



CANADIAN MENTAL
HEALTH ASSOCIATION

ASSOCIATION CANADIENNE
POUR LA SANTÉ MENTALE

Niagara Branch

By-Laws

ARTICLE 1. DEFINITIONS AND INTERPRETATION

1.01 Definitions

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:

In this By-Law, the following words and phrases shall have the following meanings, respectively:

- (a) “**Act**” means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it;
- (b) “**Associates**” includes the parents, siblings, spouse or common-law partner of a Director as well as any organization, agency, company or individual (such as a business partner) with a formal business relationship to a Director;
- (c) “**Association**” means the Canadian Mental Health Association, a national organization with national, provincial and local levels that has general, corporate/institution, honorary and life members as outlined in the “CMHA Membership Policy”;
- (d) “**Board**” means the board of directors of the Branch;
- (e) “**Board Committee Policy**” means the policy established by the Board, from time to time, setting out the committees of the Board that are not fully described in these By-Laws;
- (f) “**Branch**” means the Niagara branch of the Association that has been granted a charter by the Division, which is in good standing, and is in compliance with the Branch/Division Agreement;
- (g) “**Branch/Division Agreement**” means the agreement entered into between the Branch and the Association governing their relationship and the Branch’s use of the “Canadian Mental Health Association” name, substantially similar to such form as approved by the Board from time to time;
- (h) “**By-Laws**” means any by-laws of the Branch from time to time in effect, including this By-Law No. 1;

- (i) **“Chair”** means the person who presides over a meeting;
- (j) **“Conflict of Interest”** includes, without limitation, the following three areas that may give rise to a Conflict of Interest for the Directors, namely:
 - (i) Pecuniary or Financial Interest - a Director is said to have a pecuniary or financial interest in a decision when the Director (or his or her Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special considerations; in addition, a Director shall be in a conflict of interest where he or she makes or attempts to make any profit or financial gain as a result of exploiting his or her relationship with the Branch;
 - (ii) Undue Influence - a Director’s participation or influence in Board decisions that selectively and disproportionately benefits particular agencies, 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; and
 - (iii) Adverse Interest - a Director is said to have an adverse interest to the Branch when he or she is a party to a claim, application or proceeding against the Branch;
- (k) **“Director”** means a member of the Board;
- (l) **“Division”** means Canadian Mental Health Association Ontario;
- (m) **“Excluded Person”** means:
 - (i) any employee or staff member of the Branch, CMHA Provincial or CMHA National; and
 - (ii) any spouse (including common-law or same sex spouse), dependent child, parent, brother or sister of a person listed in (i) above;
- (n) **“Executive Director”** means the senior employee of the Branch appointed by the Board to manage and administer the day-to-day affairs of the Branch;
- (o) **“Ex officio”** means membership, election or appointment by virtue of the office and includes all rights, responsibilities and power to vote except where otherwise specifically provided;
- (p) **“Head Office”** shall be located in the Regional Municipality of Niagara, in the Province of Ontario, at such place therein as the Board may from time to time determine, unless changed in accordance with the Act;

- (q) “**Letters Patent**” means the letters patent of the Branch dated June 1, 2001 and any supplementary letters patent of the Branch;
- (r) “**Member**” means a member of the Branch;
- (s) “**Officer**” means those officers of the Branch set out in Section 7.01;
- (t) “**Persons living with mental illness**” means people with direct experience of mental illness and people supporting a person with direct experience of mental illness;
- (u) “**President**” means the officer elected as such from amongst the Directors; and
- (v) “**Special Resolution**” means a resolution passed by the Directors and confirmed by at least two thirds (2/3) of the votes cast at a general meeting of the Members duly called for that purpose.

1.02 Interpretation

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

- (a) 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.
- (b) The headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in constructing 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.
- (c) Any references 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.

1.03 Meeting Procedures

- (a) Any Director, Officer, or employee, as the context requires, and unless expressly prohibited by the By-Laws, rules or policies of the Branch, 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 as 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 purposes of the Act and this By-Law, to be present at the meeting.

