



By-Laws

BE IT ENACTED and it is hereby enacted as a by-law of the Niagara Branch of the Canadian Mental Health Association, (hereinafter called “the Branch”) as follows:

Head Office

1. The head office of the Branch shall be in the Regional Municipality of Niagara, in the Province of Ontario and at such place therein as the directors may from time to time determine.

Seal

2. The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Branch.

Symbol

3. The Branch shall have as its symbol the symbol used and approved by the Canadian Mental Health Association (hereinafter called “the Association”) from time to time.

Membership

- 4.(i) Members of the Association within the Regional Municipality of Niagara are members of the Branch (hereinafter sometimes called “members of the Branch”).
- (ii) Membership in the Association may be granted to individuals who are at least 18 years of age, societies, partnerships or corporations by or with the authorization of the Board of Directors of the Branch (hereafter sometimes called “the Branch Board”) on an annual basis in accordance with the policy prescribed from time to time by the Division and the Association.

- (iii) Privileges of membership include the following:

- a) Voting privileges at any general meeting of the membership
- b) Eligibility for election to the Board of Directors and appointment to committees.
- c) The newsletter and all other mailings of the Agency.

Regular Member: Any person who pays a membership fee. Any consumer may be a regular member if they choose. The membership fee for consumers will be voluntary.

Life Member: Life membership will be granted by the Association to those individuals who have made significant voluntary contributions of outstanding value. This is an award granted by the Board and presented at the Association's Annual General Meeting. This recognition is for life and without any membership fee and entitles them to all the privileges of the membership in good standing.

Organization Membership: Businesses and other community groups will be granted membership upon payment of the prescribed membership fee but have no voting privileges.

Honorary Member: An honorary membership may be awarded at the discretion of the Board to recognize special contributions made to the Association. This category carries no voting privileges and is without fees. Paid employees shall be honorary members as long as they are employed by the Association.

Membership Fees

5. The Directors shall establish an annual membership fee, in accordance with the policy prescribed from time to time by the Board of Directors of the Association, payment of which shall be required to keep a member in good standing. The Board Secretary shall notify the members of the fees payable by them from time to time and if such fees are not paid within 30 days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Association.

Resignation or Termination of Membership

6. A member of the Association within the Niagara Branch may at any time resign by notice in writing to the Branch. The Branch Board may at any time revoke and cancel for cause the membership of any member.

Meetings of Members

7. **Notice.** No public or other notice or advertisement of meetings of members of the Branch, annual or general, shall be required, except that notice of the time and place of such meeting shall be delivered by regular or electronic mail to each member at least fourteen (14) days before the holding of such a meeting, provided that meeting of the members of the Branch may be held at any time and place without notice if all members are present thereat.
8. **Annual Meeting.** Annual meetings of members of the Branch shall be held each year not later than June 30 at such time and place as may be prescribed by the Directors.
9. **Business at Annual Meeting.** At every annual meeting, in addition to any other business that may be transacted thereat, there shall be presented: (a) a report of the Branch Board, (b) a balance sheet as at the immediately preceding fiscal year end, together with a general statement of income and expenditure for the fiscal period ending upon the date of such balance sheet, and the report of the auditors thereon, and (c) auditors shall be appointed and the members of the Branch Board shall be elected.
10. **Special Meeting.** A special meeting of the members of the Branch may be called by the Board of Directors at any time deemed advisable by it, or shall be called by the Board of Directors on the written request of not less than fifty-one percent (51%) of the members in good standing. Such written request shall express the object of such meeting and shall be filed with the Executive Committee. On receipt of such written request, the Board of Directors shall forthwith convene a special meeting of the Branch to deal with the matters raised by the written request.
11. **Quorum of Members.** Any meeting of the members of the Branch, annual or special, twelve voting members present in person shall constitute a quorum for the transaction of business.
12. **Adjournments.** Any meeting of the members or directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjourned meeting. Such adjournment may be made notwithstanding that no quorum is present.
13. **Voting by Members.** At all meetings of members every question shall be decided by a majority vote of those members eligible to vote present in person, unless otherwise required by the by-law of the Branch or by-law. Every question shall be decided in the

first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands every voting member shall have one vote and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and any entry into that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the vote recorded in favour of or against such a resolution. A demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes cast by the members. Such poll shall be taken in such a manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the meeting upon the matter in the question. In case of an equality of the votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a casting vote.

