

Proposed Changes to the Community Living Ontario Bylaws

July 2023

Summary

At this year's upcoming Annual General Meeting, the Board of Directors of Community Living Ontario is proposing changes to the organization's bylaws that will (a) bring the organization in line with the new *Ontario Not-for-Profit Corporations Act* (ONCA), and (b) clarify language used in a few areas.

Context

The Ontario Not-for-Profit Corporations Act (ONCA) affects almost all Ontario non-profits that are currently under the Ontario Corporations Act (OCA). ONCA came into force on October 19, 2021.

ONCA provides a modern legislative framework for Ontario's non-profits. Existing non-profits incorporated under the Ontario Corporations Act have until October 18, 2024, to come in line with the new legislation.

In Detail

The Board of Community Living Ontario, after consultation with our legal advisors, is proposing a number of changes to the bylaws so that Community Living Ontario conforms to the requirements of the *Ontario Not-for-Profit Corporations Act*. This includes changes throughout the bylaws, as shown in the 'tracked changes' version of the bylaws included in this package.

The changes do not affect the membership structure of CLO, and most changes will not have a substantial effect on how the organization operates.

The changes include:

- Clarification that CLO has one class of members, i.e., 'Affiliate Associations' (again, this does not change the membership structure of the organization). The language used to refer to the CLO membership has also been cleaned up so that it is more consistent across the document.

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- Following ONCA requirements, a reduction in the number of Affiliate Associations (i.e., members) that can initiate a meeting of members, which will make it easier for Affiliate Associations to initiate a meeting of members.

The updated bylaws also include minor terminology changes (e.g., changing “the Canadian Association of Community Living” to “Inclusion Canada”).

Please see the full suite of proposed changes that are indicated as tracked changes in the attached bylaw document.

Significant Changes

There are only two changes (both of which are required under ONCA) that significantly affect membership matters:

A. A change in how many members can call on the board to initiate a Meeting of Members

The current bylaws state that a Special General Meeting may be called “by notice in writing to the Secretary from fifteen Affiliate Associations.”

ONCA states that “The members of a corporation who hold at least 10 per cent of votes that may be cast at a meeting of the members sought to be held, or a lower percentage that is set out in the by-laws, may requisition the directors to call the meeting for the purposes stated in the requisition.”

Currently CLO’s 115 members hold five votes each, for a total of 575 votes. Ten percent of votes would equal 57 votes, or 12 members.

In other words, the proposed change will make it easier for Affiliate Associations to call a Meeting of Members.

The proposed change is as follows:

(1) A Special General Meeting may be called by the President or by the Vice-President in the absence of the President, ~~or by notice in writing to the Secretary from fifteen (15) Affiliate Associations.~~

(2) The Board shall call a special meeting on written requisition of the Affiliate Associations who hold at least 10 per cent (10%) of votes that may be cast at a meeting of Members, for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

B. A change in the number of votes required to make non-fundamental changes to the bylaws or articles of the association

The current bylaws state that a 2/3 member vote is required to make changes to the bylaws or articles of the association. This will continue to be the case for 'fundamental changes,' including changes to the membership structure of the organization. However, for non-fundamental changes, ONCA requires a simple majority vote.

The proposed change is as follows:

Amendments to these By-laws or to the ~~Letters Patent Articles~~ of the Association may be made upon a ~~two-thirds (2/3) majority~~ vote of the delegates at the Annual General Meeting or at a Special General Meeting called for the purpose subject to the required notice. Note that a special resolution (two-thirds vote) of the delegates shall be required to create or change a class or group of Members; change conditions of membership; change the transfer of membership; change the manner of notice required for a Meeting of Members; or change the method of voting by Members not in attendance at a Meeting of Members.

Please see the next part of this document to view all of the changes that are being proposed.



CONSTITUTION and BY-LAWS

Last amended September 2021

With proposed changes

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Commented [A1]: CLO does not have 'Partner Associations' or 'Individual Members' - member organizations are referred to as 'Affiliate Associations'

CONSTITUTION

PURPOSE (OBJECTS)

The purpose of the Association as adopted in May, 1994 and stated in the Objects of the ~~Letters Patent~~Articles of Incorporation are three-fold:

1. To further the social well-being of people who have intellectual disabilities by ensuring that they have opportunities for optimal personal development and the necessary support to realize personal aspirations and that the likelihood of acquiring a handicap is minimized.
2. To encourage respect of people with intellectual disabilities as equal citizens by educating and encouraging the community and furthering development of the community's capacity to include, support and accommodate people who have intellectual disabilities.
3. To unify the efforts of Associations by linking together those Associations as a Confederation in the pursuit of the Objects of the Association.

Commented [A2]: The Ontario Not-for-Profit Corporations Act replaces the term "letters patent" with "articles of incorporation."

BY-LAWS

1 DEFINITIONS

In this bylaw, unless the context otherwise requires:

"Act" means the Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c.15 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Affiliate Association" means a not-for-profit organization that commits to advancing the goal and vision of Community Living Ontario through a sustained agenda of advocacy for, and support to people who have an intellectual disability and their families, and has been approved for membership by the Board of Directors.

"the Association" means Community Living Ontario.

"the Board" means ~~these~~ board of directors of Community Living Ontario.

"By-laws" mean this by-law as amended from time to time.

"Director" means a member of the Board of Directors of Community Living Ontario, as described in section 8 of this bylaw.

"Ex-officio Director" means an individual occupying the position of director by virtue of their office;

"Friend of Community Living Ontario" means a person who has affirmed their commitment to the objectives of the association, is over 18 years of age, completes an application process and abides by the Friends of Community Living Ontario Policy as established by the Board and shared with membership.

