipal Branch;
18. "Director" means a member of the Board;
19. "Employee" means an employee of the Corporation;
20. "Extended family" means the spouse, common law spouse, child, parents, siblings, grandparents, nieces, nephews and their extended families and includes the same family members of any spouse;
21. "Ex-officio" means election or membership "by virtue of the office" and includes all rights, responsibilities and power to vote unless otherwise specified;
22. "Fiscal year" means the period of a year which begins on April 1 and ends on March 31 of the following year;
23. "Governance" is a process of providing strategic leadership by setting direction, making policy and strategy decisions, overseeing and monitoring Corporate performance and ensuring overall

accountability; and it can mean the exercise of authority, direction and control of the Corporation in order to ensure that its mission, vision and core values are achieved;

24. "Head office" means The Bond Centre, 60 Bond Street West, Oshawa, Ontario, L1G 1A5;
25. "Immediate family" means the spouse, common law spouse, child, parent, siblings and grandparents of a Director or employee of the Corporation and includes the same relatives of any spouse;
26. "Ineligibility" is defined separately in this By-Law (see 4.3);
27. "Letters Patent" means the letters patent incorporating the Corporation and the supplementary letters patent modifying same and includes the objects (objectives) of the Corporation;
28. "Members" means a member in good standing of the Corporation and is further defined in Article 2;
29. "Mission" is "CMHA – Any Municipal Branch exists to promote and enhance the mental and emotional well being of the residents of Any Municipal Region";
30. "Objects" are the objectives of the Corporation as set out in the Letters Patent and modified in the Supplementary Letters Patent;
31. "Officer" means the Chair, Vice-Chair, Treasurer, Secretary, Past Chair, or Chief Executive Officer of the Corporation;
32. "Past Chair" means a previous Chair of the Board of Directors of the Corporation. The immediate Past Chair is an Officer of the Corporation, a Member of the Board, a member of the Executive Committee and Chair of the Governance Committee. Should he be unable to assume office, the most recent Past Chair who is willing to serve will be Past Chair;
33. "Policies" means the Board and administrative policies of the Corporation;
34. "Primary Service Area" includes all of the communities and regions serviced by CMHA-Any Municipal;
35. "Programs" means the programs approved by the Board;
36. "Rules of Order" means the procedures for conducting meetings and elections that are based on democratic parliamentary procedures. The recommended rules of the Corporation are included in "Kerr & King, Procedures for Meetings and Organizations";
37. "Section or sub-section" means the appropriate section or subsection of this By-Law as the context may require;

38. “Stakeholders” means the clients, employees of the Corporation, the citizens of the communities served we serve and their elected representatives, funders and government and other agencies which contribute to meeting the healthcare needs of the community;
39. “Values” are the core values outlined above; and
40. “Vision” is “We envision a community in which individuals are valued and respected. The community is a diverse, accepting one, mobilized to empower all residents. CMHA-Any Municipal strives to nurture and promote that healthy community”.

1.2 Interpretation

This By-Law shall be interpreted in accordance with the following unless the context otherwise specifies or requires:

1. Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and vice versa; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
2. The headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
3. Any reference herein to any law, By-Law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

1.3 Organizational Structure

The Canadian Mental Health Association – Any Municipal Branch (hereinafter known as the Corporation) is a voluntary, non-profit organization incorporated under Letters Patent, Province of Ontario, -- and initially founded in --. The Corporation is a part of a Provincial organization known as the Canadian Mental Health Association, Ontario Division (hereinafter known as the Division) which in turn is a part of a National organization known as the Canadian Mental Health Association (hereinafter known as the Association). The terms of association are outlined in Branch/Division/National agreements that are renewed every three years.

1.4 Symbol

The Corporation shall have its symbol the symbol used and approved, from time to time, by the Association.

1.5 Meeting Procedures

1. Any Director, Officer, or employee as the context requires, and unless expressly prohibited by the By-Laws (see 7.06 (c) specifically), rules or procedures of the Corporation, may participate in a meeting of the Board or of a Committee of the Board by means of telephone conference or electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed for the purpose of the Act and this By-Law to be present at the meeting.
2. A resolution confirmed in writing or electronically by all Directors entitled to vote on that resolution at a meeting of Directors or signed by all members entitled to vote on that resolution at a meeting of the Corporation is valid as if it had been passed at a meeting of the Board or at a meeting of the Corporation, respectively.
3. Subject to paragraphs 1.5.1 & 1.5.2 above, business arising at any meeting of the Corporation, the Board or any Committee established pursuant to this By-Law, shall be decided by a majority of votes (meaning a majority of the votes cast) unless otherwise required by statute, by this By-Law or by the rules of procedure selected by the Corporation for such meetings.
4. Voting shall take place as follows:
 - a. Except as provided in this By-Law, each Member, each Director and each Committee Member shall be entitled to one (1) vote at any meetings of the Corporation, Board or Committee, respectively. (see 8.1.5)
 - b. At a meeting of the Members, Members may, by means of a proxy, appoint another Member to attend and act at the meeting of the Members as the Member's nominee, in the manner, to the extent and with the power conferred by the proxy, in accordance with the Act and procedures implemented by the Board. Evidence of the appointment shall be on a proxy form approved by the Board, from time to time, and available from the Secretary. Such executed form shall be presented to the Chair prior to the Call to Order of the meeting and be acceptable at sole discretion of the Chair.
 - c. Votes shall be taken in the usual way, by show of hands, or verbal consent among all Members, Directors and Committee Members present and entitled to vote, and, subject to 1.5.4.d below, in the event of a tie, the motion is lost.
 - d. The Chair at any meeting of the Members of the Corporation shall have an initial vote and , in case of an equality of votes, either upon a show of hands or upon a poll, the Chair of a meeting of the Members, shall be entitled to an additional or casting vote. The Chair of a meeting of the Board or a Committee is not entitled to an additional vote or casting vote in the event of an equality of votes, but rather, a tie vote shall be considered lost.

- e. Whenever a vote has been taken on a question, a declaration by the Chair of the meeting that a resolution, vote or motion has been carried or has not been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution, vote or motion.
 - f. After a show of hands has been taken on any questions, the Chair of the meeting may require, or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such a manner as the Chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present, in person or by proxy, is entitled to vote at such meetings shall have one (1) vote and the results of the poll shall be the decision of the Members, the Board or the Committee, as the case may be.
5. Minutes shall be kept for all meetings of the Corporation, the Board or any Committee and shall be approved at the next meeting of the Corporation, the Board or the Committee as the case may be.
 6. The declaration of the Secretary or Chair that notice has been given pursuant to the By-Law shall be sufficient and conclusive evidence of the giving of such notice.

1.6 Rules of Order

Any questions of procedure at or for any meetings of the Corporation, of the Board or of any Committee, which have not been provided for in this By-Law or by the Act, shall be determined by the Chair of the meeting in accordance with “Kerr & King, Procedures for Meetings and Organizations” or such other rules of order adopted by resolution of the Board from time to time.

Article 2 Membership in the Corporation

2.1 Admission

1. Members of the Corporation shall be at least eighteen (18) years of age.
2. Membership in the Corporation shall be limited to persons who are interested in furthering the Corporation’s objects, vision, mission and values; who reside or are employed in the Regional Municipality of Any Municipality and shall become Members by resolution of the board pursuant to section 2.1.3 following.
3. Membership in the Corporation may be granted to individuals, families, societies, partnerships or Corporations by or with the authorization of the Board on an annual basis for the year beginning June 1. Memberships may also be approved by the Board at other times during the year, but the membership fee shall not be altered.

4. The Board of Directors may from time to time and at their sole discretion, approve for membership, a person who would otherwise be ineligible, with a resolution passed by at least two-thirds (2/3) of the Board.
5. Members of the Board of Directors of the Corporation shall be ex-officio Members of the Corporation.
6. Employees of the Corporation are ex-officio Associate Members of the Corporation.

2.2 Membership Categories

The Corporation shall have the following categories of membership:

1. Branch Members;
2. Associate Members (non-voting);
3. Honorary Members (non-voting);
4. Life-Time Members (non-voting); and
5. The Directors, ex-officio.

2.3 Branch Members

Subject to the relevant sections of 2.1, payment of the approved membership fee within 30 days of the payment required, to the Corporate Secretary, shall be sufficient to maintain a membership in good standing.

2.4 Associate Members

Corporate employees shall be ex-officio, Associate Members of the Corporation.

2.5 Honorary Members

Subject to section 2.1, a person is eligible to be an Honorary Member where he serves, with the approval of the Corporation, as a patron of the Corporation.

2.6 Life-Time Members

Subject to 2.1, a person is eligible to be a Life-time Member when he, in the opinion of the Board, makes an extraordinary contribution to the Corporation.

2.7 Ex-Officio Members

As noted in 2.2.5 each Director shall be, ex-officio, a voting Member of the Corporation for the period that he serves on the Board.

2.8 Membership Fee

The membership fee shall be established by the Board, from time to time, and as conditions require. The fee or renewal must be received by the Secretary within ten (10) days of the announced date of the Annual General Meeting (or Special General Meeting) for a member to be eligible to vote at such meetings and within thirty (30) days of the announcement or the membership will cease to exist.

2.9 Resignation of Membership

A Member of the Corporation may at any time withdraw from the Corporation by delivering a written resignation to the Secretary or Chair. A resignation shall be effective at the time it is received by the Secretary or Chair of the Corporation or at the time specified in the resignation, whichever is later. At the time of withdrawal, a Member is not entitled to a refund of the membership fee, in whole or in part and remains liable to the Corporation for any sum owed.