- (b) Business arising at any meeting of the Branch, the Board or any committee established pursuant to this By-Law shall be decided by a majority of votes (meaning a majority of votes cast) unless otherwise required by statute, by this By-Law or by the rules of procedure selected by the Branch for such meetings.
- (c) Voting shall take place as follows:
 - (i) Except as provided in this By-Law, each Member, each Director and each committee member shall be entitled to one (1) vote at any meeting of the Branch, Board or committee, respectively.
 - (ii) Votes shall be taken in the usual way, by show of hands, among all Members, Directors and committee members present and entitled to vote and, subject to (iv) below; in the event of a tie the motion is lost.
 - (iii) The Chair of any meeting of the Members of the Branch shall have an initial vote and, in the case of an equality of votes, either upon a show of hands or upon a poll, the Chair of the 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 entitled to an initial vote, to be exercised after all other members of the Board or committee, entitled to vote, have voted, but in the event of an equality of votes the Chair shall not be entitled to an additional or casting vote. A tie vote shall be considered a lost motion.
 - (iv) After a show of hands has been taken on any question, 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 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 and entitled to vote at such meeting shall have one (1) vote and the result of the poll shall be the decision of the Members, the Board or the committee, as the case may be.
 - (v) Whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the Chair of the meeting that a resolution, vote or motion has 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 favour of or against such resolution, vote or motion.
- (d) Minutes shall be kept for all meetings of the Branch, the Board or any committee, and shall be approved at the next meeting of the Branch, the Board or the committee, as the case may be.

- (e) The declaration of the Clerk to the Board or Chair that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of giving of such notice.
- (f) Any questions of procedure at or for any meetings of the Branch, of the Board, or of any committee that 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 Rules of Order for Performance (chapter five); The Guide to Better Meetings of Non-Profit organizations Canadian Society of Association Executives, 2000 Edition; or such other rules of procedure adopted by resolution of the Board from time to time.

1.04 Repeal of Previous By-Laws

All previous By-Laws relating to the administration of the affairs of the Branch are hereby repealed and replaced with this By-Law.

ARTICLE 2. MEMBERSHIP OF THE BRANCH

2.01 Admission

- (a) Members of the Branch residing or working within the Regional Municipality of Niagara are members of the Branch (hereinafter sometimes called “Branch members”).
- (b) Membership in the Branch 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 Branch and the Association.

2.02 Membership Categories

- (a) **Regular Member:** Any person who pays a membership fee as prescribed from time to time by the Board. The fee for any person living with direct experience of mental illness will be voluntary.
- (b) **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.
- (c) **Organization Membership:** Businesses and other community groups will be granted membership upon payment of the prescribed membership fee but have no voting privileges.

- (d) **Honourary Member:** A 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.

2.03 Privileges

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, except where excluded by Article 4.01; and
- (c) The newsletter and all other mailings of the Agency.

2.04 Ex Officio Director

Each Director shall be, ex officio, a voting Member of the Branch for the period that he or she serves on the Board.

2.05 Resignation of Membership

A Member of the Branch may at any time resign by written notice to the Branch. A resignation shall be effective at the time it is received by the Clerk to the Board of the Branch or at the time specified in the resignation, whichever is later. Upon withdrawal, a Member is not entitled to a refund of the membership fee in whole or in part.

2.06 Termination of Membership

- (a) The interest of a Member in the Branch is not transferable and lapses or ceases to exist:
 - (i) upon death or dissolution of the Member;
 - (ii) when the Member ceases to be a Member by resignation; or
 - (iii) in the event that the Member ceases to meet the qualifications set out for membership in this By-Law.

ARTICLE 3. MEETINGS OF MEMBERS

3.01 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.

3.02 Annual Meeting

Annual meetings of members of the Branch shall be held each year not later than June 30 at such time and place in the Niagara Region as may be prescribed by the Directors.

3.03 Business at Annual Meeting

- (a) The business transacted at the annual meeting shall include:
- (i) approval of the minutes of the previous annual meeting;
 - (ii) unfinished business, if any, from the previous annual meeting;
 - (iii) the report of the Board on the affairs of the Branch for the previous year;
 - (iv) a report from the Executive Director of the Branch;
 - (v) a report from the President of the Board of Directors of the Branch for the previous year;
 - (vi) the auditor's report, including presentation of the financial statements;
 - (vii) the election of the Directors;
 - (viii) the appointment of the auditor for the upcoming year; and
 - (ix) the Services Accreditation report, including presentation of results.
 - (x) No other item of business shall be considered at the annual meeting of the Branch unless notice in writing of such other item of business has been given to the Clerk of the Board prior to the giving of notice of the annual meeting so that such item of new business can be included in the notice of annual meeting. Notice of such other item of business may be provided to the Clerk in the following circumstances:
 - a) by motion of the Board;
 - b) signed by at least four (4) Members; or
 - c) by the President.

3.04 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.

3.05 Quorum of Members

At 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.

3.06 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.

