

**COMMUNITY LIVING TIMMINS
INTEGRATION COMMUNAUTAIRE**
(hereinafter called the "Association")

BY-LAW NO. 1

June 6, 2002: A By-Law relating generally to the conduct of the affairs of the Association.

BE IT ENACTED as a By-Law of the Association as follows:

GENERAL

Head Office

1. The Administration office of the Association shall be in the City of Timmins in the District of Cochrane, in the Province of Ontario and at such place therein as the Board of Directors may from time to time determine.

Seal

2. The seal, an impression of which is stamped on the margin of this page, shall be the corporate seal of the Association.

MEMBERSHIP

June 17, 2009 – General Membership

3. Membership in the Association shall consist of any person eighteen (18) years of age or over who supports the purposes and objectives of the Association.
 - a) **Voting Members**
Any person who supports the purposes and objectives of the Association and who is not an employee or spouse of an employee may become a voting member of the Association by paying annual membership due.
 - b) **Non-voting Members**
A non-voting member is an employee or spouse of an employee of the Association; "employee" for the purposes of this clause shall mean a person who receives a salary directly from the Association.

Life-Membership

4. The Board of Directors of the Association may confer Life Membership in the Association on any person who has contributed long and distinguished service to the Association. Life Members shall have all the rights and privileges of voting members, but shall not be required to pay annual membership dues.

Honourary Life Membership

5. The Board of Directors of the Association may confer Honourary Life Membership in the Association on any person who has made an outstanding contribution to the Association. Honourary Life Members shall have none of the rights and privileges of members, and shall not be required to pay annual membership dues. Honourary Life Members shall have no vote at meetings of the Association.

Annual Membership Dues

June 21, 2006

- 6a) The amount of the annual membership dues of the Association may be established from time to time by the Board of Directors, but any resolution of the Board of Directors respecting annual dues shall not be effective until confirmed by a resolution of the members at an annual meeting or a general meeting of members.

June 21, 2006

6b) **Membership Card**

In order to be eligible to vote at a general and annual meeting, a membership card must be purchased **at least** thirty (30) days prior to the annual general meeting **but may be purchased from January to December of the current year.**

Termination of Membership

7. Membership in the Association shall not be transferable and shall cease to exist upon a member's non-payment of annual membership dues, or death.

ANNUAL GENERAL MEETING

8. The annual meeting of the Association shall be held in June each year and at such place within the City of Timmins at such time as the Board of Directors may determine. At the annual meeting:
- a) A report of the activities of the Association for the previous year, the audited financial statements of the Association and the Auditor's report shall be presented;
 - b) New By-Laws and amendments to, or revocations of existing By-Laws passed by the Board of Directors in the previous year shall be presented for confirmation by the members;
 - c) The Board of Directors may present such other information or material relating to the Association's affairs as, in the opinion of the Board of Directors, is of interest of, or importance to, the members;
 - d) Members' agenda items of which the Executive Secretary of the Association has received notice fourteen (14) days prior to the Annual General Meeting, shall be addressed;
 - e) A new Board of Directors shall be elected, in accordance with Article 19;
 - f) Auditors shall be appointed for the ensuing year.

Board Nominations

June 19, 2013

9. Board nominations will be solicited as per policy. Incumbents will be subject to a Criminal Reference Check for the Vulnerable Sector.

Notice

10. Invitations to the Annual General Meeting will be forwarded to the membership as per Association Policy. Included with the invitation will be a letter which will make reference to:
- a) By-Law amendment submissions required 42 days prior to A.G.M.;
 - b) Purchase of membership 30 days prior to the A.G.M. to ensure voting privileges;
 - c) Agenda Items accepted up to 14 days prior to A.G.M.

Advertisements for the Annual General Meeting will be placed as per policy.

Motions to Amend By-Laws

- 11. Motion(s) to amend By-Laws will be mailed to the membership for their review as per policy.

Agenda Items

- 12. Agenda items received will be considered for the Annual General Meeting, as per policy.

Quorum

- 13a) A quorum at the Annual General Meeting will consist of a majority vote (50% +1) of valid votes cast by eligible members present and by proxy representation with the exception of a quorum for Amendments to By-Laws being in accordance with Article #44.
- b) Voting for the election of the Board of Directors will be conducted by secret ballot.