2.10 Termination of Membership

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:

1. Upon death, resignation or termination of the Member;
2. In the event that the Member ceases to meet the qualifications set out for membership in this By-Law; such determination to be made in the absolute sole discretion of the Board;
3. When the person ceases to be a Director of the Corporation and has not paid the fee to become an individual member (with Board approval);
4. When the person has not paid the fee, assessed for membership, prior to the Annual General meeting, having been given thirty (30) days notice of the renewal requirements;
5. Where a Member is deemed to be acting contrary to the interests of the Corporation's objects, mission, vision and values, the Board may, by at least two-thirds (2/3) of the votes cast at a meeting of the Board, pass a resolution to remove a member from the membership of the Corporation, and at that time, the interest of such Member in the Corporation shall cease to exist. Prior to Member being removed from membership in the Corporation pursuant to this paragraph, said Member will be provided with a notice of the intent to remove the Member (sent to the Member's last known address, at least twenty one (21) days prior to the meeting called to discuss this issue) and with an opportunity to make written representation to the Board.

Article 3 Annual General and Special Meetings of the Members of the Corporation

3.1 Annual General Meetings of the Members of the Corporation

1. The Annual General Meeting of Members shall be held, as soon as possible after the end of the fiscal year, but not later than June 30 in each calendar year.
2. The business transacted at the Annual General Meeting shall include, at least:
 - a. Approval of the minutes of the immediately preceding Annual General Meeting.
 - b. Unfinished business, if any, from the previous Annual General Meeting.
 - c. The report of the Board on the affairs of the Corporation for the previous year.
 - d. A report from the Chief Executive Officer of the Corporation.
 - e. A report from the Governance Committee.
 - f. The election of Directors to the Board.
 - g. A report from the Treasurer.
 - h. The auditor's report from the previous fiscal year.
 - i. Appointment of the auditors for the current fiscal year.
 - j. Ratification of all acts of the Directors since the last AGM.
 - k. Motion to terminate.
3. No item of other business shall be considered at the Annual General Meeting of the Corporation unless notice in writing of such item of other business has been given to the Secretary prior to the giving of notice of the Annual General meeting so that such an item of new business can be included in the notice of the Annual General Meeting. Such notice of new business may be provided to the Secretary in the following circumstances:
 - a. By motion of the Board.
 - b. Upon written request, signed by at least ten (10) voting members, entitled to vote at the Annual General Meeting, for any purpose connected with the affairs of the Corporation

which are properly in the purview of the Member's role in the Corporation and which are not inconsistent with the Act.

- c. By the Chair.
4. No nominations for Directors shall be permitted from the floor at the Annual General Meeting (see 4.1).
5. Elections to the Board of Directors shall be by secret ballot when there are more than four (4) candidates. In the event of a tied vote, a second ballot shall be taken for the position. If the result is still a tie, a toss of a coin shall then decide the outcome.

3.2 Special Meetings of the Members of the Corporation

1. The Chair may call a special meeting of the Corporation at any time for the transaction of any business, the nature of which is specified in the notice calling the meeting. The Chair shall call such a meeting upon written request of a majority of the Board.
2. Ten (10) members, (in good standing) of the Corporation entitled to vote at the meeting proposed to be held may, in writing, require the Chair to call a special meeting of the Members for any purpose connected with the affairs of the Corporation which are properly within the purview of the Members' role in the Corporation and which are not inconsistent with the Act.
3. The requisition shall be deposited at or delivered to the Head Office of the Corporation and may consist of several documents, in like forms, signed by one or more requesters.
4. Notice of a special meeting shall be given in the same manner as provided in section 3.3. If the Directors, acting in their sole discretion, determine that the requisition meets the qualifications set out in paragraph 3.2.2, the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition. The notice of a special meeting shall specify the purpose or purposes for which it has been called.

3.3 Notice

1. Thirty (30) days prior notice of an Annual General Meeting or fourteen (14) days prior notice of a special meeting of the Corporation shall be given to each member. Notice of any meeting where special business will be transacted shall contain sufficient information to permit each member to form a reasoned judgment on the decision to be taken.

2. Notice of a meeting of the Members may be delivered, faxed, e-mailed or telephoned to each member.

3.4 Omission of Notice

No unintentional or technical error or omission in giving notice of a meeting of Members of the Corporation may invalidate resolutions passed or proceedings taken at the meeting. Any Member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.

3.5 Special meetings without Notice

A meeting of Members may be held without notice at any time and place permitted by the Act if all the Members entitled to vote are either present in person or, if those not present consent to such meetings being held, and if the auditors and the Directors are present or consent to such meeting being held. At such meeting, any business may be transacted which the Corporation at the meeting of the Members may transact.

3.6 Quorum

A quorum for meetings of the Members of the Corporation shall be ten (10) voting members in good standing present in person or by proxy.

3.7 Chair of the Meeting

The Chair of a meeting of the Corporation shall be:

1. The Chair of the Corporation; or
2. The Vice-Chair of the Corporation, if the Chair is absent or is unable to act; or
3. A chair elected by the Directors present if the Chair and Vice Chair are absent or unable to act. The Secretary shall preside at the election of the chair, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election.

3.8 Voting by Members

At any meeting of Members of the Corporation, members in good standing may vote in person or by proxy; if a proxy is appointed, an instrument of proxy evidencing the appointment and acceptable to the Chair of the meeting, shall be executed by the Member making the appointment and presented to the Chair prior to the Call to Order of the meeting (approved form is available from the Secretary).

3.9 Adjourned Meeting

1. If, within one-half hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Chair.
2. At least three (3) days notice of the adjourned meeting shall be given in accordance to the provisions of section 3.3 .2 above.
3. Meetings may be adjourned at any time. Business may be transacted at the continuation of such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. Such adjournment may occur notwithstanding that no quorum is present.

3.10 Written Resolutions and By-Laws

Any resolution or By-Law passed at any time during the Corporation's existence may, in lieu of confirmation at a meeting, be confirmed electronically or in writing by all the Members entitled to vote at such meeting. Such resolution confirmed electronically or in writing, by all Members entitled to vote on that resolution at a meeting of the Corporation, is as valid as if it had been passed at a meeting of the Corporation.

3.11 Financial Year End

The financial year of the Corporation shall end with the 31st day of March in each calendar year.

3.12 Limitation of Voting Rights

Notwithstanding any other provision contained herein, the Members of the Corporation, to be entitled to vote at an Annual General or Special Meeting of the Members, must have become Members or renewed their Membership, paid their annual membership fee and received Board approval.

Article 4 Board of Directors

4.1 Nominations to Board

Subject to this section and all other provisions of this By-Law, nominations for election as Director at the Annual General Meeting of the Corporation may be made only in accordance with the following process:

1. The Governance Committee may receive written nominations of Members in good standing of the Corporation, signed by at least two (2) Directors of the Corporation, for consideration as candidates by the committee. Such nominations must be accompanied by a completed Application for the Board of Directors (available from the Secretary of the Board) and a resume.
2. The Governance Committee shall, in addition to consulting with the Chief Executive Officer throughout the year, identify potential candidates for Directors and determine the willingness of such candidates to serve.
3. The Governance Committee may, in consultation with the Chief Executive Officer, initiate a process to identify potential candidates for the Board based on a call for volunteers advertised in communities throughout the Region. The Committee shall ensure that potential candidates are willing to serve.
4. The Governance Committee shall ensure that each nominee has signed a written declaration that if elected, he will serve as a Director in accordance with the By-Law.
5. The Governance Committee will receive and review all nominations made by the Governance Committee and Members, taking into consideration and applying the Guidelines for the Selection of Directors in section 4.6. The Governance Committee will conduct a thorough interview with selected candidates before preparing a list of recommended nominees to the Board for consideration. References will be thoroughly checked prior to the Annual General Meeting and each nominee will be required to provide a recent "Criminal Information Request" including a "Vulnerable Sector Check" obtained from the Any Municipal Regional Police Services to be placed in the Corporations files.
6. The Governance Committee will ensure that the Board's recommended nominees, together with their qualifications, are made available to the Members of the Corporation at least ten (10) days prior to the Annual General Meeting.
7. The Governance Committee shall ensure that at least two thirds (2/3) of the elected Directors shall be persons who principal employment is not in the field of Health Services.

4.2 Board Composition

The Affairs of the Corporation shall be managed by a Board consisting of sixteen (16) Directors, of whom twelve (12) shall be elected by the Members and four (4) shall be ex-officio Directors.

1. At least eight (8) of the elected Directors shall be persons whose principle occupation shall not be in the field of Health Services.
2. The incumbent in each of the following offices shall be an ex-officio Member of the Board:
 - a. The Chair of the Board of Directors of the Corporation.
 - b. The Past Chair of the Board of Directors of the Corporation.

- c. The Chief Executive Officer of the Corporation (non-voting).
- d. The Director of Corporate Services of the Corporation (non-voting).

The ex-officio Directors shall hold office until their successors are appointed in accordance with this By-Law.