3.07 Voting by Members

At all meetings of members present every question shall be decided by a majority vote of those members eligible to vote present in person, unless otherwise required by the By-Laws of the Branch. 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 is 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 is 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.

3.08 Chair

The Chair of a meeting of the Branch shall be:

- (a) the President; or
- (b) if the President is absent, the Vice-President; or
- (c) if the President and the Vice-President are both absent, a Director elected by the Members present to serve as Chair.

ARTICLE 4. BOARD OF DIRECTORS

4.01 Composition

The affairs of the Branch shall be managed by a Board of Directors, consisting of twelve (12). Board members will represent people living with mental illness who are enrolled in the Niagara Branch programs, individuals employed in the field of human services, 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. No employee of the Branch or the Association shall be eligible to be a Voting 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.

4.02 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 and the charitable objects of the Branch. 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 Branch. Every director shall:

- (a) manage the Branch in accordance with the vision, mission and values of the Branch;
- (b) be eighteen (18) or more years of age;
- (c) be a Member in good standing or become a Member within ten (10) days after being elected or appointed as a Director; and
- (d) not currently be in a position of bankruptcy

4.03 Election/Appointment of Directors and Term of Office

- (a) **Nominations:** The Governance Committee appointed for the purpose of nominating directors shall submit a report and nominations for directors to the Clerk of the Board 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 designate Committee prior to the submission of that 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 designate Committee Chairman or the Clerk to the Board not less than ten (10) 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.

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

- (b) The Governance Committee shall request written nominations for vacant positions on the Board from the Members, at least sixty (60) days in advance of the annual meeting. Such nominations must be:

- i. submitted at least twenty (20) days in advance of the annual meeting;
 - ii. signed by at least two (2) Members who are also members of the Association in good standing (excluding the nominee) ; and
 - iii. accompanied by a written declaration signed by the nominee that he or she (a) meets the criteria to be a Director and (b) will serve as a Director in accordance with the By-Law if elected.
- (c) The Governance Committee shall, throughout the year, identify, including through consultation with the Executive Director of the Branch and external advisors, potential candidates for Directors, and determine the willingness of such candidates to serve.
- (d) The Governance Committee will receive and review all nominations made by the Governance Committee and the Members, taking into consideration the guidelines for the selection of Directors as prepared by the Board from time to time, and will prepare a list of recommended nominees to the Board for consideration and implementation.
- (e) The Governance Committee will ensure that the Board's recommended nominees, together with their qualifications, are made available to the Members of the Branch at least ten (10) days prior to the annual meeting. For greater certainty, all nominations must pass through the Governance Committee, and no nominations for Directors shall be permitted from the floor at the annual meeting or at any special meeting of the Branch.
- (f) The Governance Committee shall ensure the membership of the Board reflects the breadth, depth and diversity of the Niagara region. The membership of the Board shall reflect a wide range of interests, skills, experience and persons living with mental illness, family and geographic perspectives, particularly those most required as determined by the Board at the current time.
- (g) Notwithstanding any other provision of this By-Law, election to the Board shall be by secret ballot. 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.

4.04 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. At the end of a director's term, the director is eligible to be re-elected as a director subject to the limitations described in Paragraphs 4.04 (a) & 4.04 (b) next following. Thereafter, 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.

(a) **Term of Office Restrictions**

- (i) No person may be elected a Director for more terms than will constitute five (5) consecutive years of service, 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 Governance Committee.
- (ii) No Director may serve as President, Vice-President or Past-President for more than two (2) consecutive annual terms in one office; provided, however, that following a break in his or her continuous service of at least one (1) annual term, the same person may be re-elected or re-appointed to the office.

(b) **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;
- (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; or
- (iv) 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.
- (v) 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 or her 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.

4.05 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.

ARTICLE 5. MEETINGS OF THE BOARD

5.01 Standard of Care

Every Director and Officer of the Branch, in exercising his or her powers and discharging his or her duties, shall:

- (a) act honestly and in good faith with a view to the best interests of the Branch; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

5.02 Remuneration of Directors

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

5.03 Conflict of Interest

- (a) Every Director who, either directly or through one of his or her Associates, has or thinks he or she may potentially have a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Branch, shall disclose the nature and extent of the Conflict of Interest at a meeting of the Board. These Conflict of Interest rules and procedures apply equally to meetings of committees.
- (b) The declaration of Conflict of Interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.
- (c) If the Director, or his or her Associate, 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.
- (d) 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.
- (e) After making such a declaration, no interested Director shall vote or be present at the vote or during the 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.
- (f) If a Director has made a declaration of Conflict of Interest in compliance with this By-Law, the Director is not accountable to the Branch for any

profits he or she may realize from the contract, transaction, matter or decision.

