



Community Care Durham

SUPPORTING PEOPLE, STRENGTHENING COMMUNITY

BY-LAW NO. 1

By-Law No. 1 of Community Care Durham, hereinafter referred to as “Community Care”, is a by-law relating generally to the conduct of the affairs of the Organization.

Community Care was incorporated under the Corporations Act of the Province of Ontario, by Letters Patent dated February 24, 1983, a copy of which is Appendix “A” to this By-Law No. 1.

As stated in the Letters Patent, Community Care was incorporated “To provide assistance to Durham Region Senior Citizens and others in need of home support care, primarily with the help of community volunteers.”

Now, therefore, let the following be enacted as By-Law No. 1 to replace all previously approved By-Laws and Articles of Community Care, as set out in Appendix “B” of this By-Law No. 1.

NAME

The name of the Corporation shall be “Community Care Durham”, hereinafter called the “Corporation.”

HEAD OFFICE

The head office of the Corporation shall be located in the Region of Durham, in the Province of Ontario, and at such a place therein as the Board of Directors may, from time to time, determine.

CORPORATE SEAL

The seal shall be kept at the Head Office of the Corporation and shall contain the words “Community Care Durham” in the form of the seal impressed hereon.

DEFINITIONS

In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires.

“**Administration Office**” means the head office of the Corporation.

“**Annual General Meeting**” means the yearly meeting held by the Corporation as referred to in By-Law No. 1, Section 4.03.

“**Area Municipality**” is a specific geographic area within Durham Region as defined by the Regional Municipality of Durham.

“**Board**” means the Board of Directors of the Corporation.

“**Board Governance Policies**” Established by the Board of Directors and reviewed annually, outlines the role of the Board of Directors Governance Process, relationship with the Executive Director and establishes Executive Limitations.

“**Corporation**” means Community Care Durham.

“**Corporations Act**” means the Corporations Act, R.S.O. 1980, C 38, and any statute amending or enacted in substitution therefore, from time to time.

“**Director**” individuals from the community who might or might not have a particular expertise, who have been properly elected in accordance with 1.02 (a).

“**Documents**” includes deeds, mortgages, hypothecs, charges, conveyance, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

“**Letters Patent**” means that document that incorporated Community Care and the terms and conditions therein.

DEFINITIONS (Cont'd)

“**Local**” refers to the specific geographic area of Durham Region where services are provided to clients of Community Care.

“**Member**” means a voting member of the Corporation as referred to in Section 3.01, By-Law No. 1.

“**Pecuniary**” means of monetary value.

“**Shall**” denotes an obligation to fulfil the requirements of the clause and is not to be interpreted as having a discretionary intent.

All terms defined in the Corporations Act have the same meanings in this By-Law.

SECTION 1.00 BOARD OF DIRECTORS

1.01 ***Purpose***

The affairs of the Corporation shall be governed by a board of seven (7) to nine (9) directors. In its governance of the affairs of the Corporation, the Board shall take into consideration directions given by members at the annual general meeting of members.

The affairs of the Corporation shall be carried on without the purpose of financial gain for its members, and any accretions to the Corporation shall be used in promoting its objectives.

1.02 ***Composition***

Directors are to be elected by members in accordance with the Corporations Act.

1.03 ***Qualifications***

Each director shall:

- a) be a member of the Corporation;
- b) support the objectives of the Corporation as stated in the Letters Patent and the Board Governance Policies as established by the Board of Directors;
- c) be qualified by the terms of the Letters Patent of the Corporation;
- d) be at least 18 years of age;
- e) not be an undischarged bankrupt nor a mentally incompetent person;
- f) be a resident of the Regional Municipality of Durham;
- g) meet the criteria set out in 1.05 hereof.

If a person ceases to be qualified by the above terms, he/she ceases to be a director.

1.04 ***Election Process***

The Board of Directors shall be elected by the membership at the Annual General Meeting in accordance with the Corporations Act.

1.05 **Duties**

- a) Each Director shall attend Board meetings and deliberate impartially on all matters brought before the Board.
- b) Each Director shall respect the confidentiality of matters brought before the Board, and shall not, unless so authorized by the Board, make any statement or statements on behalf of the Board to the media or the public.
- c) Each Director shall abide by all decisions made by resolution of the Board.
- d) Without limitation to his/her duties set out in By-Law No. 1, each Director shall sit on a committee, if required.