4.3 Ineligibility

The following paragraphs define persons excluded from eligibility as Board Members of the Corporation:

1. An employee of the Corporation, or his associate, with the exception of the Chief Executive Officer and the Director of Corporate Services, during their tenure and for a period of at least five (5) years following it.
2. Former employees of the Corporation, who have been dismissed, have taken legal action against the Corporation in the last five years or who have litigation pending.
3. A member of the immediate family, close personal friend or business associate of a Director of the Corporation.
4. A client of the Corporation, or their immediate family, unless they have been discharged for at least two (2) years; or
5. An employee or board member of another health service provider in the CELHIN;
6. Section 4.3 notwithstanding, any member of the Corporation who is unanimously supported by the Board of Directors of the Corporation at a meeting called for that purpose, will be eligible for election or appointment to the Board.

4.4 Term of Office

1. At the Annual General Meeting, Directors shall be elected in rotation to a three (3) year term.
2. At least four (4) Directors will be replaced or re-appointed on an annual basis.

4.5 Qualifications of Directors

1. Every Director shall be at least eighteen (18) years of age and shall be a voting member in good standing of the Corporation; as, upon election as Directors, they become ex-officio members of the Corporation.
2. No Person with an undischarged bankruptcy or who fails to supply Criminal Information Request and Vulnerable Sector Check form from the Any Municipal Regional Polices Service shall be a Director.
3. No ineligible person shall serve on the Board of Directors except those persons included by reason of 4.3.6.

4.6 Guidelines for the Selection of Directors

1. To ensure the membership of the Board reflects the breadth, depth and diversity of the communities we serve, the following principles, qualities and skills will guide the Governance Committee when considering candidates for Board membership:
 - a. The Board shall be capable and experienced to lead the Corporation;
 - b. The membership of the Board shall reflect a wide range of interests and perspectives including:
 - i. Understanding the health needs, particularly the mental healthcare and addictions needs, of the community served;
 - ii. Understanding the special needs of communities served by the Corporation;
 - iii. Community involvement; and
 - iv. Perspective of consumers and their families.
 - c. The membership of the Board must have regard for the demographic, linguistic, cultural, economic, geographic, ethnic, religious and social characteristics of the community we serve.
2. To ensure the appropriate mixture of qualities and skills among the Directors, the Governance Committee must assess what competencies and skills each existing Director possesses. It is unlikely that any one Director will have all the competencies and skills required by the Board. Instead, the Board should be considered as a group, with members

making their own contribution. Attention should also be paid to the personality and other qualities of each Director, as these may ultimately determine the boardroom dynamic.

3. The Governance Committee should be seen as applying objective criteria in determining the appropriate candidates for election as a Director and in doing so shall review the Corporation's vision, strategic direction and goals and objectives for the upcoming three (3) years and shall require that an appropriate application for each candidate be completed. Each candidate shall be objectively considered by the Governance Committee prior to its bringing recommendations for membership to the Board. In doing so, the Governance Committee shall consider identified universal, collective and specifically identified competencies that candidates should have, in addition to ensuring that their motivations in volunteering are a good fit with identified needs on the Board.
4. The Governance Committee shall ensure that all Board Members have the following universal competencies:
 - a. Understanding of the distinction between the strategic and policy role of the Board versus the day to day operational responsibilities of management;
 - b. Capability to give leadership to the development of the Corporation;
 - c. Commitment to the vision, mission and core values of the Corporation;
 - d. Ability to work as a member of a team;
 - e. Recognition of the time commitment and the willingness to devote the time and energy necessary to perform the role of director;
 - f. Enthusiasm and capacity for resolving challenging issues;
 - g. An understanding of the range of obligations and constraints imposed upon directors of corporations.
5. The Board shall strive to ensure that the following collective competencies are present:
 - a. Prior experience in governance;
 - b. Strategic planning experience;
 - c. Experience in the management and restructuring of complex organizations;
 - d. Understanding of mental health needs, issues and broad health care sector trends;
 - e. Understanding of the diverse needs of the community served;
 - f. Previous experience in the health field;
 - g. Awareness of provincial health care trends;

- h. Demonstrated leadership on behalf of the needs of consumers and families;
 - i. Direct experience as a consumer and/or family member who has received services associated with substance abuse and mental health issues;
 - j. Knowledge and experience in business and management;
 - k. Knowledge and experience in education;
 - l. Understanding of fiscal, financial and legal matters;
 - m. Knowledge and experience in health professional education;
 - n. Knowledge and experience in human resource management;
 - o. Knowledge and experience in communications and information technology;
 - p. Knowledge and experience in government and public relations; and
 - q. Knowledge and experience in marketing, fundraising (large scale).
6. In considering the guidelines set out in paragraphs 1-5 the Governance Committee shall strive to ensure that the membership of the Board includes consumer and/or family representation.
7. Current Board Members whose terms are expiring are not entitled to automatically stand for re-election but must be considered in the same manner as all the other candidates except that they need not be re-interviewed by the Governance Committee. Such consideration will also take into account the Board member's performance during his term including consideration of the following factors:
- a. Board and Committee meeting attendance;
 - b. Commitment to and participation in continuing education;
 - c. Effective communications, including contributions at Board and Committee meetings and on behalf of the Board where requested;
 - d. Preparation prior to Board and Committee meetings;
 - e. Support of Board actions (regardless of how the Director votes);
 - f. Ability to express a dissenting opinion in a constructive manner;
 - g. Compliance with all governing legislation and By-Laws; and
 - h. Support of the Corporation's objects, vision, mission and core values.

8. The Board shall consider the above factors while balancing the need to ensure ongoing expertise on the Board and the need to plan for the succession of the Board Officer positions.

4.7 Terms of Office Restrictions

1. With the exception of the Chair and the Past Chair (see 6.1.3) no member shall serve as an elected member for more than 9 consecutive years.
2. A former Director restricted by paragraph 4.7.1 may be reappointed as a Director following a one year break in service or, in special circumstances, when identified by the Board, may be reappointed for a period, not longer than three (3) years, when passed by their resolution and a two-thirds (2/3) majority of the whole Board.

4.8 Vacancy and Termination of Office

1. The office of an elected or ex-officio Director shall automatically be vacated:
 - a. If the Director, at any time, should meet the criteria set out in section 4.3;
 - b. If the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
 - c. If the Director is deemed to be mentally incompetent or becomes of unsound mind;
 - d. If the Director, by notice in writing to the Corporation, resigns the office, such resignation shall be effective at the time it is received by the Secretary or Chair of the Corporation or at the time specified in the notice, whichever is later; or
 - e. If the Director dies.
2. At the discretion of the Board, the office of an elected Director may be vacated by a two thirds (2/3) resolution of the Members of the Board of the Corporation subject to the following criteria:
 - a. If the Director is absent for more than two (2) consecutive regular meetings of the Board, or if a Director is absent for more than three (3) of the regular meetings of the Board in any twelve (12) month period; or

- b. If a Director knowingly fails to comply with the Act, the Corporation's Letter Patent, By-Law, Governance procedures, rules, regulations, policies or procedures, including without limitations, the confidentiality, conflict of interest and standards of care requirements set out in this By Law.
3. If a vacancy occurs at any time among the Directors, either by a resignation, death or removal by the Members of the Board in accordance with paragraph 4.8.2 above, or by any other cause, such vacancy may be filled by a qualified person, proposed by the Governance Committee through the process outlined elsewhere in this By-Law, and elected by the Members of the Board to serve until the next annual meeting or for the entire duration of the unexpired term, provided that the requirements of section 4.7 are met.
4. In light of 4.8.3 above, at the next annual meeting in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the Members shall confirm the Directors appointed by the Board.

Article 5 Powers and Responsibilities of the Board of Directors

5.1 Standard of Care

Every Director and Officer of the Corporation in exercising his powers and discharging his duties shall:

1. Act honestly and in good faith with a view to the best interests of the Corporation; and
2. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.2 Powers of Individual Directors

No individual Director shall have any authority to act on behalf of the Board with respect to agents or employees of the Corporation except as provided in this By-Law or by resolution of the Board. No individual Director shall have any authority to act on behalf of the Corporation with respect to the transaction of the affairs of the Corporation except as provided in this By-Law or by resolution of the Board.

5.3 General and Specific Powers

The Directors, acting together in their capacity as a Board, shall have the authority to exercise any of the powers prescribed by the Corporations Act, or by any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law regarding charities and, without limiting the generality of the foregoing, shall have the following powers in particular:

1. Power to Accumulate

To accumulate from time to time part of the fund or funds of the Corporation and income therefrom, subject to any statutes or laws from time to time applicable;

2. Power to Invest

To invest and reinvest the funds of the Corporation in such a manner as determined by the Directors, subject to the law for Trustees;

3. Power to Solicit Donations and Grants

To solicit and receive donations, bequests, legacies and grants and to enter into agreements, contracts and undertakings incidental thereto;

4. Power to Receive Personal Property

To acquire by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same, or any part thereof, as may be considered advisable;

5. Power to Hold and Dispose of Real Property

To acquire by purchase, lease, devise, gift or otherwise, real property or interest therein necessary for the actual use and occupation of the Corporation or for carrying on its charitable undertakings, and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof;

6. Power to Hire

The Board shall appoint a Chief Executive Officer (CEO) to manage the affairs of the Corporation who, shall employ or engage such other employees, contractors, attorneys, investment advisors and other agents that are deemed necessary to fulfill the purposes of the Corporation; to pay persons so hired; and, to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses as may be necessary within the annual budget.

7. Power to Sue and Compromise Claims

To demand and compel payment of all sums of money and claims to any real or personal property in which the Corporation may have an interest and to compromise any such claims, and generally to sue and be sued in its Corporate name.

8. Power to Set Remuneration and Fees

To set remuneration and fees for employees, auditors, contractors and any other agents.