"Honoured Lifetime Friends of Community Living" shall be persons who have made an outstanding contribution to the Association or to the Community Living movement and on whom this title has been conferred by the Board of Directors at their sole discretion.

"Individual members" means members of the ~~Affiliate Member~~ Association and does not refer to individual membership within Community Living Ontario.

"Member Association" and **"Member"** means an Affiliate Association granted membership to Community Living Ontario in accordance with section 3 of these bylaws.

~~"Members" means the collective membership of Community Living Ontario.~~

Commented [A3]: None of the changes to the definitions section change the meaning of the bylaws.

Commented [A4]: Wherever possible, all references to 'Affiliate Associations,' 'Member Associations,' etc. have been changed to 'Affiliate Association.' The term "Member Association" is no longer used.

This does not change the meaning of the bylaws, CLO's membership structure, or the process for becoming a member.

“Memorandum of Understanding” means the Memorandum of Understanding that each Affiliate Member Association enters into with Community Living Ontario.

“Officer” means an Officer of Community Living Ontario, as described in section 10 of this by-law.

2 HEAD OFFICE

The Head Office of the Association shall be in the City of Toronto in the Province of Ontario and at such place therein as the Board of Directors may from time to time determine.

3 MEMBERSHIP

3.1 Composition

Subject to the articles, there shall be one class of Members in the Association. Membership in the Association shall be available only to Affiliate Associations who have applied for and been accepted into membership in the Association by resolution of the Board or in such other manner as may be determined by the Board.

Commented [A5]: This change in language does not change the membership structure of CLO. This change simply clarifies that there is one class of membership, and provides greater detail re: the fact that membership is available to Affiliate Associations (which term is defined above, as well as in section 4.2, below)

~~The membership of Community Living Ontario shall be comprised of Affiliate Associations~~

Each Affiliate Member Association shall enter into a Membership Agreement with Community Living Ontario. Membership Agreements shall specify the Vision and Goal of Community Living shared between the two associations, and the mutual obligations and benefits of membership for both associations. Membership Agreements shall be for a fixed term of one year beginning April 1 and ending March 31 of the following year, renewable annually.

3.2 Rights and Privileges

Affiliate Associations Members are entitled to full participation in the activities of Community Living Ontario, including the right to ~~vote at~~ receive notice of, attend and vote at all Annual General Meetings or Special General Meetings of Community Living Ontario according to the system of delegated voting defined within Article 6.5 these By-Laws.

Commented [A6]: This change in language does not change the voting rights of member associations. This change simply enumerates all the rights of member associations with respect to meetings of members.

3.3 Responsibilities

Affiliate Associations Members are responsible for holding the Board of Directors accountable and monitoring its activities.

Commented [A7]: This addition simply provides more specificity about which section of the bylaws are being referred to.

4 CONFEDERATION

The form of Community Living Ontario shall be that of a confederation of like-minded individuals and organizations united for common causes, as defined in its Articles.

4.1 Composition

Community Living Ontario shall be composed of Affiliate Associations that are joined together for common causes, as provided in Article 3 of these by-laws along with Friends of Community Living Ontario and persons designated as Honoured Lifetime Friends of Community Living by the Board.

4.2 Eligibility

- (1) Members in good standing are those Affiliate Associations for which the assessment or membership fee for the previous year has been paid in full or for which suitable arrangements satisfactory to the Board of Directors to fulfill that obligation have been made.
- (2) Any voluntary organization that requests designation as an Affiliate Association Member of Community Living Ontario shall be granted status by the Board of Directors in accordance with these By-Laws and procedures determined by the Board from time to time, and provided that applicants supply evidence that:
 - a. the voluntary organization is an organization with purposes that are consistent with those of Community Living Ontario as specified in the Agreement of Membership in Community Living Ontario;
 - b. the voluntary organization is membership-based and structurally accountable to that membership;
 - c. the voluntary organization agrees to abide by legal and ethical standards consistent with the Purpose of Community Living Ontario and the underlying Goal and Vision as specified in the Agreement of Membership in Community Living Ontario.

4.3 Certificate of Membership in Community Living Ontario

Evidence of Membership shall be in the form of a Certificate signed by the President or Secretary of Community Living Ontario. A certificate of Membership in Community Living Ontario shall be issued upon receipt at the head office of an Agreement of Membership signed by a signing officer of each of the parties to the agreement.

4.4 Rights and Privileges

Members of Community Living Ontario shall enjoy all rights and privileges of affiliation which shall include:

- (a) acting on behalf of their individual members in respect of duties and prerogatives under these By-Laws;

- (b) use of the name, logo, and branding of Community Living in public identification and promotion in accordance with the terms of their Memorandum of Understanding with Community Living Ontario;
- (c) access to digital communications and information systems provided by Community Living Ontario to Members;
- (d) access to the financial records, meeting minutes, resolutions, and registers of Community Living Ontario, upon request;
- (e) subject to Section 6.5 of the By-Laws, determination of the means by which their members choose delegates to represent them at Annual General Meetings or Special General Meetings of Community Living Ontario;
- (f) proposal of amendments to the By-Laws and other governing instruments of Community Living Ontario;
- (g) the right to vote at Annual General Meetings or Special General Meetings of Community Living Ontario; and
- (h) support from Community Living Ontario subject only to limitations imposed by the adopted policies and budgetary requirements of Community Living Ontario.

4.5 Assessments and fees

Annual assessments or fees shall be levied on Mmembers of Community Living Ontario provided that:

- (a) The assessed amount for Affiliate Member Associations shall be on a scale reflecting ability to pay and shall be congruent with a fee schedule as determined by the Board of Directors;
- (b) assessments shall be paid in accordance with the Memorandum of Understanding; and
- (c) the assessment formula shall remain in effect until amended by the delegates at the Annual General Meeting or at a Special General Meeting called for that purpose.