June 17, 2009

- c) A member of the Association in good standing, who is unable to attend the Annual General Meeting, may designate another member who is also in good standing to vote on their behalf. A member in good standing who is designated to vote, via proxy, on behalf of another may hold a maximum of two proxies. Proxies must be submitted to the Board of Directors two days prior to the Annual General meeting and will reads as follows:

“The undersigned hereby appoints
(name of individual) as proxy of the undersigned,
with full power to attend and vote on my behalf at
the C.L.T.I.C. Annual General Meeting.”

Dated this ___ day of _____, this year ___.

_____ (Signature of Member)

GENERAL MEETING

14. The President or the Board of Directors may convene a general meeting of the members at any time for business relating to the affairs of the Association. In the absence of the President and Vice-President the members will choose a Director as chairperson of the meeting and if no Director is present, or if all Directors present decline to act as chairperson of the meeting, the members present shall choose one of their member to be chairperson. At any meeting of members each member shall have one vote by virtue of being a member. Every question submitted to a meeting of members shall be decided by a majority of votes, and in the case of an equality of votes, the chairperson of the meeting shall have the last or deciding vote. Unless a poll is demanded the declaration of the chairperson of the meeting recorded in the minutes that a resolution has been carried or carried unanimously or carried by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of that fact.

Subject to the By-Laws, all meetings of members shall be conducted in accordance with "Roberts Rules of Order".

Notice

15. Notice in writing of a general meeting, stating the time, location of the meeting, and the general nature of the business to be transacted, shall be delivered or sent by mail, postage prepaid, at least 7 days before the date of such meeting to each member at his address as it appears on the books of the Association.

Agenda Items

16. Any member in good standing wishing to have any matter connected with the affairs of the Association brought up or discussed at a general meeting shall notify the Executive Secretary of the Association in writing of such matter at least 14 days before the meeting. Upon receipt of such a notification the Executive Secretary shall present to the Executive Director the matter in question for placement on the Agenda for an emergency meeting of the Board of Directors.

Requisitions

17. Not less than 20% of members of the Association entitled to vote at a general meeting of members may present a requisition in writing to the Board of Directors calling for a special general meeting of members for any purpose related with the affairs of the Association. The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited to the Executive Secretary of the Association. The requisition may consist of several documents in like form signed by one or more members. Upon deposit of the requisition, the Board of Directors shall forthwith call a general meeting of the members for the transaction of the business stated in the requisition.

If the Board of Directors does not, within twenty-one days from the date of the deposit of the requisition, call and hold such meeting, any of the requisitionists may call such meeting which shall be held within sixty days from the date of the deposit of the requisition.

Quorums

18. The presence of fifteen members shall be necessary to constitute a quorum at a general meeting. No business shall be transacted unless the requisite quorum is present at the commencement of and throughout the transaction of such business.

BOARD OF DIRECTORS

19. The affairs of the Association shall be directed by a Board of Directors. The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not expressly required to be done by the Association at a general meeting of members. Each Director shall hold office for a two-year term after his election or until his successor or replacement has been named. Each Director shall retire at the end of his two-year term at the respective Annual General Meeting. In each and every year, hereafter, one-half the Board of Directors must stand for election.

Qualifications

20. All Directors shall be eighteen years of age or more and shall be members of the Association. If a person who is not a member of the Association is elected to the Board of Directors, he shall become a member of the Association within 10 days of his election as a Director, and if he fails to become a member within such 10 days, he thereupon ceases to be a Director and shall not be re-elected or re-appointed unless he is first a member of the Association.

June 19, 2002 - No employee or spouse of an employee of the Association shall be eligible for election to the Board of Directors.

Composition of the Board

21. The membership of the Association shall elect twelve (12) Directors who are charged with governing the affairs of the Association. Two (2) of the elected Directors must be self-advocates.

Duties of Officers

June 21, 2006 a) President

The President shall be elected by the Board of Directors from among its members at the first meeting of the Board of Directors after the annual election of the Board of Directors or after the office of President becomes vacant for any reason. The President may be removed by a two-thirds vote of the Board of Directors.

June 21, 2006 b) Vice-President

The Vice-President shall be elected by the Board of Directors from among its members at the first meeting of the Board of Directors after the annual election of the Board of Directors. The Vice-President may be removed from office by a two-thirds vote of the Board of Directors.