- (g) If the Director fails to make a Declaration of his or her interest in a contract, transaction, matter or decision, as required by this By-Law, this failure may be considered grounds for termination of his or her position as a Director, in addition to any other remedies available to the Branch under statute, equity or common law.
- (h) 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.
- (i) 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 or her 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 allegation. Thereafter, at the request of the Director who recorded the initial concern, the Board, after the Director alleged to have a Conflict of Interest has absented himself from the room, 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 interested Director shall absent him or her self during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.
- (j) If the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
- (k) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.
- (l) Where the number of Directors who, by reason of the provisions of this Section, are prohibited from participating in a meeting is such that, at that meeting the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).
- (m) Where, in the circumstances mentioned in paragraph (l) above, the remaining number of Directors who are not prohibited from participating in the meeting is less than three (3), the President 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 the interest arises, or such other relief as the Court may authorize.

5.04 Confidentiality/Public Relations

- (a) No statements respecting Branch matters shall be made to the public or the press by any Director, Officer, or employee except as authorized by the Board.
- (b) **Oath of Confidentiality:** Each director shall sign an oath of confidentiality.

5.05 Responsibilities and Powers of the Board

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

5.06 Meetings

(a) **Regular Meetings:**

- (i) The Board shall meet at the Head Office or another place in Niagara determined by the Board, at such time as the Board may from time to time determine.
- (ii) Meetings shall be held not less than six (6) times in a twelve month period, one of which shall be held immediately following the annual meeting of the Branch.
- (iii) No person other than Board members may attend meetings of the Board except:
 - a) upon the invitation by the President; or
 - b) upon the invitation by the Executive Director with the approval of the President; or
 - c) upon resolution of the Board.

(b) **Special Meetings:**

Special meetings of the Board shall be called by the Clerk to the Board on the request of any of the following:

- (i) the President;
- (ii) the Executive Committee; or
- (iii) no less than four (4) Directors who are not members of the Executive Committee, by written request.

5.07 Notice of Regular and Special Meetings:

- (a) Notice of any regular meeting shall be delivered, telephoned or electronically transmitted 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.
- (b) 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' meetings may also be held without notice immediately following the annual meeting of the Branch.
- (c) Except in the event of an emergency, written notice of a special meeting specifying the business to be considered thereat shall be mailed or electronically transmitted when such contact address is known to all persons entitled to notice of a special 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.
- (d) Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the annual meeting of Members at which the Board is elected.

5.08 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.

5.09 Voting

Questions arising at a meeting of Directors shall be decided by a majority of votes. The Chair of a meeting of the Board shall be entitled to an initial vote, to be exercised after all other members of the Board, entitled to vote, have voted, but in the event of an equality of votes the Chair shall not be entitled to an additional or casting vote. A tie vote shall be considered a lost motion.

5.10 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.

5.11 Quorum

Forty percent (40%) of the Board in office shall form a quorum for the transaction of business.

5.12 Chair of Board Meetings

Board meetings shall be chaired by:

- (a) the President;
- (b) the Vice-President if the President is absent; or
- (c) a Director elected by the Directors present if the President and Vice-President are both absent.

ARTICLE 6. OFFICERS:

6.01 Officers:

- (a) The Board shall elect at its first meeting following the annual meeting of the Branch the following Officers of the Branch from amongst the Directors:
 - (i) the President;
 - (ii) the Vice-President;
 - (iii) the Treasurer; and
 - (iv) the Service Outcomes Committee Chair.
- (b) If the Board fails to have the election contemplated in paragraph (a), the then incumbents (provided they are still Directors) shall hold office until their successors are elected.
- (c) The Board may elect a Clerk to the Board or appoint the Executive Director to serve in this position.
- (d) Upon the election of the President, the Director formerly serving as President shall serve as Past President, ex officio, until the election of a new President.
- (e) Any Officer of the Board shall cease to hold office upon resolution of the Board.

6.02 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 the then incumbents, being members of the Board, shall also hold office until their successors are elected.

6.03 Duties of the President:

The President shall, without limitation:

- (a) preside at all meetings of the Board and act as Chair of such meetings;
- (b) preside at all meetings of the Branch;
- (c) report to the Members at the annual meeting of the Branch and at all such other times as the President may consider advisable or necessary, concerning the operations of the Branch;
- (d) have the right, at his or her discretion, to serve as an ex officio voting member of all standing and special committees;
- (e) represent the Branch at both public and other official functions; and
- (f) assume and perform such other duties as may from time to time be assigned to him or her by the Board.