4.6 Revocation of Affiliate Association Status

The status of any Affiliate Member Association may be revoked for a stated cause by a three fourths (3/4) vote of all Directors, ~~regardless of the number of Directors~~ present at a meeting of Directors, provided that the Board of Directors has sixty (60) days' notice that such a vote will be held. The Affiliate Member Association being considered has the right to attend the Board meeting to make representation regarding the matter and explain why they should be allowed to remain a Mmember. Such notice and any subsequent revocation shall be in writing to the Affiliate Member Association and sent by verifiable mail.

5 AFFILIATION WITH INCLUSION CANADA ~~THE CANADIAN ASSOCIATION FOR COMMUNITY LIVING~~

The Association shall maintain affiliation with Inclusion Canada ~~the Canadian Association for Community Living (CACL)~~ and participate in the activities of Inclusion Canada ~~CACL~~ in accordance with the Inclusion Canada ~~CACL~~ By-Laws provided that:

- (a) delegates representing Community Living Ontario at Annual or Special General Meetings of Inclusion Canada ~~CACL~~ must be members of the Association as defined in these By-Laws;
- (b) delegates representing Community Living Ontario shall be approved by the Board of Directors or by those authorized by the Board of Directors to designate such delegates.

6 GENERAL MEETINGS

6.1 Annual General Meeting

- (1) The Annual General Meeting shall be held at a time and a place to be determined by the Board of Directors, for transaction of the following business:
 - a. approval of the minutes of the previous General Meeting;
 - b. receipt and disposition of the Report of the Board of Directors and approval of the actions of the Board during the previous year;
 - c. receipt and disposition of the report on assessment revenue reflected in the budget;
 - d. receipt and disposition of the annual financial statement and Report of the Auditors;
 - e. appointment of Auditors to hold office until the next Annual General Meeting and authorization of the Board to determine remuneration;
 - f. election of Directors and Officers of the Association;
 - g. amendment of By-laws when applicable;
 - h. disposition of policy Resolutions; and
 - i. the transaction of any other business, which is pertinent to the interests of the membership except business, which may not properly come before the assembly without prior notice.

(2) At the discretion of the Board of Directors, provision can be made for Mmembers to participate in the Annual General Meeting from a remote location using telephone conference calls, video conference or other means of distant interactive communication.

(3) At the discretion of the Board of Directors, the Annual General Meeting may be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Commented [A8]: This addition offers greater clarity re: the fact that Annual General Meetings may be held entirely virtually, at the discretion of the board. This is suggested but not spelled out in 6.1 (1) and (2), above.

(4) Each Annual General Meeting will be held no later than 15 months after the preceding Annual General Meeting.

6.2 Special General Meetings

(1) A Special General Meeting may be called by the President or by the Vice-President in the absence of the President, ~~or by notice in writing to the Secretary from fifteen (15) Affiliate Associations.~~

Commented [A9]: See addition and comment, next paragraph

~~(1)(2)~~ The Board shall call a special meeting on written requisition of the Affiliate Associations who hold at least 10 per cent (10%) of votes that may be cast at a meeting of Mmembers, for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

Commented [A10]: This change is a requirement of ONCA. The change makes it easier for members to initiate a meeting of members.

~~(2)(3)~~ The business to be transacted shall be limited to those Motions and Resolutions specified in the notice calling the meeting except that:

- a. action may be taken on a matter for which no notice has been given if it is determined by a two-thirds (2/3) vote that either substance or timing demands such action; and
- b. action thus taken is ratified by the delegates at the next Annual General Meeting or Special General Meeting called for the purpose.

(4) At the discretion of the Board of Directors, provision can be made for Mmembers to participate in a Special General Meeting from a remote location using, telephone conference calls, video conference or other means of distant interactive communication.

(5) At the discretion of the Board of Directors, a Special General Meeting may be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Commented [A11]: This provision provides greater clarity re: allowing for entirely virtual Special General Meetings, as with Annual General Meetings.

6.3 Notice

- (1) Notice of Meetings shall include the time and place of the meeting, the agenda and notices of Motions and Resolutions where applicable under these By-Laws.
- (2) Notice shall be given to all Affiliate Associations~~members~~, and current and incoming directors. Notice of the Annual General Meeting shall also be provided to all designated Friends of Community Living Ontario and Community Living Ontario's auditor.
- (3) Formal notice for an Annual General Meeting shall be given six (6) weeks in advance of the meeting.
- (4) Notice for a Special General Meeting shall be distributed six (6) weeks in advance of the meeting date.

6.4 Quorum

The quorum for Annual and Special General Meetings shall be the presence of delegates carrying votes that constitute 33% of votes to which delegations are entitled under Article 6.5 (1).

6.5 Voting

- (1) Each ~~affiliated local~~Affiliate Association in good standing shall be entitled to three (3) votes and may name as many delegates as it has votes.
- (2) Any ~~Affiliate~~affiliated local Association in good standing may appoint an additional delegate who must be between the ages of thirteen (13) and twenty-three (23) and the additional delegate, if present, shall be entitled to one (1) vote.
- (3) Any ~~Affiliate~~affiliated local Association in good standing may appoint an additional delegate who must be a self-identified self-advocate and the additional delegate, if present, shall be entitled to one (1) vote.
- (4) Every Member entitled to vote at a Meeting of the Members may appoint a proxyholder as the Member's nominee to attend and act at the meeting on the ~~Member's~~ behalf. The proxyholder must be a member in good standing of the Association, and the proxy must be signed by the member or their officer duly authorized. All proxies are valid only for the meeting for which they were given, and expire thereafter.
- (5) Votes allocated to additional delegates who are between the ages of thirteen (13) and twenty-three (23) or to additional delegates who are self-identified self-advocates may not be cast in their absence.