June 21, 2006 c) Treasurer

The Treasurer shall be appointed by the Board of Directors from among its members.

The Treasurer may be removed by a two-thirds vote of the Board of Directors.

Authorization of Officers

23. The President shall, if present, preside at all meetings of the Board of Directors and of the members. He shall sign all instruments that require his signature, shall be an ex-officio member of every committee and sub-committee to which he is not a member, and shall have such other duties and powers as may from time to time be assigned to him by the Board of Directors.
24. The Vice-President shall be vested with all the powers and shall perform all the duties of the President, in the absence or disability or refusal to act of the President. In the event that the Office of the President becomes vacant because of the President's death, resignation or removal, the Vice-President shall have the authority and shall perform all duties of the President until the next annual election or, until a new President is elected or appointed. In such case, one Director of the Board shall be elected by the Board to the Office of Vice-President. The Vice-President shall have other such powers and duties as may from time to time be assigned to him by the Board of Directors.
25. The Treasurer shall ensure the care and custody of all the funds and securities of the Association, which shall be deposited in the name of the Association in such Bank or in such depository as the Board of Directors may direct, shall ensure the financial records and books of account of the Association are in order and shall perform such other duties as the Board of Directors requires.

Vacancies

26. As long as a quorum of Directors remains in office, the Board of Directors may fill vacancies, however caused, by appointment of qualified members of the Association. Directors appointed mid-year must stand for election at the next Annual General meeting. If there is not a quorum of Directors remaining in office, the remaining Directors shall forthwith call a special general meeting of the members to fill the vacancies. All vacancies must be filled at each annual meeting.

Remuneration

27. Directors shall serve without remuneration and no Director shall directly, or indirectly, receive any profit in his position as such; provided that a Director may be reimbursed for reasonable expenses incurred by him in the performance of his duties.

Code of Responsibility

28. The Directors shall abide by the following Code of Responsibility:
- a) Directors/Committee Members shall be familiar with the Association's structure, goals or objectives, activities, publications and programs.
 - b) Directors/Committee Members shall be familiar with the organization's budget process and financial situation, and ensure an annual audit by a reputable Chartered Accountant.
 - c) Directors/Committee Members shall declare all conflicts of interest.
 - d) Directors/Committee Members shall regularly attend Board meetings and meetings of Committees of which they are members.
 - e) Directors/Committee Members shall be familiar with, and shall review, the minutes of Board meetings and minutes of Committees of which they are members.
 - f) Directors/Committee Members shall ensure that Committees, including the Executive Committee, if any, report on the exercise of any delegated authority to the Board of Directors and do not overstep their authority.
 - g) Directors/Committee Members shall ensure that the Association has access to competent legal and accounting services.
 - h) Directors/Committee Members shall ensure that the Board of Directors as a whole determine the policies and directs the affairs of the Association.

Conflict of Interest

29. Every Director who in any way directly or indirectly or who has a spouse, family member or a household member, who in any way directly or indirectly has an interest in a proposed or existing contract or transaction of the Association shall make a full and fair declaration of the nature and extent of the interest in writing at a meeting of the Board of Directors. In the case of a proposed contract or transaction, the declaration of interest shall be made at the meeting of the Board of Directors at which the question of entering into the contract or transaction is first taken into consideration, or, if a Director initially has no vested interest and then has a vested interest, or is not a Director and then becomes Director, in the case of an existing or proposed contract or transaction, the declaration shall be made at the first meeting of the Board of Directors after he becomes a Director or the interest comes into being. After making such a declaration, no Director shall vote on such a contract or transaction nor shall he be counted in the quorum in respect of such contract or transaction. If a Director has made a declaration of an interest in a contract or transaction in compliance with this clause, he is not accountable to the Association for any profit realized from the contract or transaction. If a Director fails to make a declaration of his interest in a contract or transaction in compliance with this clause, he shall account to and reimburse the Association for all profit realized by him, directly or indirectly, from such contract.

Conflict of Interest with regard to legislation and directives of the Ministry of Municipal Affairs & Housing must be adhered to as per the Association's "Conflict of Interest - Ministry of Municipal Affairs & Housing" policy and procedure.