6.04 Duties of the Vice-President:

The Vice-President shall:

- (a) have all the powers and perform all the duties of the President during the absence or disability of the President; and
- (b) perform such other duties, if any, as may be from time to time assigned by the Board.

6.05 Duties of the Treasurer:

The Treasurer shall:

- (a) At quarterly meetings of the Board submit a financial statement or report indicating the financial position of the Branch at the close of the preceding month and submit to the Board, whenever required, with the support of the Financial Officer and Finance Committee as required, an account of all transactions and a detailed report respecting the financial position of Niagara Branch; and
- (b) perform such other duties as may from time to time be assigned to the Treasurer by the Board.
- (c) The Treasurer may delegate the performance of his or her duties to any person(s) as approved by the Board, but the Treasurer shall retain responsibility for ensuring the accomplishment of such duties.

6.06 Duties of the Service Outcomes Committee Chair:

The Service Outcomes Committee Chair shall:

- (a) at each regular meeting of the Board submit a report indicating service compliance status of the Branch at the close of the preceding month and submit to the Board, whenever required, an account of all service activities and a detailed report respecting the compliance of the branch to certification commitments; and
- (b) perform such other duties as may from time to time be assigned to the Services Outcomes Committee by the Board.
- (c) The Service Outcomes Committee Chair may delegate the performance of his or her duties to any person(s) as approved by the Board, but the Chair shall retain responsibility for the accomplishment of such duties.

6.07 Duties of the Past President:

The Past President shall perform such duties and serve on such committees as may from time to time be assigned by the Board

6.08 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.

6.09 Duties of the Clerk to the Board:

The Clerk to the Board shall:

- (a) ensure the proper recording and maintenance of minutes of all meetings of the Branch, the Board and committees appointed or authorized by the Board;
- (b) have custody of all minute books, documents and registers of the Branch and ensure that the same are maintained as required by the Act and other applicable legislation;
- (c) be the custodian of the seal of the Branch;
- (d) maintain copies of all testamentary documents and trust instruments by which benefits are conferred upon the Branch and provide information respecting same to the Office of the Public Guardian and Trustee as required by the *Charities Accounting Act (Ontario)*; and
- (e) perform such other duties as may be required of the Clerk to the Board.
- (f) The Clerk to the Board may delegate the performance of his or her duties to any person(s) as approved by the Board, but the Clerk to the Board

shall retain responsibility for ensuring the proper performance of such duties.

ARTICLE 7. COMMITTEES OF THE BOARD

7.01 Establishment of Committees

- (a) The Board may establish standing and special committees whose members will hold their offices at the will of the Board.
- (b) The standing committees of the Board shall be the Executive Committee, the Governance Committee, the Finance Committee, and the Service Outcomes Committee, and such other standing committees of the Board whose duties are normally continuous. The terms of reference of the Executive Committee are set out below.
- (c) Special committees shall be those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- (d) Committees established by the Board may, similarly, by resolution of the Board be dissolved at any time.
- (e) The members of any committee (other than the Executive Committee) need not be Directors of the Branch.
- (f) Chairs of committees shall be elected by, and from among, the Directors.
- (g) 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.

7.02 Executive Committee Terms of Reference

- (a) The Directors shall elect the following persons to serve as the Executive Committee of the Board:
 - (i) **the President**; should the President be unable to continue to serve during his or her term (i.e. resigns, is removed from office or passes away), the Vice-President will automatically become Acting President until such time as the Branch Board elects a new President. Such election shall take place at the first face-to-face meeting of the Branch Board at which time an election shall be conducted. The term of office for the President elected by this process shall be for the remainder of the term of the vacating President.