9. Power to Issue Cheques

To draw, make, accept, endorse, execute and issue cheques and other negotiable or transferable instruments.

10. Power to Make Policies, Rules and Regulations

The Board may, by resolution, establish rules, regulations and policies, not inconsistent with this By-Law, relating to the efficient governance, management and operations of the Corporation.

11. Restriction on the Foregoing Powers

Provided that all of the foregoing is subject to the Trustee Act (Province of Ontario) and any order of the Court, provided that it shall not be unlawful for the Corporation directly or indirectly to transact or undertake any business within the meanings of the Loan and Trust Corporations Act; provided that the Corporation shall not have the capacity of a natural person; provided further that none of the activities of the charity shall be carried out in contravention of the jurisprudence and statutes that govern charities.

5.4 Remuneration of Directors

The Directors of the Corporation shall serve as such without remunerations, and no Director shall directly or indirectly receive any profit from his position as such, provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties as a Director.

5.5 Conflict of Interest

1. Directors, their extended families, close personal friends and business acquaintances shall not, directly or indirectly, enter into any proposed contract or transaction with the Corporation.
2. A conflict may be “real”, “potential”, or “perceived”; the same duty to disclose applies in each. Non-pecuniary interests may also present a moral, if not legal, conflict of interest.

3. Where a Director, either on his behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any material contract or material transaction or other matter, or otherwise has a conflict of interest, as a Director, he:
 - a. Shall disclose his interests fully in writing or at a meeting of the Directors in which the disclosure is entered into the minutes of the meeting;
 - b. Shall disclose his interests and the general nature thereof prior to any consideration of the matter in the meeting;
 - c. Shall not take part in the discussion of or vote on any question in respect of the matter; and
 - d. Shall not in any way whether before, after, or during the meeting influence the voting on any such question.

The pecuniary or personal interest, direct or indirect, of any extended family member shall, if known to the Director, be deemed to be also the pecuniary interest of the Director. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

4. Every Director who, either directly or through one of his associates, has or thinks he may potentially have an actual or perceived Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation, shall disclose the nature and extent of the Conflict of Interest at a meeting of the Board. These rules and procedures apply equally to meetings of committees.
5. The declaration of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.
6. If the Director, or his associates, becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a conflict.
7. In the case of an existing contract, transaction, matter or decision, the declaration shall be made at the first meeting of the Board after the individual becomes a Director or the interest comes into being.
8. All such declarations of interest (including the specific nature thereof) shall be recorded in the minutes of the meeting and in the minutes of every meeting at which the matter is the subject of the declaration is addressed (either discussed or voted on). The Secretary of the Corporation shall maintain a list of ongoing matters that are the subject of a conflict of interest declaration, together with the identity of the conflicted Director(s). Such list shall be referred to by the

Secretary (or designate) when preparing Board or Committee packages, and any material relating to the matter that is the subject of a conflict of interest declaration shall be omitted from the Board or Committee package of an conflicted Director.

9. After making such a declaration, no interested Director shall vote or be present at the vote or during discussions, or otherwise attempt to influence the voting, on a contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote. The abstention of the conflicted Director from discussion and voting shall also be recorded in the minutes of each relevant meeting. The conflicted Director is not restricted from answering questions about or explaining his involvement in the matter that is the subject of the declaration.
10. If a Director has made a declaration of Conflict of Interest in compliance with this By-Law, the Director is not accountable to the Corporation for any profits he may realize from the contract, transaction, matter or decision.
11. If the Director fails to make a declaration of his interest in a contract, transaction, matter or decision, as required by this By-Law, this failure may be considered grounds for termination of his position as a Director, in addition to any other remedies available to the Corporation under statute, equity or common law. A Director's undeclared Conflict of Interest may, at the discretion of the Board, be brought before the Members for approval and confirmation.
12. The failure of any Director to comply with the Conflict of Interest provisions of this By-Law does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board, although the contract, transaction, matter or decision may be voidable at the discretion of the Board.
13. If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have his concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegations, and shall then absent himself from the room. Thereafter, at the request of the Director who recorded the initial concern, the Board shall vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board finds the person in a Conflict of Interest that Director shall absent himself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.
14. If the Board finds that the person is not in a conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.

15. Where, in the circumstances mentioned in the preceding paragraphs, the remaining number of Directors who are not prohibited from participating in the meeting is less than three (3) the Chair of the Board may apply to the Superior Court of Justice on an ex parte basis for an Order authorizing the Board to give consideration to discuss and vote on the matter out of which interest arises, or such other relief as the Court may consider appropriate.

5.6 Confidentiality

1. Every Director, Officer and employee of the Corporation and every member of a committee appointed or authorized by the Board shall respect the confidentiality of matters brought before the Board or any such committee, or coming to his attention in the course of his duties, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.
2. No statement respecting such matters shall be made to the public or the press by any Director, Officer or employee except as authorized by the Board.
3. The Chair is responsible for Board communication and may delegate authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media on matters concerning the public brought before the Board.

5.7 Responsibilities and Powers of the Board

The Board shall govern and oversee the management of the Corporation in accordance with the Letters Patent, the By-Laws, rules and policies of the Corporation and the terms and provisions of applicable legislation, and in particular shall:

1. Define Ends
 - a. Govern the Corporation through broad policies and planned objectives approved by the Board, formulated with the CEO from stakeholders input and reviewed periodically;
 - b. Develop and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the communities in our service area;

- c. Review regularly the functioning of the Corporation in relation to the objects of the Corporation, the By-Laws, policies and governance procedures and demonstrate accountability for its responsibility to the Annual General Meeting of the Corporation;
 - d. Contribute to the development and approval of the strategic business plan of the Corporation. Approve the annual budget and operating plans;
 - e. Ensure the key goals are formulated that help the Corporation achieve its mission and vision;
 - f. Monitor corporate performance against the strategic and operating plans;
 - g. Maintain sufficient independence from management and adequate knowledge about the organization to ensure that the Board can make reasonably objective judgments about the reliability of the management reports on finances and general operations;
 - h. Ensure that the Corporation carries out its business in a professional and ethical manner while ensuring that it is responsive to the broad interests of its members, clients and the community as they relate to the Corporation's mission, vision and values;
 - i. Account to members, financial investors, other key stakeholders and the public for the services of the Corporation and expenditures of funds;
 - j. Regularly review the Corporation's services to ensure that they are consistent with the objects of the Corporation and that its programs are effective and relevant to the community needs;
 - k. Ensure that the Corporation measures success of its programs in terms of Continuous Quality Improvement, best practice and excellence.
2. Provide for excellent leadership and management through the CEO position by:
- a. Selecting and supporting a CEO to whom the responsibility, and concomitant authority, for administration of the Corporation is delegated;
 - b. Completing an annual performance review of the CEO on the basis of a specific job description and measurable performance expectations arrived at in cooperation with the CEO; and
 - c. Providing advice and acting as a resource and sounding board for the CEO.
3. Ensure succession planning for:

- a. The CEO, who in turn:
 - i. Establishes an appropriate succession plan for the Executive Management; and
 - ii. Provides continuity /stability for the Corporation. Preserves the Corporate memory.
 - b. The Directors and Offices of the Corporation by establishing and regularly reviewing a skill set required for the effective operation of the Board. Ensure these criteria include an analysis of existing personalities. Recruitment, then, must strive to maintain the appropriate mix of skills and personality.
4. Build relationships by:
- a. Supporting the efforts of the Corporation to build and maintain good relationships with the Ministry of Health and Long-Term Care, LHINs, and other key stakeholders, volunteers, political leaders, and donors;
 - b. Providing opportunities for stakeholders participation at the AGM;
 - c. Serving as an advocate for quality services;
 - d. Ensuring fair arbitration of complaints from consumers about services through a formal complaints procedure; and
 - e. Ensuring that the Corporation works collaboratively with other community agencies and institutions in meeting the needs of the communities we serve.
5. Ensure financial viability by:
- a. Ensuring that the budget process supports the Corporation's goals and mission (including capital allocations and expenditures);
 - b. Ensuring that optimal utilization of resources is a key focus and that the Corporation operates within its resource envelop; and
 - c. Ensuring that, whenever possible, the Corporation is actively seeking the necessary resources to achieve the strategic goals.
6. Promote Board effectiveness by:
- a. Ensuring the existence of a sound governance framework;

- b. Monitoring Board members' adherence to corporate governance principles and guidelines;
- c. Measuring the Board's own effectiveness and efficiency, including monitoring the effectiveness of individual Directors and Officers and employing a process for Board renewal that embraces evaluation and continuous improvement;
- d. Establishing procedures for monitoring compliance with ethical behaviors and conflict of interest policies, the Corporations Act, other laws and regulations, audit and accounting principles, the By-Laws and Accreditation requirements; and
 - e. Ensuring the decision-making processes are transparent and that appropriate representation and input is achieved in a timely manner.

7. Provide Effective Communication by:

Ensuring the Corporation has a policy to enable effective communication with its stakeholders and the public generally.

8. Ensure effective management of the corporate risk and human resources by:

- a. Ensuring that the CEO anticipates, mitigates and manages risk to the Corporation, its staff, Board, clients and other key stakeholders;
- b. Ensuring that quality assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care;
- c. Ensuring that all Corporate services are regularly evaluated in relation to generally accepted standards and require accountability on a regular basis;
- d. Establishing the general values framework within which the Corporation's human resources will be managed and periodically monitoring key human resource performance indicators;
- e. Approving and periodically reviewing personnel policies within which human resources will be managed;
- f. Periodically reviewing and approving the compensation offered to its employees; and
- g. Serving as the organizational 'safety net' for management of critical and transitional events.