Indemnity

30. Every Director of the Association and his heirs, executors, administrators and other legal personal representatives, shall, from time to time be indemnified and saved harmless by the Corporation from and against,
- a) any liability and all costs, charges and expenses that such director or officer sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office, and
 - b) all other costs, charges and expenses that he sustains or incurs in respect of the affairs of the Association, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Termination

31. The office of a Director of the Association shall be vacated if:
- a) by notice in writing to the Association the Director resigns his office. Resignations of members shall be effective in accordance with their terms or forthwith upon acceptance by the Board of Directors, whichever is sooner.
 - b) the Director or his spouse becomes an employee of the Association.
 - c) the Director fails to attend fifty percent (50%) of the meetings of the Board in any year or three (3) consecutive meetings of the Board without legitimate reasons during their term and is asked to resign.
 - d) by a resolution the members of the Association pass, by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, a motion to remove any Director from office before the expiration of the term of office, and may by a majority of votes cast at that meeting elect a member in good standing in his stead for the remainder of the term.

BOARD MEETINGS

Frequency

- June 18, 2003** 32. The Board will schedule meetings on a monthly basis from September to June of each year.

Notice

33. Members of the Board shall be notified in writing of meetings at least five days prior to a scheduled meeting. In case of an emergency meeting the Directors will be contacted by telephone. An error or omission in giving notice for a meeting of Directors shall not invalidate the meeting or proceedings taken provided criteria for a quorum is met.

Directors may at any time waive notice of any meeting and may ratify or approve of any or all proceedings taken at such meeting.

Agenda Items

34. Anyone wishing to have a topic placed on the Agenda for a regular Board meeting must notify the Executive Director as per policy.

Quorum

35. No business of the Association shall be transacted by its Directors except at a meeting of the Board of Directors at which a majority of Directors is present. Questions arising at any meeting of the board of Directors shall be decided by a majority of votes. The Chair shall abstain from a vote unless a second or deciding vote is required. Should it be impossible to have a quorum present at a meeting a majority of Directors must be contacted for their approval or disapproval of the resolution at hand (in order to obtain a majority vote), unless the Executive Committee (see Article 37) is empowered by the Board of Directors to act on its behalf and report to the Board at the following meeting of the Board. Subject to the By-Law, all meetings of the Board shall be conducted in accordance with "Roberts Rules of Order". Meetings of the Board of Directors may be held either at the head office of the Association or any other place within or outside of Ontario it may from time to time decide upon.

COMMITTEES

36. There shall be three types of Committees; the Executive Committee, Standing Committees and Ad Hoc Committees, whose purpose shall be to gather information and advise or recommend courses of action to the Board. These committees shall be governed by the following procedures:

Executive Committee

37. The Executive Committee is empowered by an annual resolution of the Board of Directors to act on its behalf throughout the summer months. The Executive Committee is comprised of the President, Vice-President and Treasurer or delegate as may be assigned. The Executive Committee shall report to the Board at the following Board meeting. The following provisions and restrictions shall apply to the Executive Committee:

- June 19, 2002** a) A member of the Executive Committee may be removed as per Article 22 a), b) and c) and shall cease to be a member of the Executive Committee upon

ceasing to be a Director of the Board.

- b) The President shall cease to be a member of the Executive Committee upon ceasing to be a Director, unless re-elected.
- c) The Board of Directors may, from time to time, by resolution, modify, dissolve or reconstitute the Executive Committee and make regulations with respect to and impose restrictions upon the exercise of powers hereby delegated.
- d) The meetings and proceedings of the Executive Committee shall be governed by the provisions in the By-Laws for regulating meetings and proceedings of the Board of Directors so far as the same are applicable thereto.
- e) The Executive Committee may invite such Directors, officers, and employees of the Corporation as it may see fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Association.

Standing Committees

June 19, 2002 38. The standing Committees of the Board shall be: Management/Finance,
June 19, 2013 Public Education, Nomination and the Parents' Advisory Committee.

The following provisions and restrictions apply to Standing Committees:

- a) Standing Committees shall have only such purpose and authority as defined in the specific terms of reference for each, and as delegated by the Board of Directors. The Board may prescribe the duties and authority of Committees. Committees shall have only such authority as is delegated to them by the Board of Directors. The Board of Directors may at any time, by a majority vote, dissolve any Committee, may at any time revise the duties and authority of the Committee, and may at any time remove any person from any Committee and substitute another person for such person or may add persons to or remove persons from Committees.
- June 17, 2009** 1. Standing Committees shall be comprised of Board Members (one of whom shall be appointed by the Board as Committee Chairperson), and/or other volunteers, and/or employees of the Association. Each standing committee shall have the power to elect its own chairperson; however should the Board Member not be elected chairperson, a very serious effort must be in place to ensure that there is excellent communication with the Board Member on the said committee. Employees of the Association shall not have a vote on any committee.