1.06 **Term of Office**

Each director is elected for a four (4) year term and may serve two (2) consecutive terms. A director is eligible for re-election to the Board after a one (1) year absence.

1.07 **Vacancy in Office**

The Board may remove, for cause, any Director of the Corporation. Unless so removed any Director shall hold office until the earlier of:

- a) The Director's resignation
- b) Such Director ceasing to be a Director
- c) Such Director dies

The Board may, by resolution, appoint a person to fill a vacancy until the next Annual General Meeting at which time he/she may stand for election to the Board of Directors.

1.08 **Remuneration**

The Directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his/her position as such, provided only that directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

1.09 **Protection**

a) **Directors and Officers**

No directors or officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director

or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation 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 his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own wrongful and wilful act or through his/her own wrongful and wilful neglect or default.

b) Indemnities to Directors and Officers

Every director and officer of the Corporation who has undertaken or is about to undertake any liability on behalf of the Corporation and his/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 Corporation, from and against:

1. all cost, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office; and
2. all other cost, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his/her own wilful neglect or default.

A director and officer acting in furtherance of a resolution duly passed by the Board of Directors, shall be deemed to acting in good faith and without wilful neglect or default.

c) Responsibility for Acts

The Directors of the Corporation shall not be under any duty or responsibility towards any contract, act or transaction

purporting to be done or entered into in the name of, or on behalf of, the Corporation, unless such contract, act or transaction has been properly authorized and approved by the Board. Nevertheless, this section shall not be interpreted so as to impart personal liability on a Director in a civil action.

1.10 **Conflict of Interest**

A director shall declare a Conflict of Interest if he/she or any member of his/her family has a pecuniary or personal interest in a matter before the Board. The Director shall disclose the reason for the conflict and at the discretion of the Board will absent him/herself from voting and/or the meeting. The Conflict of Interest and any subsequent action by the Board will be recorded in the minutes of the meeting.

SECTION 2.00 OFFICERS

2.01 **Executive Officers**

The executive officers of the Corporation shall be the President, Vice-President, Secretary and Past-President.

All executive officers shall be elected by the Board from among its members and shall perform the duties set out herein or as determined by the Board from time to time.

To support the smooth transition of the member to an executive position on the Board, the member must have been a director for two (2) years prior to standing for an Executive position.

2.02 **Term of Office for the Executive Officers**

The length of service for the President, Vice President, and Past President will be two (2) years. The length of service for the Secretary is from year three (3) for a maximum of six (6) years.

The Board has the authority to make changes to the Term of Office for the Executive Officers under circumstances deemed exceptional by the Board.

Year 1 & 2	Year 3 & 4	Year 5 & 6	Year 7 & 8
Director	Vice President	President	Past President

2.03 **President**

The President shall:

- develop the board agenda with the Executive Director in accordance with the annual board approved calendar;
- preside, when present, at all meetings of the Board and of the members;
- serve as a non-voting member of all committees of Community Care;
- perform all duties incident to this office;
- have such powers as may be assigned, from time to time, by the Board.

2.04 **Vice-President**

The Vice-President shall:

- perform the duties of the President in the event of his/her absence, resignation or inability to perform his/her duties, and in such event shall have all the powers of the President;
- be the chairperson of the Recruitment and Development Committee;
- perform other duties as may be assigned, from time to time, by the Board.

2.05 **Secretary**

The **Secretary** shall:

- ensure the minutes of the meetings of the Corporation are recorded and signed;
- ensure the security of the Corporate Seal, the records and documents of the Corporation;
- perform other duties as may be assigned, from time to time, by the Board.

2.06 ***Past-President***

The Past President shall:

- serve as a member of the Recruitment and Development Committee;
- serve as a mentor to the President;
- perform such duties as may be assigned, from time to time, by the Board.