5.8 Performance Expectations of Individual Directors

In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:

1. Adhere to the principles of governance set out in section 5.9 of this By-Law and the Corporation's vision, mission and core values;
2. Be loyal to the Corporation;
3. Exercise the powers and discharge the duties of the office honestly, and in good faith.
4. Conduct himself professionally and in a manner consistent with all applicable law, by-laws, codes of conduct, guidelines and directives;
5. Be informed of the Letters Patent, the legislation under which the Corporation exists and the Corporation's By-Laws, governance procedures, code of conduct and policies as they pertain to the duties of a Director including the provisions in this By-Law that relate to conflicts of interest and confidentiality;
6. Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances. This shall require a reasonable understanding of relevant legislation and jurisprudence;
7. Exercise vigilance for and declare any apparent or real personal or professional conflict of interest in accordance with this by law, board policies and statutory requirements;
8. Work positively, cooperatively and respectfully as a member of the team with other Directors and with the Corporation's management and staff;
9. Know and respect the distinction in the roles of Governance and Operations;
10. Recognize that the Chair is the conduit to the management and staff of the Corporation. All enquires and concerns should first be directed to the Chair.
11. Maintain solidarity with fellow Directors in support of a decision that has been made in good faith, in a legally constituted meeting, by Directors in reasonably full possession of the facts;

12. Recognize that authority resides with the Board as a whole and not with individual Board members;
13. Serve on committees of the Board, when asked;
14. Attend Board meetings regularly;
15. Contribute to developing agendas to guide Board discussion, offer personal perspectives and opinions on issues being discussed and voice any opposition to a decision being considered by the Board – take time to voice support for dissenting opinion;
16. Complete the necessary background preparation in order to be well prepared and participate effectively in meetings of the Board and its committees by keeping informed about:
 - i. Matters relating to the Corporation including the strategic plan, the Accountability Agreements, Accreditation and best practice guidelines which are applicable to the Corporation and which are more particularly described in the Board's policies;
 - ii. The health needs of the communities served;
 - iii. Other health services provided in the community;
 - iv. Health promotion programs;
 - v. Community issues that affect the Corporation; and
 - vi. General health trends in the delivery of health care to mental health consumers;
17. Be, and be seen to be, impartial and objective during board meetings;
18. Ensure the minutes of meetings accurately reflect Board discussions and decisions;
19. Not disclose the content of confidential proceedings or materials;
20. Ask for a review of a decision, if the Director has reasonable grounds to believe that the Board acted without full information or in a manner inconsistent with its fiduciary obligations; if still not satisfied after such review, ask that the matter be placed before the membership;
21. Provide advice and support to the Board Chair and CEO;

22. Ensure that the Chair and the Executive Committee inform the Board of the annual performance review of the CEO, and its results;
23. Attend and/or participate in special events including the Annual General Meeting;
24. Participate in the Orientation Program as a new Director and in on-going Board education; commit sufficient time to become oriented to his responsibilities and the work of the Corporation;
25. Support the Board's Mentor/Buddy Program through regular contact with the Board member with whom he has been paired;
26. Participate in an annual evaluation of overall Board effectiveness and his contribution to it;
27. Participate in an annual self and peer evaluation of the Board and individual members;
28. Advise the Chair of any circumstances which result in the Director no longer meeting the qualifications set out in section 4.5 of this By Law;
29. Positively promote the work of the Corporation and advocate for its interest; act as an ambassador for the Corporation when required; and
30. Recognize that the Chair is the primary spokesperson for the Board and that the Chair and the CEO are the primary spokespersons for the Corporation. Board Members will direct requests from third parties for information or participation in external events to the Chair.
31. Be aware of the Corporations need for suitable volunteers.

5.9 Principles of Governance

1. For the purposes of this By Law, governance is also defined as the process of governing the Corporation through the direction and supervision of the business and affairs of the Corporation, in accordance with its Letters Patent, its By-Law and all applicable legislation.
2. Good governance is about achieving desired results and achieving them in the right way and involves:
 - a. Vision, values and vigilance (envisioning the future, providing the values foundation for the Corporation and overseeing its operation);
 - b. Participation (involving key stakeholders in planning);

- c. Destination, direction, decisions (setting goals, providing a general 'road map' and making clear and timely decisions);
- d. Transparency (in decision making and operations);
- e. Resources (ensuring necessary resources to achieve the goals of the Corporation are identified and available); and,
- f. Monitoring performance (periodically ensuring that the Corporation is well maintained and progressing within legal limits, towards its destination.

Article 6.0 Officers of the Board and of the Corporation

6.1 Officers

1. The Board Shall elect the following Officers from the Board at the Board meeting in May prior to the Annual General Meeting of the Members:
 - a. The Chair (if required);
 - b. The Vice Chair; and
 - c. The Treasurer.
2. If the Board fails to hold the election contemplated in 6.1 then the incumbents (provided they are still Directors) shall hold office until their successors are elected.
3. The Chair will be elected to a three (3) year term, subject to a confirming vote at the end of each year based on his performance, and may serve a maximum of two (2) consecutive terms. Years of service as an elected Director do not affect his service as Chair. Following a break in service as Chair of at least one (1) year, he is eligible to be elected Chair again.
4. The most current Past Chair who is able to serve shall be ex-officio, an Officer of the Corporation.

5. The Chief Executive Officer and the Director of Corporate Services shall be ex officio non-voting officers of the Corporation and shall be entitled to receive notice and attend all meetings of its Board, committees and members.
6. The Director of Corporate Services shall be the Secretary of the Corporation and Secretary of the Board of Directors, ex-officio.
7. Newly elected Officers shall assume their office immediately following the next Annual General Meeting of the Members of the Corporation.

6.2 Duties of the Chair

The duties of the Chair (unless specified elsewhere in this By-Law) of the Board shall include, without limitation, the following:

1. chair all meetings of the Board;
2. be an ex-officio member of all Committees of the Board but shall only count towards quorum when present;
3. manage and oversee the work of the Board and its committees;
4. be responsible for the naming of Directors to Committees where membership has not otherwise been provided for in the By-Law;
5. appoint the Chairs of committees as may be formed from time to time, where they are not provided for in this By-Law, with Board approval;
6. report to each annual meeting of Members of the Corporation concerning the operations of the Corporation;
7. sign all documents requiring his signature, including minutes, By-Laws and special resolutions;
8. represent the Board within the Corporation and at public and official functions;
9. in consultation with the Chief Executive Officer and with input from Directors, develop the agenda for Board meetings that are focused on Board responsibilities;
10. where possible, ensure that appropriate Board and Committee information and supporting materials are provided to Board and Committee members at least five (5) business days prior to their meetings;
11. ensure that the actions of the Board are in accordance with the Corporation's goals and priorities and the Board's own goals utilizing best practices for Board Governance

12. report regularly and promptly to the Board on issues that are relevant to its governance responsibilities;
13. set a high standard for Board and Board Committee conduct by modeling, articulating and upholding rules of conduct set out in the By-Law and policies;
14. intervene when necessary in instances involving Conflict of Interest, confidentiality and other Board policies and ensure they are addressed sensitively and resolved constructively;
15. be responsible for addressing issues associated with under performance of individual Directors and Committee members including, if applicable, coordinating their graceful retirement from the Board or, as the case may be, Committee;
16. conduct the annual review of the Chief Executive Officer's performance and compensation and report the general context of discussions in accordance with Board approved policy including specific input from the Executive Committee;
17. in general, the Chair ensures that:
 - a. the Board works effectively as a team;
 - b. a Board work plan is developed and maintained;
 - c. meetings are efficiently managed and decisions are transparent;
 - d. Directors do not interfere in the day to day management of the operations;
 - e. Directors comply with Board policies;
 - f. the Board's work and power is distributed among Board members;
 - g. Board and Director self assessments are conducted; and
 - h. communication and accountability to key stakeholders and the public are adequate.
18. perform such other duties as may from time to time be determined by the Board.

6.3 Duties of the Vice Chair

The Vice-Chair of the Board shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair together with such other duties assigned by the Board. The Board, in the absence of the Chair and Vice-Chair, may appoint from among its numbers, an Acting Chairperson.

6.4 Duties of the Treasurer

1. The Treasurer of the Corporation shall ensure:
 - a. that a full and accurate record of account of all Corporation financial transactions are kept and that the financial statements indicating the financial position of the Corporation at the close of the preceding month are submitted for consideration and approval at each meeting of the Board.
 - b. that records are provided under the direction of the Chief Executive Officer and the Director of Corporate Services of the Corporation.
 - c. that the control of deposit of money, the safekeeping of securities and the disbursement of funds occur as detailed in the Governance Procedures of the Corporation. That all measures deemed proper and necessary are taken to safeguard the finances of the Corporation.
 - d. that an audited financial statement is presented, for the immediately preceding year, at each Annual General Meeting.
 - e. that auditors are appointed for the current fiscal year at each Annual General Meeting.
 - f. the Board is advised, on an interim and annual basis, of any significant matters identified by the auditors during the course of their audit. The Treasurer may delegate to employees of the Corporation those duties that he considers appropriate to delegate and that the Treasurer is allowed by law to delegate but the Treasurer shall retain responsibility for ensuring the accomplishment of such duties.