Directors

14. **Responsibility.** The Board of Directors shall manage the affairs of the Branch on behalf of the general membership subject to the conditions set out in the Letters Patent of the Corporation. They will ensure that Branch members will not directly or indirectly receive any profit from their membership and that all members declare a conflict of interest if any personal or business interests are in conflict with the best interests of the corporation.
15. **Number.** The affairs of the Branch shall be managed by a Board of Directors, of twelve (12), as stated in the Letters of Patent of the corporation, each of whom at the time of election shall be a member in good standing of the Branch. Board members will represent consumers of the Branch programs, individuals employed in the field of mental health and other individuals representative of the community of the Region of Niagara. At least two-thirds of the directors shall be persons whose principle employment is not in the field of mental health services. No employee of the Branch or the Association shall be eligible to be a Director. No Director shall be eligible for employment within the Branch unless they have resigned and not served on the Board for a period of one year.

Election/Appointment of Directors and Term of Office

16. **Nominations.** The Nominations Committee shall submit a report and nominations for directors to the Secretary together with the consent of each nominee to act as a director if elected. Members may submit the names of other members for nomination as directors to the Nominations Committee prior to the submission of the Nominations Committee's report. Additional members may be nominated for election as directors provided the nomination of each such additional nominee is signed by ten other members, and is accompanied by the consent of the nominee to act as a director if elected and provided that such nominations shall be received by the Nomination Committee Chairman or the Secretary not less than five (5) days prior to the Annual Meeting. The names of those members nominated by the Committee and names of the additional nominees, if any,

shall be submitted to the Annual Meeting and voted upon by the members. No person other than those so nominated shall be eligible for election as a director at the Annual Meeting.

17. **Term of Office.** The directors' term of office shall, subject to the provision, if any, of the Letters Patent or Supplementary Letters Patent of the Branch, be from the date of the meeting of which they are elected or appointed until the Annual Meeting next following or until their successors are elected or appointed. Directors may serve a maximum of five continuous years, unless they are also officers or past officers, in which case they may serve a maximum of eight continuous years. However, a maximum of twenty percent of the Board may exceed the eight-year term at the discretion of the Nominating Committee. At the end of a director's term, a one-year absence from the Board must be served before that person will be eligible to serve as a member of the Board of Directors.
18. **Vacancies.** Vacancies in the Board, however caused, may, provided a quorum remains in office, be filled by appointment from among the members by the directors. Directors so appointed shall serve until the Annual Meeting next or until their successors are elected or appointed.
19. **Removal of Directors.** A director shall cease to hold office or may be removed from office in any of the following events:
 - (i) If he/she ceases to be a member of the Branch;
 - (ii) If he/she delivers a written resignation to the President of the Branch; or
 - (iii) Upon the affirmation vote of at least two-thirds of the members of the Branch present at a special meeting held for the purpose.
 - (iv) If a director is absent from two successive meetings of the Board he/she may be notified in writing that unless he/she is present at the next meeting of the Board or gives a written explanation for his absence that is satisfactory to the Board he/she shall be deemed to have resigned from the Board as at the date of the next meeting.

Meetings of the Board

20. **Quorum.** Fifty percent plus one of the Board shall form a quorum for the transaction of business.
21. **Meetings.** The Board may hold its meetings at such place or places as it may from time to time determine. The Board shall hold not less than six meetings during the twelve month period following its election, one of which should be held at or immediately

following the annual general meeting of the Branch. Notice of any meeting shall be delivered, telephoned or telegraphed to each director not less than two days before such meeting is to take place. No notice of a meeting of the Board shall be necessary if all the directors are present or if those absent have signified their consent to the meeting being held in their absence. Directors meeting may be called by the President, Vice President or the Executive Committee or by the Secretary on the direction of the President, a Vice President, or the Executive Committee. The statement of the Secretary or the President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at any hour to be named and no notice of such regular meetings need be sent. Directors meeting may also be held without notice immediately following the annual meeting of the Branch. Except in the case of a special meeting of the Board called pursuant to the provisions of this by-law, the directors may consider or transact any business either special or general at any meeting of the board.

22. **Special Meetings.** Special meetings of the Board may be called by the President, the Executive Committee or by not less than four members of the Board for the purpose of transacting special business. Except in the event of an emergency, written notice of such special meeting specifying the business to be considered thereat shall be mailed to all persons entitled to notice of a meeting of the Board at least two weeks before the holding of such meeting. Only such business as is stated in the notice of a special meeting may be transacted at such meeting.