Commented [A12]: Changes in this section simply provide greater clarity re: membership language. They do not change the meaning or application of the bylaws.

- (6) Each ~~Affiliate~~~~affiliated local~~ Association shall provide credentials for its delegation to the Secretary of the Association prior to an Annual or Special General Meeting.

6.6 Resolutions

Resolutions are an instrument for expressing the collective will of the membership and fall in one of the following three categories:

- (a) To give direction or set limits on what means the Board of Directors may or may not use in the pursuit of Association goals;
- (b) To add, amend or repeal a social policy position being advocated by Community Living Ontario; or
- (c) To recognize the achievements and good work of ~~M~~members or external organizations, groups, or individuals.
- (d) Resolutions must relate to one of the three purposes above and they must meet the following requirements for submission:
- (e) Resolutions may be submitted by any ~~M~~member, Friend of Community Living Ontario, the Board and any group designated within the terms of these bylaws to represent self-advocates.
- (f) Resolutions so submitted shall be referred to the Resolutions committee and refined if necessary in consultation with the originators.
- (g) Notice of Resolutions shall be forwarded to Members by the Secretary at least twelve (12) weeks prior to the date of the Meeting.
- (h) Resolutions in final form shall be distributed to ~~Individual Members, Affiliate Associations, Partner Associations,~~ Directors, The Council and The Provincial Executive Directors Coordinating Committee designated within the terms of these By-Laws.
- (i) A Resolution for which no notice has been given may be presented to the Secretary or the Chair of the Annual General Meeting in writing and shall include a specific explanation as to why its substance or timing indicates sufficient urgency so as to justify consideration by the assembly. It may then be moved from the floor of the Annual General Meeting. The assembly shall determine, a two-thirds (2/3) vote, if the late resolution shall come before it.

Commented [A13]: CLO does not have 'Individual Members' or 'Partner Associations'

7 NOMINATIONS AND ELECTIONS

7.1 Nomination Committee

- (1) The Nomination Committee shall consist of a Chairperson and two (2) members elected or appointed by and from the Board of Directors and three (3) members of the Association or Friends of Community Living Ontario who are not Directors. The Nomination Committee shall not include any individual who is presently seeking nomination to the Board.
- (2) The Nominations Committee must include at least one member who currently resides in Northern Ontario.
- (3) The Nominations Committee shall seek out candidates for the Board that may provide a Board that is balanced geographically and inclusive diverse representation and intersectionality, potentially including but not limited to cultural, ethnic, and racial diversity, disability, Indigenous heritage, francophone representation, 2SLGBTQ+, and members with diverse perspectives and experiences as well as the range of competencies needed for the organization to succeed in achieving its goals.
- (4) The Nomination Committee shall meet at the call of the Chair at least twice (2) in the year and shall:

- a. inform Friends of Community Living Ontario, Affiliate Associations, current Directors and any group designated within the terms of these By-Laws to represent self-advocates of the qualifications and procedures for nomination and election, the positions to be filled by election at the next Annual General Meeting and the date ~~twelve (12) weeks~~ sixty (60) days prior to the Annual General Meeting by which suggestions of potential nominees must be received if they are to be considered by the Committee and put forward to the AGM;
- b. prepare a list of all nominees for all vacant positions together with biographical information about each nominee in the interest of a balanced Board composition, provided that each nominee shall have provided biographical information for publication and agreed by appropriate means to serve if elected; and
- c. circulate the list as in (b) above, at least ~~eight (8) weeks~~ six (6) weeks prior to the Annual General Meeting.

(5) Subject to the Ontario Not-for-Profit Corporations Act ("ONCA"), only those individuals nominated in accordance with the procedures set out in this section 7.1 shall be eligible for the election to the Board. Nominations of persons for election to the Board may only be made at any annual meeting of members, or at a special meeting of members called for any purpose, which includes the election of directors, as follows:

- a. By or at the direction of the Board, including pursuant to a notice of meeting;
or

Commented [A14]: This will give more time for nominations to be put forward

Commented [A15]: This addition spells out what is required by ONCA

b. By or at the direction or request of at least five percent (5%) of the members pursuant to a proposal made in accordance with the provisions of ONCA.

7.2 Election of Directors

- (1) The Chairperson of the Annual General Meeting shall call for the Chairperson of the Nomination Committee to present the list of nominees for all vacant positions of Director.
- (2) There shall be no nominations from the floor.
- (3) Election shall be by ballot.
- (4) All two-year (2) and remainder-of-term positions shall be filled in descending order of votes received provided that the terms of Article 7.1 are met.
- (5) Vacancies in elected positions held by Directors shall be filled by the Board for the remainder of the term unless the next Annual General Meeting will occur in less than sixty (60) days.

7.3 Installation

The Directors shall affirm their commitment to the Goal, Vision and Objects of the Association at an installation ceremony following the election. Each Director must consent in writing to hold office as a Director before or within ten (10) days after their election or appointment.

Commented [A16]: Required by ONCA section 24(8)

8 BOARD OF DIRECTORS

8.1 Composition

The Board of Directors shall consist of one (1) Director ex-officio who shall be the immediate Past President and twelve (12) elected Directors-at-large of whom at least two (2) shall be a family member of a person who has an intellectual disability and at least one (1) shall be a self-identified “self-advocate”. Directors-at-large shall be elected by delegates at an Annual General Meeting. In addition:

- (a) One (1) Director shall be a self-identified “self-advocate” ~~appointed~~ selected by the Council, and elected by the Members at a Meeting of Members. This position shall be filled by on advice of the Council ~~appointment~~ when vacated, and said candidate shall either be appointed by the Board to hold office until the next annual Meeting of Members or elected by the Members at a Meeting of Members.-
- (b) One (1) Director shall be a family member or longtime friend of a person who has an intellectual disability ~~appointed~~ selected by the Family Engagement Steering

Commented [A17]: Changes to a, b & c follow the rule that only members elect directors.