6.5 Duties of the Past Chair

The Past Chair shall perform such duties and serve on such committees as may from time to time be assigned by the Chair and the Board. He will chair the Governance Committee.

6.6 Duties of the Chief Executive Officer

1. The Chief Executive Officer (CEO) shall be appointed by, and under the sole direction of the Board and shall have complete control of the day-to-day management of the business and affairs of the Corporation. The CEO will ensure that the policies and resolutions of the Board are put into effect. He is the primary spokesperson for CMHA – Any Municipal (the Corporation) and speaks on the corporation's positions, directions and programs.

2. The duties of the CEO shall include the exercise of the authority delegated to the CEO by the Board through Board Governance policies for the operation of the Corporation. The Chief Executive Officer shall be accountable to the Board for the Corporation's accomplishment of applicable Board policies and for the operation of the affairs of the Corporation consonant with the reasonable interpretation of Board policies.
3. The CEO shall submit, quarterly, a fiduciary report to the Board in respect of the previous quarter that all wages owing to employees and source deductions relating to the employees that the Corporation is required to deduct and remit to the proper authorities pursuant to all applicable legislation, including without limitation, the Income Tax Act (Canada), the Canada Pension Plan (Canada), the Employment Insurance Act (Canada) and Employer Health Tax Act (Ontario), have been made and remitted to the proper authorities, and that all federal and provincial taxes collected pursuant to the Excise Tax Act and the Retail Sales Tax Act, respectively, have been collected and remitted to the proper authorities;
4. The CEO will ensure an ongoing assessment of the health care needs of the Corporation's communities served and encourage the Board to address its role in meeting these needs;
5. In general, the Chief Executive Officer is responsible for:
 - a. generally supporting the Board in carrying out its governance functions and responsibilities;
 - b. supporting the Board in development of long term strategic and annual work plans and operating budgets;
 - c. supporting the Board in developing competencies of Board members to fulfil their responsibilities;
 - d. providing timely advice to the Board regarding any developments that might affect the Corporation's capacity to responsibly pursue its objectives;
 - e. managing the Corporation's financial and human resources in pursuit of its objectives;
 - f. developing human resource (personnel) policies and recommending these for approval by the Board;
 - g. recruiting, developing and managing staff in a manner consistent with approved Board policies;
 - h. implementing Board policies and directives within the parameters of legislative and regulatory provisions and the Corporation's Letters Patent and By-Law;
 - i. managing and mitigating risks to the Corporation, its clients and Board;
 - j. developing information systems and providing reports that allow the Board to assess the financial status of the Corporation, the general well-being of its workforce, progress in meeting its objectives and compliance with approved policies, statutory and regulatory requirements;
 - k. managing all employee and contractor relationships, consistent with the provisions of applicable legislation, regulations, funder requirements, standards, Board policies, contracts and agreements;

- l. managing the Corporation's revenues and expenditures within the parameters of the approved budget;
 - m. representing the Corporation positively to the community in general and to key stakeholders, more specifically; and
 - n. developing and maintaining effective, professional relationships with the Board, staff, clients contractors, funders, other key stakeholders, the media and the public-at- large.
6. The Chief Executive Officer shall perform such other duties as may be determined from time to time by the Board.

6.7 Duties of the Secretary

1. The Secretary shall:
 - a. attend all meetings of the Board and Committees of the Board;
 - b. ensure records of the minutes of all meetings are kept;
 - c. ensure a roll of names and addresses of the Directors;
 - d. attend to correspondence;
 - e. give such notice as required by the By-Law of the Corporation relating to all meetings of the Corporation, the Board and its Committees
 - f. Ensure copies of minutes and agendas are circulated to Board members prior to each meeting;
 - g. prepare all reports required under the Act or any applicable legislation of the Province of Ontario;
 - h. ensure processes are in place for the proper maintenance, security and confidentiality of records;
 - i. be the custodian of all minutes, documents, books, records and registers of the Corporation required to be kept by the Letters Patent, By-Laws, and provisions of the Act and other relevant statutes;
 - j. be the custodian of the seal of the Corporation;
 - k. keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation and provide copies of same to the Office of the Public Guardian and Trustee in accordance with the provisions of the Charities Accounting Act (Ontario);
 - l. Keep a record of Board attendance.
 - m. Ensure that the Corporation membership list is current and approved at least yearly by the Board prior to acknowledging the membership or renewal. All members who are required to pay a fee or make an equivalent donation are so advised with their invitation to the AGM in May of each year. This advice should include a reminder that the renewal must be received at least ten (10) days in advance of the AGM to permit the member to vote at the AGM

- n. perform other duties as required in this By-Law.
2. The Secretary may delegate to employees of the Corporation those duties that are considered appropriate to delegate and that the Secretary is permitted by law to delegate.

6.8 Protection of Directors and Officers

1. Except as otherwise provided in the Corporations Act, no Director, Officer, or member of any Committee appointed or authorized by the Board shall be liable to the Corporation or to the Members for the acts, receipts, neglect or default of any other Director, Officer, employee or Committee member, or for joining in any receipt or other act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation or for the insufficiency or deficiency of any security 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 tortuous 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 any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall occur in the execution of the duties of their office or in relation thereto, provided he acted or made such omission honestly, in good faith and without fraud or fraudulent intent.
2. Directors, Officers, and members of Corporate Committees shall not be liable to the Corporation for any costs, charges, expenses, loss or liability which the Corporation or such Committee shall suffer or incur for, by reason of, arising out of, or in any way relating to any act, deed, matter or thing made, done or permitted to be done or omitted to be done by him in the performance of his duties and functions (or in the performance of what he honestly believed was in the proper performance his duties and functions(as such Officer, Director, or Committee member)), provided he acted or made such omission honestly, in good faith and without fraud or fraudulent intent.

6.9 Indemnification of Directors, Officers, and Committee Members

Subject to section 5.1 of this By-Law, every Director, Officer, and member of a Committee appointed or authorized by the Board, their heirs, executors, administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges and expenses whatsoever which such Director, Officer or Committee member sustains or incurs in or about any claim, action, suit or proceeding which is made, brought, commenced or prosecuted against them, for and in respect of any act, deed, matter or thing whatsoever made, done, permitted to be done or omitted to be done by them in or about the execution of their duties as Director, Officer, or Committee member, excepting only such costs, charges or expenses as are occasioned by or are due to his own willful neglect or by his dishonest, fraudulent or criminal act.

6.10 Indemnification of Employees

The Corporation agrees to indemnify and save harmless the employees of the Corporation of and from all claims, demands, suits, proceedings or actions that may be brought or instituted against them, or any

of them (excepting actions or proceedings by the Corporation), arising out of, or by reason of, any act or omission done or omitted to be done by the employee, provided such act or omission is:

1. done or omitted to be done in the course of the performance of the employee's duties; and
2. not occasioned by or due to the employee's own willful neglect or by the employee's dishonest, fraudulent or criminal act.

6.11 Insurance

The Corporation shall purchase and maintain insurance for the benefit of any Director, Officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Director, Officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation. These obligations are subject to the limitations of the *Charities Accounting Act*, which require that:

1. the purchase of insurance must not duly impair the carrying out of the charitable purpose of the Corporation; and
2. the indemnity cannot be paid, or the insurance purchased, if doing so would render the Corporation insolvent.

6.12 Removal of Officers

1. The Board may by resolution, approved by a majority of the Director positions, regardless of vacancies, remove any officer appointed or elected by the Board.
2. The Board shall follow due legal process in reviewing the performance of the CEO when considering an action to terminate his employment. A resolution of the Board to terminate the CEO shall require approval of a seventy five percent (75%) majority of all director positions provided for in this By-Law, regardless of vacancies, at a meeting duly called to consider such action.

Article 7 Regular and Special Meetings of the Board

7.1 Regular Meetings

1. The Board shall meet at such time, day and place as the Board may from time to time determine. The Secretary shall provide not less than four (4) days written notice of a regularly scheduled Board meeting to each Director. The notice may be delivered as a hard copy or electronically.

2. There shall be at least seven (7) regular meetings per fiscal year.
3. A meeting of the Board may be held without notice immediately following the Annual General Meeting of the members of the Corporation.

7.2 Special Meetings

1. The Chair or Executive Committee of the Board may call special meetings of the Board.
2. The Secretary of the Board shall call a special meeting of the Board if at least fifty percent (50%) of the Board so request in writing.
3. Notice of a special meeting of the Board shall specify the purpose of the meeting, shall be delivered, faxed, e-mailed or telephoned to each Director at least forty-eight (48) hours in advance of the meeting or shall be mailed to each Director at least five (5) days in advance of the meeting.

7.3 Chair

All Meetings shall be chaired by:

1. The Chair;
2. Vice Chair, if the Chair is absent; or
3. The Chair elected by the members present, if the Chair and Vice Chair are absent.

7.4 Meetings without Notice

A meeting of directors may be held without notice at any time and place permitted by the Act if all the directors entitled to vote are either present in person, or if those not present consent to such meeting being held. At such a meeting any business may be transacted which the Corporation at a meeting of directors may transact.