June 19, 2002 2. When it is time for a Standing Committee to elect a chairperson as stated in Article 38.b-1, the members of that committee might opt for the chair to be shared by a committee member and a Board member who has agreed to sit on the said committee.

3. The Parents' Advisory Committee shall be comprised of family members of individuals who have intellectual disabilities. These members may or may not be affiliated with Community Living Timmins Intégration Communautaire. Each committee member shall hold office for a two year term and shall retire after each term. In each and every year, hereafter, one-half of the committee members will stand for election at the Parents' Advisory Committee meeting. Members of the Parents' Advisory Committee will be elected by family members of individuals with intellectual disabilities.

June 19, 2002 c) The Executive Director is automatically an ex-officio (non-voting) member of all committees.

- d) Unless otherwise determined by the Board of Directors, a majority of the members of a Committee shall be a quorum. Questions arising at any meeting of a Committee shall be decided by a majority of votes and in the case of an equality of votes, the Chairperson shall have the last and deciding vote. All decisions at any meeting of a Committee will be referred by the Committee Chairperson, or alternate, to the Board of Directors for confirmation or revocation.
- e) Agendas and information packages shall be made available to all Committee members (in advance of the meeting if possible).
- f) Minutes shall be taken at each Committee meeting and shall be provided to all members of that Committee and to the Board of Directors with the exception of confidential information pertaining to people supported by the Association which may be discussed at the Support Services Committee.
- g) Standing Committee members will be reimbursed for respite hours used to attend meetings.
- h) Committee proceedings shall be governed by "Roberts Rules of Order".

Ad Hoc Committees

39. Ad Hoc Committees shall have such membership, purpose and direction as is designated by the Board. All proceedings shall be governed by the provisions and restrictions as per policy.

FRENCH LANGUAGE SERVICE

June 17, 2016

40. The Association shall provide bilingual service, in the two official languages, as per policy. The Association shall have a policy and a committee on the administration of French Language Services. Representation of Francophones on the board of directors and its committees must reflect the proportion of the francophone population within Timmins, as determined by census data compiled by Statistics Canada.

SIGNING OFFICERS

41. The Board of Directors may from time to time by resolution designate which officers may sign documents on behalf of the Association.

FISCAL YEAR

42. The fiscal period of the Association shall terminate on the thirty-first day of March in each year.

BORROWING

43. The Association, upon agreement of a majority of the members of the Board of Directors, may enter into a loan agreement with a Bank, Trust Company, or other such business, provided the funds borrowed are used to further the interests of the Association or the population it serves, and provided that repayment terms are within the means of the Association. Such Association property as is required as security by the lender may be pledged against the loan.

AMENDMENTS OF BY-LAWS

44. The By-Laws of the Association may be amended, altered, added to, ratified or repealed, at the Annual General Meeting by a two-thirds majority of votes present at such meeting. Notice of motion to amend shall be received by the Executive Director/Executive Secretary not later than 42 days prior to the annual meeting. Copies of notice of motion shall be mailed by the Executive Secretary to all members at least 30 days prior to the Annual meeting. Voting on such amendments shall take place at the Annual General Meeting.

DISSOLUTION

45. Upon the winding up of Community Living Timmins Intégration Communautaire, all its remaining assets will be distributed to a charitable organization or to charitable organizations in Canada.

TIMELINES

Oct. 28, 2020

46. Any of the timelines prescribed herein may be reasonably extended, abridge, or otherwise adjusted by resolution of the Directors, provide the extended, abridged, or adjusted timeline falls within those timelines prescribed by the Corporations Act, any successor legislation thereto and regulations thereunder, as may be amended from time to time.

INTERPRETATION

47. In all By-Laws of the Association, the singular shall include the plural and the plural the singular; “persons” shall include firms and corporations; the masculine shall include the feminine.

PASSED THE 28th DAY OF OCTOBER, THIS YEAR 2020.

WITNESS the Corporate Seal of the Corporation.



PRESIDENT



VICE-PRESIDENT