23. **Error in Notices.** No error or omission in giving notice of a meeting to directors shall invalidate such meeting or make void any proceeding taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

24. **Voting.** Questions arising at a meeting of directors shall be decided by a majority of votes. The Chairman shall have no vote except in the case of an equality of votes, when he shall cast a deciding vote. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

25. **Powers.** The Branch Board shall have the general responsibility for the conduct of the affairs of the Branch and shall administer any property of the Branch. The Board may make or cause to be made for the Branch, in its name, any kind of contract which the Branch may lawfully enter into, and generally may exercise all such other powers and do all such acts and things as the Branch is by its charter or otherwise authorized to exercise and do.

26. (a) **Remuneration.** The director shall receive no remuneration for acting as such. The Board may, however, authorize the payment of expenses to a director for attendance at meetings of the Board or which are related to the performance of his duties as a director. The Board shall review the amount annually.
- (b) **Indemnity.** The Corporation shall indemnify each director with respect to the performance in good faith of his duties as a director to the fullest extent permitted by law.
- (c) **Oath of Confidentiality.** Each director shall sign an oath of confidentiality.

Executive Committee

27. **General.** There shall be an Executive Committee composed of not more than five directors elected by the Board from among themselves and including the President, the Vice President and the Treasurer. The President shall be the Chairman of the Executive Committee unless the Committee appoints one of the Vice Presidents as such. In the absence of the President or such Vice Presidents as the Committee has designated as Chairman, any member of the Committee may act as Chairman with the consent of the other members present. The Chairman at any meeting of the Executive Committee shall have a casting vote in the case of a tie.
28. **Functions of Executive Committee.** During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations from time to time made by the directors) all of the powers of the directors and the management and direction of the affairs of the Branch (save and except only such acts as must by law be performed by the directors themselves) in such manner as the Executive Committee shall deem best for the interests of the Branch, in all cases in which specific directions shall not have been given by the Board.
29. **All actions by the Executive Committee** shall be reported to the Board at its meeting next succeeding such action and shall be subject to revision or alteration by the Board; provided that no acts or rights or third parties shall be affected or invalidated by any such revision or alteration.
30. **Quorum of Executive Committee.** A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. In the event of there being no quorum present at any meeting of the Executive Committee, any director or directors who is or are requested by the Chairman of the meeting to attend such meeting shall have the right to attend and shall thereupon be a member of the Executive Committee for such meeting.

31. **Meetings of Executive Committee.** Meetings of the Executive Committee may be held at such time and place as shall be determined by the Executive Committee or the Board. The President, the Chairman of the Executive Committee, if other than the President, or the Secretary on the direction of the President or Chairman of the Executive Committee may call a meeting of the Executive Committee.

Standing and AD Hoc Committees

32. In addition to the Executive Committee there shall be the Standing Committees. These committees are as follows: Nominating and Recruitment, and Finance and Personnel. The Chairman of each Committee shall be appointed by the directors from amongst their number at the first meeting of the Branch in each year and, unless the members thereof are specified herein, the Chairman of each Committee shall choose the members of such committee as soon as reasonably possible thereafter.
- (i) a *Finance Committee*, consisting of the Treasurer of the Branch and at least two additional persons, to advise the Board on all matters relating to the financial aspects of the Branch's operation;
 - (ii) a *Nominating Committee*, consisting of the Past President of the Branch, or such other member as the Board may appoint, who shall be Chairman and not less than one additional person (or designated alternate who, however, shall have not vote unless so authorized in writing by the regular member whom they are representing); and
 - (iii) a *Personnel Committee*, consisting of not less than three members of the Branch and to be chaired by a director, to be responsible for developing and maintaining personnel policies for all employees of the Branch.
33. In addition to the Standing Committees, there shall also be such ad hoc committees of the Branch as the Board may from time to time create. The ad hoc committees of the Branch shall be subject to annual review by the Board. The Chairman of any such committee shall be a director appointed by the Board from amongst its members. Subject to foregoing, unless other members of such committees are specified by the Board, the Chairman of each committee shall choose the members of such Committee as soon, as may be reasonably possible. The ad hoc committees of the Branch shall at all times be responsible to the Board and, at the time of the creation of any such committee, the Board of Directors shall specify at least the following: its function or purpose; its limitations, such as whether its decisions are subject to approval of the Board of Directors; its composition; criteria for selection and removal of committee members, and when and how often it shall meet. The President of the Branch shall be a member ex-officio of each of the ad hoc committees.