7.5 Adjourned Meeting

Notice of an adjourned meeting of the board is not required if the time and place of the adjourned meeting is announced at the original meeting, provided that the adjourned meeting is held within thirty (30) days of the time specified for the meeting that is being adjourned

7.6 Procedures for Board Meetings

1. The declaration of the Secretary or Chair that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.
2. No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate any proceedings at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.
3. Meetings of the Board shall be opened to members of the public and employees of the Corporation only by invitation of the Chair, CEO or by resolution of the Board.
4. A resolution confirmed electronically or in writing, signed by all Directors entitled to vote on that resolution at a meeting of the Directors is as valid as if it had been passed at a meeting of the Board.
5. Notwithstanding any other provisions of this By-Law, any member of the Board may at any time require that a vote be recorded.
6. Resolutions of the board shall be adopted by consensus, defined as general acceptance by all Directors present and eligible to vote. Where, in the sole judgment of the Chair, a consensus cannot be achieved, the Chair shall call a vote and the resolution shall be adopted if a majority of the Directors present vote in favor of the resolution.
7. Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the Chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favor of or against the resolution.
8. No proxies shall be allowed for meetings of the Board or its Committees. Written submissions from a Director who is not present shall not be entered into the Board's discussion, nor shall verbal transmissions from a Director who is not present, through a Director who is present, be permitted. A Director who is unable to be present in person may participate by telephone or other electronic means as provided in clause 1.5.1.
9. The Secretary of the Corporation shall take, or ensure the taking of, minutes of the Board and its Committees and the proper recording of decisions and resolutions of the Board. The minutes of meetings of the Board shall be made available, upon request, to any member of the Corporation without any expense to the member.
10. Minutes, including Board and Committee meetings, shall be approved at the next meeting of the Corporation, Board or Committee, as the case may be.
11. Any questions of procedure see 1.5.

7.7 Quorum

1. A quorum for any meeting of the Board shall be not less than forty percent (40 %) of the Directors. The Chair shall be included in the determination of a quorum.
2. A quorum for a special meeting of Directors, duly called to remove an officer of the Board or the Corporation shall be a majority of the number of Director positions eligible to be filled, regardless of any vacancies in Director positions.
3. No meeting of the Board shall be duly constituted for business unless a quorum is present.
4. There shall be no representation by proxy at any meeting of the Board or its committees.
5. If, within thirty (30) minutes of the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Chair. At least forty-eight (48) hours notice of the adjourned meeting shall be given.

7.8 Closed Sessions

In special circumstances where matters to be discussed require the exclusion of the individuals to be assessed, rewarded or disciplined, a meeting may resolve into closed session to deal with the matter “in camera”. The proceedings are kept confidential and attendance is strictly limited to those entitled to deal with the matter. All procedures applicable in open session apply. Should the matter being discussed involve the discipline of or removal of rights of an individual, he would normally attend the closed session, make a presentation but leave the meeting thereafter. Minutes are kept of the closed session and approved at another closed session at a subsequent meeting; they remain confidential and are kept separate and safe by the Chair of the Board in a confidential file at Corporate Headquarters.

7.9 Rules

The Board may, from time to time, make such rules as it may deem necessary or desirable for the better management, operation and maintenance of the Corporation; provided, however, that any such rule shall conform with the provisions of this By-Law (see also 1.6 Rules of Order).

Article 8 Standing Committees of the Board

8.1 Establishment of Committees

1. At the first meeting of the Board following the annual meeting of the Corporation, the Board shall establish the following standing Committees:
 - a. Executive Committee;
 - b. Governance Committee;

2. The Board shall approve the terms of reference of all standing Committees of the Board.
3. The Board may establish such other standing Committees, special Committees and advisory Committees as the Board may from time to time deem necessary for the operation of the Corporation; typically those committees are appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
4. Committees established by the Board may, similarly, be dissolved at any time by resolution of the Board.
5. Not all members of any committee need be (other than the Executive Committee) Directors of the Corporation. However, when consensus is not possible, only the Directors on the committee will have a vote.
6. The Chair and Chief Executive Officer shall be ex-officio, members of all Board committees.
7. Chairs of all Committees (except the Executive Committee) will be appointed by the Chair of the Board with approval of the Board. The Past Chair will chair the Governance Committee unless there is no Past Chair.
8. Excluding decisions made by the Executive Committee in accordance with this By-Law, no decision of a Committee shall be binding on the Board until approved or ratified by the Board.
9. Each Committee will submit regular reports to the Board.

8.2 Executive Committee

1. The Executive Committee shall consist of the Officers of the Corporation and a maximum of three (3) additional Directors nominated by the Chair and elected by the Board at their first meeting following the Annual General Meeting.
2. The Chief Executive Officer and the Director of Corporate Services of the Corporation shall be non-voting members of the Executive Committee in an ex-officio capacity. The Director of Corporate Services shall act as Secretary of the Corporation.
3. The Executive Committee shall:
 - a. between meetings of the Board, exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next meeting of the Board and acting, in all cases, in the best interest of the Corporation where no specific directions have been given by the Board;
 - b. such actions of the Executive Committee shall be subject to revision or alteration by the Board provided that no acts or rights of third parties shall be affected or invalidated by such revision or alteration;

- c. meetings of the Executive Committee may be held at such time and place as they shall determine;
 - d. study and advise or make recommendations to the Board on any matter as directed by the Board;
 - e. participate in the annual performance evaluation of the Chief Executive Officer and advise the Chair of matters that need to be raised including concerns, if any, in addition to positive remarks.
 - f. ensure that the duties of what are often mandated standing committees in other Corporations are addressed on behalf of the Board; those being Audit/Risk Management, Human Resources/Health & Safety and Quality Assurance;
 - g. meet at least eight (8) times per year and shall be chaired by the Chair of the Corporation or, in the event of his absence, by the Vice Chair of the Corporation. Three (3) voting members shall constitute a quorum and the Chair has an initial vote; a tie vote shall infer that the motion is lost; and
 - h. Approve the minutes of all meetings at the following meeting.
4. The Executive Committee shall be responsible for the development and monitoring of short (the Board Work Plan) and long term (the Strategic Business Plan) planning for the Corporation and to recommend priorities to the Board with respect to organizational development. It will lead strategic planning and develop the annual work plan for the Board.
5. Provide advice and support to the Chair, Chief Executive Officer and committee chairs particularly when it involves managing conflicts and complaints concerning Directors.
6. In its role of ensuring Risk Management/Audit issues are brought to the timely attention of the Board, the Executive Committee shall:
- a. review and recommend to the Members for approval the Corporation's annual audited financial statements;
 - b. recommend independent auditors for appointment by the Board, having approved their compensation and the proposed scope of the current year's audit;
 - c. meet with the auditors "in-camera" when required;
 - d. review the independent auditor's management letter and ensure appropriate follow up of any control weaknesses; particularly that all appropriate steps are/have being taken;
 - e. monitor trends in revenues and expenditures;
 - f. review and recommend the annual operating budgets presented by management ; and,
 - g. ensure the development and implementation of a comprehensive risk management program that identifies actual and potential risks to the organization, its staff, the Board, clients and other key stakeholders and monitor risk management systems to ensure their integrity and that steps are being taken to mitigate risks – that contingency plans are in place to deal with foreseeable risks.

7. In its role of ensuring Human Resource/Health & Safety issues are brought to the timely attention of the Board, the Executive Committee shall:
 - a. ensure that issues related to staff compensation are regularly reviewed;
 - b. periodically review the general values framework and personnel policies within which the Corporation's human resources are managed and monitor key human resource performance indicators;
 - c. periodically review and approve the salary and benefits programs offered to employees in relation to generally accepted standards;
 - d. regularly review the Corporation's safety and complaints outcomes procedures and results;
 - e. ensure the Corporation has adequate resources to conduct its affairs safely and without undue risk to employees, clients and volunteers; and
 - f. monitor trends in key human resource areas such as attendance and attrition, work related injuries, compensation and employee participation in opportunities for continuing education and professional improvement.

8. In its role of ensuring that the Corporation is fulfilling its commitment to continuous quality improvement and providing timely confirmation to the Board, the Executive Committee shall:
 - a. generally monitor the performance of programs against approved objectives; monitor and ensure systems to evaluate effectiveness in meeting approved objectives are adequate;
 - b. regularly follow-up on the success of the Quality Council in promoting continuous quality improvement, client safety initiatives and implementing performance improvements;
 - c. continuously strive to ensure that the Board is providing the governance which will complement the Corporation's efforts to excel;
 - d. strive to ensure that the Corporation is meeting the highest standards in the health care field as a Corporation accredited by Accreditation Canada.

9. The Executive Committee shall advise the Board on matters including: the assurance of the Corporation's continued viability; the review and recommendation of fiscal policies; the maintenance of liaison with all relevant funding sources; and special projects associated with the financial management of the Corporation; and

10. Ensure that corporate services are evaluated and quality improvement, risk management, client safety and utilization review methods are established for the regular evaluation of the quality of care.