Committee (of CLO), and elected by the Members at a Meeting of Members. This position shall be filled on advice of the Family Steering Committee when vacated, and said candidate shall either be appointed by the Board to hold office until the next annual Meeting of Members or elected by the Members at a Meeting of Members, as a voting member.

Commented [A18]: Under ONCA all directors have a vote

(c) One (1) Director shall be an executive director of an Affiliate Association ~~appointed~~ selected by the Provincial Executive Directors' Coordinating Committee (PEDCC), and elected by the Members at a Meeting of Members. This position shall be filled ~~by~~ on advice of the PEDCC ~~appointment~~ when vacated, and said candidate shall either be appointed by the Board to hold office until the next annual Meeting of Members or elected by the embers at a Meeting of members. The position shall have the same rights, privileges, and duties as other members of the Board, ~~except the position has no vote.~~

Commented [A19]: Under ONCA all directors have a vote

~~(d) The Chief Executive Officer shall be a member of the Board with all rights, privileges, and duties as other members of the Board except the position has no vote.~~

Commented [A20]: Non-profit organizations have moved away from including CEOs on the board, on the advice of Imagine Canada and others

8.2 Eligibility

- (1) All Directors shall be individuals aged eighteen (18) years or over, ~~M~~members of an Affiliate Member Association as defined by Article 1 of these by-laws, or a Friend of Community Living Ontario as defined in Board policies, who has affirmed their commitment to the objects of the Association.
- (2) No Director may serve more than four (4) consecutive terms except that a candidate who has served four consecutive terms as a Director and is the current President is eligible for re-election to the office of President.
- (3) Any employee of or any person who receives payment for services rendered to an Affiliate Member Association, Community Living Ontario, or the Canadian Association for Community Living, is not eligible to be a voting member of the board.
- (4) Individuals who have currently been found incapable of managing property under the Substitute Decisions Act, S.O. 1992, c.30, individuals who have currently been found incapable by a Canadian court, and individuals who have the status of undischarged bankrupt are not eligible to be Directors.

8.3 Terms of Office

Term of office shall be two (2) years to take effect immediately following the adjournment of the Annual General Meeting at which the election takes place provided that the terms of Directors shall be on a rotational basis, six (6) of the terms commencing in one year and six (6) of the terms commencing the following year.

8.4 Vacancies

Notwithstanding provisions elsewhere in the By-Laws for electing Directors, vacancies except in that Directorship held ex-officio by the immediate Past President shall be filled by the Board from among members eligible for election who will act as Directors until the next AGM, provided that:

- (a) a majority of Directors remains in office;
- (b) vacancies shall be filled in a manner which maintains the requisite number of Directorships held by “self-advocates” and family members; and
- (c) vacancies shall be filled in accordance with a contingency policy established by the Board at its first meeting after the Annual General Meeting.
- (d) The number of new directors appointed by the Board cannot exceed one-third of the number of Directors elected at the previous AGM.

8.5 Responsibilities

The Board of Directors shall assume all duties and responsibilities, formulate, record, and ensure the implementation of policy necessary for the conduct of the affairs of the Association in accordance with the ~~Letters Patent~~ Articles and these By-Laws and in so doing:

- (a) the Board of Directors shall elect from among their number at the first meeting of the Board following the Annual General Meeting the following Officers:
 - President,
 - Vice-President, and
 - Treasurer.
- (b) shall engage the Chief Executive Officer and exercise through the President such direction over the administrative affairs as necessary for effective pursuit of the Association's Objects;
- (c) shall ensure that sufficient support is available to enable each Director to participate effectively and shall designate a body of self-advocates to represent the interests of self-advocates in matters before the Board;
- (d) shall designate at least one (1) Director to monitor that the rights and interests of francophone Mmembers are being addressed;
- (e) shall promote and support the interests and involvement of families at all levels of the Association;

- (f) shall promote and support the interests and involvement of young people between the ages of thirteen (13) and twenty-three (23) at all levels of the Association;
- (g) may authorize necessary expenditures including the purchase or rental of property and the making of contracts;
- (h) may authorize the borrowing of money upon the credit of the Association on cheques, promissory notes, bills of exchange or otherwise in such amounts and subject to such terms as may be considered advisable;
- (i) may assign, transfer, convey, hypothecate, mortgage, charge or pledge to or in favor of a bank or other financial institution any property of the Association, real or personal, movable or immovable, present or future, including book debts, unpaid calls, rights, powers, undertakings, franchises and the Association's own debentures, as security for the fulfillment of any liabilities or obligations, present or future, of the Association to a bank or other financial institutions;
- (j) may empower a bank or other financial institution or any person or persons to sell by public or private sale, assign, transfer or convey from time to time any such property;
- (k) may sign, make, draw, accept, endorse, execute and deliver on behalf of and in the name of the Association all such cheques, promissory notes, bills of exchange, drafts, acceptances, order for the payment of money, warehouse receipts, bills of lading, agreements to give security, assignments, transfers, conveyances, hypothecs, mortgages, pledges, securities and other agreements, documents and instruments as may be necessary or useful in connection with the borrowing of money and other banking or financial business of the Association;
- (l) may authorize at least two (2) or more Directors, Officers, employees or agents of the Association to exercise the responsibility of any of the rights, powers and authorities conferred by sub-sections (h), (i), (j), and (k); (1998) and
- (m) may authorize the borrowing of money from a bank or other financial institution from time to time and the giving of security therefore;
- (n) may authorize the signing by such Officers, employees or agents as shall be determined by the Board of Directors, of all cheques, bills of exchange or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Association;
- (o) may establish procedures for obtaining such information from affiliated local Associations as may be necessary for the proper conduct of the affairs of the Association provided that the privacy and autonomy of affiliates is respected;
- (p) shall act in good faith, exercise the care, diligence, and skill of a reasonably prudent person, and comply with the herein by-laws, Community Living Ontario's Articles of Incorporation, and the governing legislation.