- (ii) **the Vice-President**; should the Vice-President be unable to continue to serve during his or her term, the Executive Committee shall appoint an Acting Vice-President until such time as the Branch Board elects a new Vice-President.
 - (iii) **the Treasurer**; should the Treasurer be unable to continue to serve during his or her term, the Executive Committee shall appoint an Acting Treasurer until such time as the CMHA Niagara Board elects a new Treasurer.
 - (iv) **the Service Outcomes Committee Chairperson**; should the Service Outcomes Committee Chair be unable to continue to serve during his or her term, the Executive Committee shall appoint an Acting Service Outcomes Committee Chair until such time as the Branch Board elects a new Service Outcomes Committee Chair.
 - (v) **the Past President**; shall be defined herein as the most immediate Past President who is ready, willing and able to serve, pursuant to this By-Law and/or other relevant legislation.
 - (vi) **the Clerk to the Board**
- (b) The Executive Director shall be a non voting member of the Executive Committee.
 - (c) The Executive Committee shall:
 - (i) subject to any restriction imposed by the Board, exercise all of the powers of the Board during the intervals between meetings of the Board (at all times in the best interests of the Branch), and report to the Board at the next meeting on any such actions taken;
 - (ii) be responsible to the Board for the development and monitoring of short and long term planning for the Branch, recommending priorities to the Board with respect to organizational development;
 - (iii) study and advise or make recommendations to the Board on any matter as directed by the Board; and
 - (iv) perform such other duties as assigned from time to time by the Board by by-law, resolution or policy.

7.03 Terms of Reference for other Committees

The functions, duties, responsibilities, composition (including chair) and mandate of all other committees shall be provided either in a Board Committee Policy to be prepared and reviewed by the Board from time to time or in the resolution of the Board by which such committee is established.

7.04 Quorum and Procedures for Committees

- (a) Unless otherwise determined by the Board, a quorum for a committee shall consist of 40 % of the voting members of a committee as long as there are at least three members present.
- (b) Terms of Reference at committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or in the Board Committee Policy.
- (c) The Chair of each committee is responsible for submitting a report to the Board on the activities of the committee.

ARTICLE 8. INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.01 Indemnity & Insurance

- (a) Subject to Section 5.01, every Director or Officer of the Branch, and his or her heirs, executors and 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 Branch, from and against:
 - (i) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, in or about the execution of the duties of his or her office; and
 - (ii) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
- (b) The Board shall cause to be purchased such insurance as it considers advisable and necessary to ensure that Directors and Officers will be indemnified and saved harmless in accordance with this By-Law; the premiums for such insurance coverage shall be paid from the funds of the Branch.
- (c) The obligations in this Section 8.01 are subject to the limitations of the *Charities Accounting Act*, which require that:
 - (i) the purchase of insurance must not unduly impair the carrying out of the charitable purpose of the Branch; and
 - (ii) the indemnity cannot be paid or insurance purchased if doing so would render the Branch insolvent.

8.02 For the Protection of Directors and Officers

- (a) No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for any loss, damage or expense happening to the Branch through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Branch or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Branch shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such Director's or Officer's respective office or trust or in relation thereto, unless the same shall happen by or through such Director's or Officer's own wrongful and wilful act or through his or her own wrongful and wilful neglect or default.
- (b) Directors and Officers shall not be liable to the Branch for any costs, charges, expenses, loss or liability which the Branch 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 or her in the performance of his or her duties and functions (or in the performance of what he or she honestly believed was in the proper performance of his or her duties and functions), provided he or she acted or made such omission honestly, in good faith and without fraud or fraudulent intent.

ARTICLE 9. RELATIONSHIP OF BRANCH TO THE CANADIAN MENTAL HEALTH ASSOCIATION, ONTARIO DIVISION

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

ARTICLE 10. EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagements requiring the signature of the Branch shall be signed by any two of the President or the Vice President, the Treasurer 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.

Contracts in the ordinary course of the operations of the Branch may be entered into on behalf of the Branch by any two of the President, a Vice President, the Treasurer and Executive Director, or by any person or persons authorized by the Board.

Any two of the President, the Vice President, the Treasurer of the Branch, the Executive Director 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.

10.01 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.

10.02 Auditors

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 successor is 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.

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.

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.

10.03 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.

10.04 Cheques, etc.

All cheques, bills of exchange or other order for the payment of money, notes or other evidence of indebtedness issued in the name of the Branch, shall be signed by any two of such officer 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 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.

10.05 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 officer 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.

10.06 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.

10.07 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 personal 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 Corporations Act shall be limited to borrowing money for current operation expenses, provided that the borrowing power of the Branch shall not be so limited if it borrows on the security of real or personal property.

10.08 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.

The By-Laws, policies and regulations of, and the Branch Agreement with, the Division shall govern in all matters not covered in the By-Laws, or in the Letters Patent or Supplementary Letters Patent of the Branch, or in the Corporations Act (Ontario) or other applicable statutes.

10.09 Amendment

The Board may, by a majority vote, pass or amend the By-Laws of the Branch from time to time.

Dated this _____ day of _____, 2010

Witness the seal of the Branch

_____ C/S _____