Officers

34. **General.** The officers of the Branch shall be a President, the Vice-President, the Secretary, the Treasurer, an Executive Director and such other officers as the Board may from time to time determine.
35. **Election and Appointment.** The President, the Vice President, and the Treasurer shall be elected by the Board from amongst their members at the annual meeting or the first meeting of the Board after the annual meeting, provided that in default of such Board election that then incumbents, being members of the Board, shall also hold office until their successors are elected.
36. **Duties of the President and Vice President.** The President shall preside at all meetings of the directors and members shall be charged with general responsibility for the affairs of the Branch. During the absence or inability of the President, the duties and powers may be exercised by one of the Vice Presidents or such other director as the Board may from time to time appoint for that purpose and if a Vice President or such other director exercises any such duty or power the absence or inability of the President shall be presumed with reference thereto.
37. **Duties of Secretary.** The Secretary shall be an ex-officio clerk of the Board. The Secretary shall attend all meetings of the Board and record all facts and minutes of proceedings in the books kept for that purpose. The Secretary shall give all required notices to members, directors, the Canadian Mental Health Association, and members of the standing committees or other committees appointed by the Board. The Secretary shall be the custodian of the seal of the Branch and of all books, papers, records, correspondence, contracts and other documents and the Secretary shall perform such other duties as may from time to time be determined by the Board.
38. **Duties of the Treasurer.** The Treasurer shall be responsible for supervising the general financial operations of the Branch. The Treasurer shall assure that full and accurate accounts of all financial transactions of the Branch are kept in proper books of account and that all funds are deposited in the name and to the credit of the Branch. The Treasurer shall satisfy himself that all funds of the Branch are properly disbursed, that proper vouchers are prepared therefore and shall render to the Board at regular meetings thereof or whenever required of the Treasurer an account of all financial transactions and of the financial position of the Branch. The Treasurer shall also perform any other such duties as may be determined from time to time by the Board.
39. **Duties of the Executive Director.** The Executive Director shall be appointed by and shall be accountable to the Board and shall, subject to the discretion of the Board, manage the business and affairs of the Branch and shall see that policies and resolutions of the

Board are carried into effect. The Executive Director shall be entitled to attend all meetings of the Board and members of the Branch but shall not be entitled to vote at meetings.

40. **Other Offices.** The Board may appoint such other employees as may be deemed necessary to hold office for such period, receive such remuneration and perform such duties as it may from time to time determine.

**Relationship of Branch
to the
Canadian Mental Health Association, Ontario Division**

41. The Branch recognizes that it is an integral part of the Division and has been incorporated pursuant to the by-laws of the Division to administer the affairs of the Division in the Niagara Branch. It is the intent of the Branch to administer its affairs in the Niagara Branch in accordance with the policies and directions formulated and given from time to time by the Division and to ensure that its own policies and programs are compatible with and in furtherance of the policies and programs of the Division.
42. In the event of the cancellation of the Branch's charter by the Division or of the voluntary dissolution of the Branch, all funds, records and books of account held by the Branch shall be delivered to the Division for a final audit. Any unexpended funds of the Branch shall be forwarded to the Division Treasurer and all other property dealt with in accordance with the provisions of the Letters Patent and the Branch agreement.

Execution of Documents

43. Deeds, transfers, licenses, contracts and engagements requiring the signature of the Branch (except as provided in paragraph 44 hereof) shall be signed by either the President or the Vice President, the Treasurer and the Secretary, or the Executive Director, or such other persons as may from time to time be designated by the Board. Any of the aforementioned may affix the seal of the Branch to such instruments as require the same.
44. Contracts in the ordinary course of the operations of the Branch may be entered into on behalf of the Branch by any one of the President, a Vice President, the Treasurer, the Secretary and Executive Director, or by any person or persons authorized by the Board.
45. The President, the Vice President, the Secretary or the Treasurer of the Branch or any one of them or any person or persons from time to time designated by the Board, may transfer any and all shares, bonds or other securities from time to time standing in the name of the Branch in its individual or any other capacity, or as trustees or otherwise, and may accept in the name and on behalf of the Branch transfers of shares, bonds or other securities from time to time transferred to the Branch, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

46. **Books and Records.** The directors shall see that all necessary books and records of the branch required by the by-laws of the Branch or by an applicable statute of law are regularly and properly kept.