8.6 Accountability

Any action of the Board of Directors may be reviewed at the next Annual General Meeting or Special General Meeting called for the purpose but no act done or right acquired by such action shall be prejudicially affected by any amendment or rejection of the action.

8.7 Indemnity for any action, suit or proceeding

Provided that they acted in good faith and with a view to the interests of Community Living Ontario, every Director, and the heirs, executors and administrators, and estates and effects, respectively, of every Director, may, with the consent of the Association, given at an Annual or Special General Meeting of the Association, from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against:

- (a) all costs, charges and expenses whatsoever that are sustained or incurred by the Director, in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the Director in or about the execution of the duties of his or her office; and
- (b) all other costs, charges or expenses that are sustained or incurred by the Director in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the willful default or neglect.

8.8 Remuneration

Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from the position of Director provided that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties.

8.9 Conflict of Interest

- (a) Any Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction involving Community Living Ontario shall make disclosure of that interest in accordance with the relevant legislation. Except as provided in the applicable legislation, no Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.
- (b) Directors shall review the Community Living Ontario Conflict of Interest Policy, sign the Conflict of Interest Agreement, and abide by the terms contained therein.

8.10 Termination/Removal for Cause

- (1) The Board has the power to conduct a good faith investigation relating to any allegations or complaints that a Director is failing to meet their responsibilities as outlined in section 8.5 of these bylaws, or allegations against the Director which could harm the reputation of Community Living Ontario.
- (2) Should a Director fail to meet their responsibilities as outlined in section 8.5 above, they may be subject to discipline, up to and including suspension from their duties as Director.
- (3) The suspension of a Director may occur if two-thirds (2/3) of the remaining Directors, at a Board Meeting duly constituted, vote to approve the suspension.
- (4) The Director for whom the suspension is an issue may speak to the Board to defend their position prior to any vote regarding suspension.
- (5) A suspended Director may not attend Board Meetings, Committee Meetings, do any work on behalf of Community Living Ontario in the capacity of Director, nor represent themselves publicly as a representative of Community Living Ontario for the duration of their suspension.
- (6) A suspension shall not exceed the period of time necessary to investigate the impugned conduct and to call a Special Meeting of Members.
- (7) Only the Members, at a Special Meeting, duly constituted, may vote on whether to permanently remove the Director from office. An ordinary resolution shall be sufficient to remove a Director.
- (8) Upon completion of their suspension, a suspended Director may review board meeting minutes, reports, and financial statements from the meetings that they were absent from due to their suspension.

8.11 Resignation

The office of a Director shall be vacated immediately if a Director resigns office by written notice to the Association, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later.

Commented [A21]: This clarification does not change the meaning of the bylaws.

9 MEETINGS OF THE BOARD OF DIRECTORS

9.1 Regular Meetings

- (1) Regular Meetings shall be held at any place in Ontario not less than three (3) times a year.

- (2) ~~Meetings of the Board of Directors may be held by telephone conference or other means of distant communication at the Boards discretion. If all the Directors of the Association consent, meetings of the Board of Directors may be held by telephonic or electronic means which permit all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at the meeting.~~

Commented [A22]: Replacing with more specific language; this does not change the meaning of this part of the bylaw

9.2 Special Meetings

Meetings may be called by the President or by the Vice-President in the absence of the President or on petition to the Secretary by any eight (8) Directors provided that business transacted at a special meeting shall be limited to that specified in the Notice calling the meeting.

9.3 Notice

Notice shall be communicated to all Directors at least seventy-two (72) hours in advance of the meeting and shall include a tentative agenda in the case of a regular meeting and shall specify the business to be transacted in the case of a special meeting.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

No error or omission in giving notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings of the meeting and any Director may at any time waive notice of a meeting of the Board and may ratify and approve of any or all proceedings of the meeting. Attendance of a director at a Board meeting is a waiver of notice of the meeting, except if the director attends for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called.

9.4 Quorum

A quorum shall be a majority of Directors.

9.5 Executive Session (in camera)

The Board may move into executive session (in camera) only if the business to be transacted would otherwise breach employee confidentiality or jeopardize internal or external contract negotiation or cause discomfort or harm to any person or the family of any person or others with pertinent information relating to a situation involving a person in whose interests or to whose benefit the Association has in any way become involved.

9.1 Voting

At all meetings of the Board, every question or motion shall be decided by a majority of the votes cast on the question. Each director shall be entitled to one vote. In the event of an equality of votes, the chair shall have a second or casting vote.

10 OFFICERS

10.1 Composition

- (1) The ~~appointed~~ ~~Elected~~ Officers of the Association shall be a President, a Vice-President and a Treasurer.
- (2) The Office of Secretary shall be filled by appointment of the Chief Executive Officer of the Association-
- (3) Should the Chief Executive Officer's employment with the Association terminate, they will be deemed to have resigned from the role of Secretary, and will be replaced by the next Chief Executive Officer, or authorized board designate of the Association.

10.2 Eligibility

Candidates for office shall be Directors of the Association.

10.3 Term of Office

- (1) The term of office for the President shall be two (2) years.
- (2) The term of office for the Vice President and the Treasurer shall be one (1) year.