8.3 Governance Committee

1. The Governance Committee shall be chaired by the Past Chair, meet as required and consist of:
 - a. A minimum of four (4) Directors appointed by the Chair;

- b. the Board Chair and the Past Chair, ex-officio;
 - c. the Chief Executive Officer, ex-officio.
2. The Governance Committee shall consider and recommend candidates to the Board as contemplated in section 4.4. In selecting persons for recommendation to the Board, the Governance Committee shall take into consideration and apply the Guidelines for the Selection of Directors in section 4.6 and shall:
- a. strive to ensure that the membership of the Board includes consumer and family representation;
 - b. construct a board profile of the existing board members' competencies and skills, personality and other qualities and objectively evaluate skill sets and experiences which are desired given the Corporation's future environment and strategic plan;
 - c. strive to find potential candidates that fill any identified gaps in the existing board profile and whose motivations appear consistent with mission, vision and core values of the Corporation;
 - d. reflect the diversity of the community;
 - e. consider the names of all persons submitted as nominees in accordance with this By-Law and interview potential candidates in order to determine suitability; and
 - f. consider the potential contribution of any person nominated in relation to the functions of the Corporation.
3. In selecting Directors for nomination for appointment to the Board or as Officers of the Corporation, the Governance Committee shall review participation and attendance at previous Board and Committee meetings.
4. Fully explain to potential candidates the duties and responsibilities of directors;
5. The Governance Committee shall provide a report containing the above-referenced recommendations respecting Directors and Officers not less than one (1) month and not more than three (3) months prior to the date of the annual meeting of the Corporation in each year.
6. The Governance Committee shall be responsible for providing appropriate orientation and continuing education for the Board.
7. The Governance Committee shall develop a code of conduct to assist the Directors to understand the obligations that they are undertaking, and develop and provide job descriptions for Board members that outline general duties and how the Board's performance will be evaluated.
8. Regularly review and assess the meeting attendance of Directors provided by the Secretary.

9. The Governance Committee shall assess Board and individual Director performance on an annual basis including that of the Chair and all committee chairs and consider these assessments in connection with the re-nomination of existing Directors to a new term.
10. The Governance Committee shall be responsible to ensure that background checks are submitted to the Any Municipal Region Police Department for all Directors elected or appointed to the Board and that the resultant approvals are received by the Secretary of the Corporation and maintained on file.
11. The Governance Committee shall review at least once every three years the Letters Patent, By-Laws, Governance policies, policies and procedures to ensure they are current and consistent with each other.
12. The Governance Committee shall annually review the mission, vision and core values to ensure their timeliness and, where applicable, their commonality with Division and National.
13. The Governance Committee shall be responsible for overseeing the development and maintenance of all ways and means of recognizing exemplary service provided by individuals to the Corporation;
14. The Governance Committee shall report regularly to the Board on their discussions and make recommendations with respect to any of these matters.

8.4 Terms of Reference for Ad Hoc Committees

1. The Board may from time to time, strike appropriate Ad Hoc Committees to investigate, develop and report on specific issues related to the work of the Corporation or to further the aims of the association in the community.
2. All Ad Hoc Committees shall cease to function on completion of their mandate or upon recommendation of the Board.
3. The Terms of Reference shall include the functions, duties, responsibilities, composition (including Chair) and mandate of all Ad Hoc committees and be reviewed by the Board from time to time as required.

8.5 Quorum and Procedures for Committees

1. Unless otherwise determined by the Board, a quorum for a committee shall consist of a majority of the voting members of a committee.
2. Procedures at committee meetings shall be determined by the Chair of each committee, unless established by the Board in the terms of reference.
3. The Chair of all committees is responsible for submitting a report at the next scheduled Board meeting.

8.6 Community Consultation

1. The Board shall ensure that mechanisms are in place for consultation with the community it serves, in particular to elicit input and advice for strategic planning, clinical service program planning and integration opportunities with other service providers; and may from time to time require the CEO to report such advice.
2. The Board shall ensure mechanisms are in place for consultations with clients and families, in particular to provide input about program quality and service delivery, and may from time to time require the CEO to report on input and advice from a client council, patient advocate or consumer advisory committee, or other means for obtaining client feedback.
3. The Board shall ensure mechanisms are in place for consultation and dialogue with employees and professional groups, and may from time to time require the CEO to bring feedback and advice from these groups.

8.7 Conflict Resolution

Conflict and divergent opinion are expected and welcomed as a natural and necessary process to encourage positive growth and change within the Board. Open discussion of all topics is encouraged and, whenever possible, consensus on issues is sought. Situations of unresolved conflict may require the assistance of a neutral third party or mediator.

Article 9 Financial

9.1 Fiscal Year

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

9.2 Signing Officers

1. Subject to paragraph 2 below the Chair together with the Chief Executive Officer shall sign on behalf of the Corporation and affix the corporate seal to all contracts, agreements, conveyances, mortgages and other documents, for which the Board approval is required. The signature of the Chief Executive Officer alone is sufficient for documents that have received or do not require Board approval as well as all leases and tenancy agreements signed on behalf of the Corporation in the normal course of business.
2. Within the Board approved budget, the Chief Executive Officer together with the Director of Corporate Services shall sign cheques in accordance with the Board Governance Policy.

9.3 Banking Arrangements

The Corporation shall deal with whichever banks, trust companies or other organizations the Board of Directors may, by resolution, determine. The Chief Executive Officer (in accordance with the Governance Policy) shall designate those 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. Persons so designated shall have the authority set out in the Governance Policy to:

1. Manage and operate the Corporation's accounts with the bankers;
2. Make, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange or orders for the payment of money of the Corporation;
3. Issue receipts for and orders relating to any property of the Corporation;
4. Execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
5. Authorize any officer of the bank to do any act or thing on behalf of the Corporation to facilitate its banking business.

9.4 Borrowing Power

Without limiting the borrowing powers of the Corporation as set forth in the Act and subject to the letters patent, the board may borrow on behalf of the Corporation, with authorization from the members.

9.5 Delegation

The board may delegate to a committee of the board, a director or an officer of the Corporation, all or any of the powers conferred on the Board by these By-Laws and the Act.

9.6 Seal

The seal of the Corporation shall be in the form impressed hereon.

9.7 Investments

The Board may invest in any investments which are authorized by the Corporation's investment policy developed by the Board.

9.8 Endowment Benefits and Trust Funds

1. No benefit given in trust to, or for the use of, the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by section 9.7 .
2. The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or for the use of, the Corporation.
3. The Secretary shall give notice to the Office of the Public Guardian and Trustee, in accordance with the terms of the Charities Accounting Act (Ontario), of the benefits referred to in paragraph 9.8.2 which comes into the control or possession of the Corporation.
4. The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the Charities Accounting Act (Ontario) and the Trustee Act (Ontario).
5. The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

9.10 Auditor

1. The Corporation shall at its annual meeting appoint an auditor who shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the Public Accountancy Act (Ontario), to hold office until the next annual meeting of the Corporation or until their successors are appointed at a Special meeting of the Members. Should they resign, during their term of office, for personal reasons (e.g. Retirement) and not professional reasons bearing on their dealings with the Corporation the Board may, at its discretion, appoint a suitably qualified auditor to act until the next Annual General Meeting. If such an appointment is made the Board will cause a special mailing to be made to the Members detailing their decision and the reasons for it. Included in the mailing will be a copy of the auditor's letter of resignation.
2. The remuneration of the auditor or auditors is generally fixed by the terms of our funding agreements and is approved by the Board during the process of approving our annual budget.
3. The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.
4. In addition to making the report at the annual meeting of the Corporation, the auditor shall from time to time, at least semi-annually, report through the Executive Committee to the Board on the audit work with any necessary recommendations.

9.11 Budget

The Board shall on behalf of the Corporation cause to be prepared and shall approve a budget for the operations of the Corporation each year. The budget, as approved, shall be submitted to the Division Board each year for information purposes.

9.12 Reserves

The Board shall be aware of the contingent liability inherent in the operations of the Corporation and strive, over time, to build a reserve fund to offset them. Specific Board approval is required to draw down this fund.

9.13 Division and National Association Support

The budget of the Corporation shall, unless the Division Executive Committee otherwise agrees, as provided in the Division/Branch Agreement approved by the Board and renewed every three years, include provision for the support of the Division and Association .

Article 10 Enactment, Repeal and Amendment To By - Law

10.1 Amendment

The Board may, by two-thirds (2/3) majority vote, pass or amend the By-Laws of the Corporation from time to time.

10.2 Notice

1. When it is intended to pass or amend the By-Laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his address as shown on the records of the Corporation by means as detailed elsewhere in this By-Law not less than ten (10) days before the meeting.
2. Where the notice of intention required by paragraph 1 above is not provided, any proposed By-Laws or amendments to the By-Laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.

10.3 Effective Date

Subject to paragraph 10.4 below and except as expressly provided in these By-Laws or in *the Act*, the By-Laws or an amendment to the By-Laws passed by the Board have full force and effect:

1. from the time the motion was passed; or
2. from such future time as may be specified in the motion.

10.4 Approval by Members

1. The By-Laws or an amendment to the By-Laws passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such meeting or special general meeting shall refer to the By-Laws or amendment to be presented.
2. The Members at the annual meeting or at the special general meeting may confirm the By-Laws as presented or reject or amend them by a two-thirds majority of all votes cast, and, if amended, they take effect as amended.
3. Any amendment to the portion of the By-Laws relating to borrowing powers of the Corporation is not effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of Members duly called for considering it.

10.5 Rejection

In any case of rejection, amendment or refusal to approve the By-Laws or part of the By-Laws in force and effect in accordance with any part of this section, no act done or right acquired under any such By-Laws is prejudicially affected by any such rejection.

10.6 Repeal of Prior By-Laws

All prior bylaws, resolutions or other enactments of the Corporation inconsistent with this By-Law are hereby repealed and replaced by this By-Law.

10.7 Dissolution

Upon dissolution of the Corporation and after payment of all debts and liabilities, the Corporation's remaining property shall be distributed or disposed of to other charitable organizations in accordance with the provisions of the Corporations Act, the Charities Accounting Act and the Charitable Gifts Act.

10.8 Effective Date

ENACTED as The By-Law this _____ day of _____, 2009

WITNESS the seal of the Corporation,

Chair

Secretary

CONFIRMED by the members this _____ day of _____, 2009

Chair

Secretary