2.07 ***Executive Director***

The Executive Director shall be responsible to the Board for all operations of the Corporation and, within Board Policies, he/she shall be responsible for:

1. Organizational accomplishment of the provisions of Board Ends policies in compliance with the Corporation's Mission Statement.
2. Organizational operation within the boundaries of prudence, legal constraints, and values established in Board Executive Limitations policies.
3. Supervision of the day to day management of the Corporation.

The Executive Director shall be available for consultation with the Advisory Committees, as required.

The Executive Director shall be given notice of, and shall be entitled to attend all meetings of the Board and Committees of the Corporation. At such meetings, the Executive Director shall be entitled to speak, but not to vote.

SECTION 3.00 MEMBERS

3.01 Membership

The voting membership of Community Care shall consist of:

- a) registered clients of Community Care
- b) registered volunteers of Community Care
- c) Board of Directors
- d) local advisory committee members

3.02 Liability of Individual Members

- a) An individual as a member shall not as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

The protection outlined in clauses 1.09 (a), (b), and (c) of By-Law No.1 are extended to the membership in By-Law No. 1, Section 3.01 when acting on behalf of the Corporation.

SECTION 4.00 MEETINGS

4.01 Regular

The Board shall meet at least nine (9) times a year at such time and place as determined by the Board.

a) Notice

Notice of meetings shall be given verbally at the meeting immediately preceding the meeting in question, if practicable, and in any event at least ten (10) days before the time fixed for the holding of such a meeting. No errors or omission in giving such notice for a meeting shall invalidate or make void any proceedings taken or had at such meeting. Any director, may at any time, waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat. The Board may select one or more days in each year for regular meetings of the Board at a place and time named. No further notice is needed. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address shall be his/her last address recorded by the Corporation.

b) **Quorum**

A quorum shall consist of a simple majority of the directors.

c) **Voting**

Each member of the Board has one vote. The President only votes to break a tie vote. The Executive Director has no vote. Motions and resolutions shall be adopted by a simple majority vote except as otherwise stated in the By-Law or in the legislation under which the Corporation was incorporated. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is requested by the President or by any Director.

d) **Minutes/Agenda**

Following any meetings of the Board, a copy of the minutes of such meeting and an agenda for the upcoming meeting shall be sent to each director four days prior to the next meeting.

e) **Parliamentary Authority**

Robert's Rules of Order shall be the authority for all matters of procedure not specifically covered in the By-Law.

f) **Others Present**

Such others shall be entitled to attend and at the sole and absolute discretion of the board to speak at meetings of the board but shall not be entitled to vote. Requests by delegations to address the Board shall be made to the President or Executive Director at least one week prior to the meeting of the Board, by providing a written synopsis of the nature of the item to be brought forward.

4.02 **Special**

Special meetings of the Board shall be called by the President; upon written request of three (3) members of the Board; or by resolution of the Board.

The conditions prescribed in the clauses 4.01 (a), (b), (c), (d), (e), and (f) shall apply to Special Meetings.

4.03 **Annual**

Each year, within three (3) months of the end of the fiscal year, Community Care shall conduct an Annual General Meeting of the membership.

a) **Purpose**

- (i) The President shall give a report and present an audited financial statement on behalf of the Board of Directors.
- (ii) The Executive Director shall give a report on the operations of the Corporation.
- (iii) The auditor shall be appointed.
- (iv) The names of the members of the Board as referred to in By-Law No. 1, Section 1.04 shall be presented to the membership for ratification and election as directors.
- (v) Members' motion(s) as referred to in By-Law No. 1, Section 4.03 (d), and any other business requiring approval of the general membership shall be presented.

b) **Notice**

The members and the auditor of the Corporation shall be notified by publication at least ten (10) days before the time fixed for the holding of such a meeting. No errors or omission in giving such notice for a meeting shall invalidate or make void any proceedings taken or had at such meeting.

Any member or the auditor may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

c) **Quorum**

The quorum shall be the number of members present.

d) **Resolutions**

Any member may submit a motion(s) for consideration at the Annual General Meeting. The motion must be submitted to the President of Community Care by the end of the fiscal year (March 31). The Board shall be notified of such motion(s).

e) **Voting**

- (i) Each member in attendance, in person or by proxy, shall have one vote.
- (ii) Subject to 4.03 (e) (iii) hereof, motions shall be adopted by a simple majority vote except as otherwise stated in the By-Law of Community Care or by the legislation governing its incorporation.