10.4 Vacancies

- (1) If the Office of President becomes vacant, a meeting of the Board of Directors shall be held at the earliest opportunity to ~~appoint~~ ~~elect~~ a new President and in the interim anything required or authorized to be done by the President may be done by the Vice-President.
- (2) Vacancies in other Offices shall be filled for the balance of the unexpired terms by the Board of Directors from amongst those eligible to serve.

10.5 Responsibilities

- (1) The President shall act as Chair of the Board, be the chief elected Officer of and spokesperson for the Association and exercise general supervision over its activities and in so doing shall:
 - a. preside over all meetings of the Association, the Board of Directors and the Executive Committee or designate a substitute; and

- b. be a member ex-officio of all Committees and Task Forces with the exception of the Nomination Committee.
- (2) The Vice-President shall assume the duties of the Presidency in the absence of the President and carry out such other duties as may be assigned by the Board of Directors or the President.
- (3) The Treasurer shall oversee the financial affairs of the Association and in so doing shall:
- a. ensure that full and accurate accounts of all receipts and disbursements are maintained;
 - b. ensure that all monies or other valuable effects in the name of and to the credit of the Association are deposited in such banks or other financial institutions as may be directed by the Board of Directors;
 - c. ensure that funds are disbursed in accordance with the direction of the Board of Directors;
 - d. ensure that the books of account are submitted for audit at the close of the financial year and present the audited financial statements to the membership at the Annual General Meeting; and
 - e. be a member ex-officio of any Committee or Task Force that deals with the financial affairs of the Association.
- (4) The Chief Executive Officer of the Association shall serve at the Board's discretion as an appointed Officer.
- (5) As the appointed Officer, the Chief Executive Officer shall act as Secretary to the Board of Directors and shall ensure that Association business is conducted in accordance with the [Letters Patent](#) [Articles](#) and By-Laws and in so doing shall:
- a. have custody of the Corporate Seal of the Association;
 - b. supervise and manage the operation of the Association to achieve its goals and objectives;
 - c. provide guidance, assistance and recommendations as necessary for the formulation of policy;
 - d. advise the Board on matters relating to the securing of funds;
 - e. select, assign and supervise all staff; and
 - f. be a member ex-officio of all Committees except the Nomination Committee.

10.6 Termination/Removal for Cause

An Officer who fails to perform his or her duties or whose conduct inhibits the functioning of the Association may be removed from office before the expiration of his or her term by two-thirds (2/3) vote on a Motion of the Board provided that notice of such Motion has been given.

An officer removed from office may remain as a member of the Board.

10.7 Vacancy in Office

Unless so removed, an Officer shall hold office until the earlier of:

- a. The Officer's successor being appointed.
- b. The Officer's resignation.
- c. Such Officer ceasing to be a director (if a necessary qualification of appointment) or
- d. Such Officer's death.

11 STANDING COMMITTEES, WORK GROUPS AND TASK FORCES

(1) Standing Committees and Task Forces shall be established by the Board of Directors as necessary to carry on the work of the Association provided that:

- a. Standing Committees may be constituted only to carry out responsibilities relating to the work of the Board that is ongoing and such Standing Committees may establish Work Groups as required to address specific areas of responsibility;
- b. Task Forces shall be constituted to carry out work that is task specific and not ongoing;
- c. All Committees and Task Forces shall be accountable to the Board;
- d. Terms of reference shall be either formulated or ratified by the Board; and
- e. All Chairpersons shall be appointed by the President subject to ratification by the Board.

(2) The following powers shall not be delegated to a Standing Committee and/or Task Force:

- a. To submit to the Mmembers any question or matter requiring the approval of the Mmembers.
- b. To fill a vacancy amongst the directors or in the position of auditor or a person appointed to conduct a review engagement of the corporation.

- c. To appoint additional directors.
- d. To issue debt obligations, except as authorized by the directors.
- e. To approve any financial statements.
- f. To adopt, amend, or repeal by-laws.
- g. To establish the dues to be paid by Mmembers.

(3) Committees and task forces may, however, make recommendations to the Board for voting upon regarding the above-noted issues.

11.1 Composition

- (1) Standing Committees shall contain at least two (2) Directors, one of whom shall chair the Committee, and one (1) or more additional members as required who may be appointed by the President in consultation with the Chairperson. (2004)
- (2) Task Forces shall contain at least one (1) Director who shall not necessarily be the Chairperson and such other members as required who may be appointed by the Board or by the President in consultation with the Chairperson.

11.2 Eligibility

Unless otherwise provided, members of Standing Committees, Work Groups and Task Forces need not be members of the Association.

11.3 Terms of Appointment

- (1) Terms of appointment to a Standing Committee or its Work Groups shall be one (1) year or until the Annual General Meeting.
- (2) Terms of appointment to Task Forces shall be until completion of the task or the Annual General meeting whichever comes first.

11.4 Vacancies

Vacancies shall be filled by the Chair in consultation with the President provided that all requirements of these By-Laws are met.

11.5 Responsibilities

- (1) Standing Committees shall be responsible for formulation and recommendation of policy and advice to the Board on matters related to their areas of responsibility and such other duties as are determined by the Board from time to time.
- (2) Task Forces shall be responsible for carrying out the task defined in their terms of reference.

- (3) All Committees shall submit progress reports and an annual report to the Board in the form requested by the Board.

11.6 Meetings

Meetings shall be at the call of the Chair.

11.7 Quorum

The quorum shall be a majority of the Committee, Task Force or Work Group.