Auditors

47. One or more auditors shall be appointed at each annual meeting of the members of the Branch. The auditors of the Branch when appointed shall hold office until the next annual meeting after being appointed or until the successors are appointed, unless previously removed by resolution of the members in general meeting or by the Board. If the remuneration of the auditor or auditors is not fixed by the members at the annual meeting, then remuneration of the auditor or auditors shall be fixed by the Board.
48. The auditors shall be supplied with a copy of the balance sheet of the Branch and it shall be their duty to examine the same with the accounts and vouchers relating to thereto. The auditors shall have a list delivered to them of all books kept by the Branch, and shall have access to the books and the accounts of the Branch at all reasonable times.
49. The auditors shall make an annual report to the members upon the balance sheet and every such report shall state whether in their opinion the balance sheet is a full and fair balance sheet properly drawn up so as to exhibit a true and correct view of the state of the Branch's affairs.
50. **Financial Year.** The financial year of the Branch shall be from April 1 to March 31. The financial years can be changed as determined by a resolution of the Board.
51. **Cheques, etc.** All cheques, bills of exchange or other order for the payment of money, notes or other evidence of indebtedness issues in the name of the Branch, shall be signed by such officer or officers, employee or employees, agent or agents of the Branch and in such a manner shall from time to time be determined by resolution of the Board and any one of such officers, employees or agents may alone endorse notes and drafts for collection on account of the Branch through its depositories, and endorse notes and cheques for deposit with the Branch, or the same may be endorsed "for collection" or "for deposit" with the depositories of the Branch by using the Branch's rubber stamp for that purpose. Any one of such officers, employees or agents so appointed may arrange, settle, balance and certify all books and account between the Branch and the Branch's depositories and may receive all paid cheques and vouchers and sign all the depositories, forms of settlement of balance and release or verification slips.

52. **Deposit of Securities for Safekeeping.** The securities of the Branch shall be deposited for safekeeping with one or more bankers, trust companies or financial institutions. Any and all securities so deposited may be withdrawn from time to time only upon the written order of the Branch signed by such office or officers, employee or employees, agent or agents of the Branch and in such a manner as shall from time to time be determined by resolution of the Board, and such authority may be general or confined to specific instances. The institution which may be so selected as custodian shall be fully protected in acting in accordance with directions and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.
53. **Manner of Giving Notice.** Whenever under the provisions of the by-laws of the Branch notice is required to be given, such notice may be given either personally or by electronic communication, or by depositing the same in a post office or a public letter box, or by courier service in a prepaid, sealed wrapper addressed to the director, officer or member at his or their address as the same appears on the books of the Branch. A notice or other document so sent by electronic communication or by post or courier service shall be deemed to have been sent at the time when the same was sent electronically, or deposited in a post office, public letter box or courier service as aforesaid. For the purpose of sending any notice, the address of any member, director or officers shall be at his last address as recorded on the books of the Branch.
54. **Borrowing.** The board may from time to time:
- (i) Borrow money upon the credit of the Branch;
 - (ii) Limit or increase the amount to be borrowed;
 - (iii) Issue debentures or other securities of the Branch;
 - (iv) Pledge or sell such debentures or other securities for such sums and at such process as may be deemed expedient;
 - (v) Mortgage, hypothecate, charge or pledge all or any of the real person property, present and future, undertaking and rights of the Branch to secure any such debenture or other securities or any money borrowed or any other liability of the Branch. The borrowing power of the Branch pursuant to any by-law passed and confirmed in accordance with Section 59 of the Corporation Act shall be limited to borrowing money for current operation expenses, provided that the borrowing power of the corporation shall not be so limited if it borrows on the security of real or personal property.
55. **Disbandment.** The Board of the Canadian Mental Health Association, Niagara Branch is empowered, subject to the approval of the membership, to disband the Branch. In the event of the disbandment of the Branch, after payment of all debts and liabilities, its remaining assets shall be distributed or disposed of to registered charitable mental health agencies in the Niagara community.

- 56. **Chapters/Councils.** The directors may encourage the formation of local mental health activity or interest groups whose aims and objectives are consistent with those of the Association.
- 57. **Interpretation.** In these by-laws and all other by-laws of the Branch hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, the reference to persons shall include firms and corporations.
- 58. The by-laws, policies and regulations of, and the Branch Agreement with, the Division shall govern in all matters not covered in the by-law, or in the Letters Patent or Supplementary Letters Patent of the Branch, or in the Corporations Act (Ontario) or other applicable statutes.
- 59. **Amendment.** The Branch Board may add to, amend, or repeal this by-law but no such addition, amendment or repeal shall have any force or effect or be acted upon until the same have been confirmed and sanctioned by at least two-thirds of the votes cast at a general meeting of the members duly called for that purpose.

Dated this _____ day of _____, 2005

Witness the seal of the Branch

_____ C/S _____