(iii) Every question shall be decided by a show of hands of the members present, unless otherwise determined by the members in attendance.

f) **Minutes/Agenda**

The agenda, a copy of the minutes of the previous Annual General Meeting, and resolutions, if any, shall be available in each office of Community Care at least ten (10) days prior to the meeting.

g) **Proxies**

Members may by means of a proxy appoint another member as his/her nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy. The proxy shall be in writing and shall be presented to the President of the Board prior to the Annual General Meeting. Subject to the requirements of the Corporations Act, a proxy may be in such form as the Board, from time to time, prescribes.

h) **Parliamentary Authority**

Robert's Rules of Order shall be the authority for all matters of procedure not specifically covered in the By-Law.

SECTION 5.00 COMMITTEES OF THE BOARD

Each year, the Board shall determine any committees which are necessary to the functioning of the Board, in addition to those listed in By-Law No. 1, Section 5.01.

The membership and the terms of reference of the committees of the Board are also subject to approval by the Board.

The Chairs of all Board committees shall make best efforts to:

- attend the meetings of their respective committees;
- ensure the effective management of the committee; and
- further ensure adherence to all policies of Community Care.

5.01 ***Recruitment & Development***

The Recruitment and Development Committee shall be appointed by the Board and chaired by the Vice-President.

The Committee shall recruit and nominate a slate of candidates for the positions outlined in By-Law No. 1, Section 1.04 for presentation to the Board.

The Recruitment and Development Committee will ensure that a tendering process for the selection of auditor takes place as needed, or every four years.

At the Annual General Meeting, the slate of candidates shall be elected and shall be presented to the membership for ratification as outlined in By-Law No. 1, Section 4.03 (a) (iv).

The Committee shall be responsible for recommending candidate(s) to fill any vacancy throughout the fiscal year.

The members of the Committee are eligible for nomination.

SECTION 6.00 FINANCES

6.01 *Fiscal Year*

The fiscal year of Community Care is April 1st to March 31st.

6.02 *Signing Officers*

a) *Cheques, Drafts, Notes, etc.*

All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the signing officer(s) as designated from time to time by resolution of the Board of Directors and in the manner as determined by resolution of the Board.

b) *Execution of Documents*

Documents requiring execution by the Corporation other than those to be executed in the normal course of business and cheques at or under the limit prescribed from time to time by the Board of Directors by resolution, may be signed by any two signing officers of the Corporation and all documents so signed are binding upon the Corporation without any further authorization or formality. The Corporate Seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

6.03 *Deposit of Securities*

The securities of the Corporation shall be deposited for safekeeping with one or more financial institutions approved by the Board.

6.04 **Borrowing by the Corporation**

- a) Subject to the Letters Patent of the Corporation, the Board may: borrow money on the credit of the Corporation; issue, sell or pledge securities of the Corporation; charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; provided that, except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.
- b) From time to time, the Board may by resolution authorize any two signing officers of the Corporation to make arrangements with reference to the money so borrowed or to be borrowed and as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board shall authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

SECTION 7.00 AMENDMENTS

Amendments to the By-Law of the Corporation shall be by notice of amendment(s), written and distributed to the Board, as outlined in By-Law No. 1, Section 4.03(d) and 5.01. After allowing reasonable time for circulation and discussion, the Board shall consider said amendment(s). A two-thirds (2/3) majority of board members is required for adoption of any amendment(s). Such amendment(s) shall be enforced as soon as they are adopted but are subject to ratification at the next Annual General Meeting of the Corporation.

SECTION 8.00 DISSOLUTION

Upon dissolution of the Corporation, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to registered charitable organizations which carry on their work solely in Ontario as referred to in Section(s) of the Letters Patent.

SECTION 9.00 EFFECTIVE DATE

By-Law No. 1 shall come into force without further formality upon its enactment and shall replace and precede any other By-Law No. 1 and motions related to the previous By-Law No. 1. Enacted as By-

Law No. 1 by the Directors of the Corporation at a meeting duly called and regularly held and at which a quorum was present on the 24th day of April 2019.

Secretary

President