12 The Council

- (1) The Council shall be sponsored and supported by the Board of Directors and will provide advice to ensure that at all times the Board is aware of the interests and needs of self-advocates as identified by self-advocates.
- (2) The Council shall be free to determine its own membership and ~~appoint~~ select its own liaison to the Board provided only that all members of the Council shall be members of the Association.
- (3) The Council shall receive resources as determined by the Board annually in consultation with the Council to enable it to meet regularly with appropriate support through a Board appointed facilitator.
- (4) Space shall be provided on all Board agendas for the Council to raise matters of its choosing.
- (5) The Council shall be supplied with all information relating to Association policy and receive Notice of all Meetings and invitations to submit Resolutions and amendments to By-Laws.
- (6) The Council may make independent Reports to the Annual Meeting.

13 Provincial Executive Directors Coordinating Committee

- (1) The Provincial Executive Directors Coordinating Committee (PEDCC) shall be recognized by the Board of Directors as a semi-autonomous body that provides advice to the Board from the perspective of ~~Affiliate member a~~ Associations.
- (2) The PEDCC shall be free to determine its own composition according to mutually agreed upon Terms of Reference which shall be consistent with the Constitution and By-Laws of Community Living Ontario, provided that its members are the executive directors of Affiliate ~~Members~~ Associations in good standing.

- (3) The PEDCC shall ~~appoint~~ select its own liaison member to the Board who shall attend Board meetings and may speak to matters before the Board but shall have no vote.
- (4) Space shall be provided on all Board agendas for the liaison member to report on PEDCC activities and provide information to the Board on matters relevant to the work of Community Living Ontario.
- (5) The PEDCC shall be self-supporting and shall not receive resources for its operations from Community Living Ontario.
- (6) The PEDCC shall receive Notice of all Meetings and Resolutions and amendments to By-Laws at Annual and Special General Meetings.
- (7) The PEDCC may make independent Reports to Annual or Special General Meetings and may speak for or against Resolutions and amendments to the By-Laws but shall have no vote.

14 FISCAL YEAR

The fiscal year of the Association shall extend from April 1 to March 31 of the following year.

15 PARLIAMENTARY AUTHORITY

The rules contained in the current Robert's Rules of Order Newly Revised shall govern all proceedings of the Association to which they apply except as otherwise provided by these By-laws.

16 AMENDMENTS TO BY-LAWS

- (1) Amendments to these By-laws or to the ~~Letters Patent~~Articles of the Association may be made upon ~~a two-thirds (2/3)~~ a majority vote of the delegates at the Annual General Meeting or at a Special General Meeting called for the purpose subject to the required notice. Note that a special resolution (two-thirds vote) of the delegates shall be required to create or change a class or group of Members; change conditions of membership; change the transfer of membership; change the manner of notice required for a Meeting of Members; or change the method of voting by Members not in attendance at a Meeting of Members.
- (2) The Secretary of Community Living Ontario may recommend to the Board of Directors any editorial, grammatical, typographical, or cross-reference changes to the Constitution and By-Laws, including article and section designations, that do not change the substance or the meaning of the Constitution or By-Laws, and the Board may approve such recommendation with or without amendment.

Commented [A23]: This section has been updated to reflect the requirements set out in sections 17 and 103 of ONCA. For example, ONCA states that "fundamental changes" require a 2/3 vote

~~(3) All by-law amendments will come into effect from the date of the resolution of the Board, except for matters requiring a special resolution of the Members, as listed in section 16(1). The Board shall submit the by-law amendments to the Members at a Meeting of Members, and the Members may confirm, reject or amend the by-law amendments by ordinary resolution or special resolution as required, at the end of the Annual General Meeting unless otherwise specified for a different time.~~

Commented [A24]: As required by ONCA.

16.1 Eligibility

Amendments may be proposed by all Members, the Board of Directors, Friends of Community Living Ontario, and any group empowered to propose amendments within the terms of these By-Laws.

16.2 Notice of Motion

The Notice of Motion to amend the By-laws must contain detailed wording of the proposed amendment and an explanation of the proposed change.

16.3 Deadline for Submission

Notice of Motion to amend the By-laws must be received by the Secretary of the Association at least sixteen (16) weeks prior to the date of the Annual or Special General Meeting at which proposed amendments are to be considered.

16.4 Deadline for Distribution

Copies of Notices of Motion shall be mailed by the Secretary to those individuals who have submitted Notices of Motion and ~~Individual Members, Affiliate Associations, Partner Associations,~~ Directors, The Council and The Provincial Executive Directors Coordinating Committee designated within the terms of these By-Laws at least ~~twelve (12)~~ six (6) weeks prior to the date of the Annual or Special General Meeting.

Commented [A25]: CLO does not have 'Individual Members' or 'Partner Associations'

Commented [A26]: 6 weeks = 42 days. Under ONCA, notices must be sent out "not less than 10 days and not more than 50 days before the meeting"

17 FUNDRAISING MATTERS

The Association may solicit and otherwise raise funds as necessary throughout the province provided that:

- (a) the guidelines underlying such fund raising have been approved by the majority of delegates at an Annual General Meeting or Special General Meeting called for the purpose;
- (b) such guidelines shall cover events and projects that are multi-level (national, provincial and local) or partnership (provincial and local or provincial and national) or provincial only; and
- (c) where an association at national or local level might be affected by a provincial fund raising effort, such fund-raising to be conducted in agreement with that association.

18 EFFECTIVE DATE

11.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board. All previous by-laws of the Association are repealed as of the coming into force of this by-law.

CERTIFIED to be By-Law No. **X** of the Association, as enacted by the directors of the Association by resolution on the **XX day of MONTH, 202X** and confirmed by the members of the Association on the **XX day of MONTH, 202X**.

NAME
Board Chair
Community Living Ontario

NAME
Director/Officer
Community Living Ontario