



**Organizational By-Laws Approved by the Members  
June 23, 2016**



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## **Preamble**

Indus Community Services (Indus) is an accredited, non-profit, charitable, community-based organization that provides culturally and linguistically appropriate services to our communities. Since 1985 we have empowered our multicultural clients and supported their settlement, social service, health, and educational needs in a manner that respects our diverse heritage. The following articles set forth the by-law of the organization.

## **Vision**

Leaders in building strong and supportive communities.

## **Mission**

Helping our growing communities manage change through quality client-centered social and health services and responsive public education.

## **Section 1 - General**

### **1.01 Definitions**

In this by-law, unless the context otherwise requires:

- a. “Act” means the Corporations Act, Ontario, and when proclaimed in force, the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. “Articles” means Articles of Incorporation also known as the Letters Patent of the Corporation.
- c. “Board” means the board of directors of the Corporation;
- d. “By-laws” means this by-law and all other by-laws of the Corporation as amended and which from time to time, in force;
- e. “Chair” means the chair of the Board
- f. “Chief Executive Officer” means the top-ranking staff member that is accountable through the Chair to the Board;
- g. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these laws under the Act. (Indus Community Services, as the Corporation, is able to operate related projects and activities under different names by resolution of the Board);
- h. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- i. “Member” means a member of the Corporation
- j. “Members” means the collective membership of the Corporation; and
- k. “Officer” means an office holder of the Corporation

### **1.02 Interpretation**

Other than is specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meaning given to such terms in the Act. Words importing the singular include the plural and vice-versa, and words importing one gender include all genders.

### **1.03 Severability and Precedence**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles of Incorporation or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

### **1.04 Seal**

The seal of the Corporation, if any, shall be in the form determined by the Board.

### **1.05 Execution of Contracts**

The Board may from time to time direct the manner in which, and the person by whom, a particular document or type of document shall be executed. Any person authorized to sign any document, may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

### **1.06 Cheques, Drafts, Notes**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officers of the Corporation and in such manner as the Board may from time to time designate and authorise by resolution.

## **Section 2 - Directors**

### **2.01 Election and Term**

The affairs of the Corporation shall be managed by a Board of Directors of a minimum of seven and a maximum of twelve persons. Directors shall be elected by the Members. The term of office of the Directors, subject to the provisions, if any, of the Articles, shall be three years from the date of the meeting at which they are elected or appointed or until their successors are elected or appointed as determined by the Board from time to time.

Nominations for Directors shall be sought from the geographic area served by the Corporation to ensure a skill based policy/governance board with a high degree of diversity of background and experience and one which is also generally representative of the communities it serves.

Directors shall be eligible for election for a maximum of two terms of three years each, or a total not to exceed six years with the provision that they are eligible for re-election following a two year absence from the Board.

### **2.02 Vacancies**

The position of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Chair, which resignation shall be effective at the time it is received by the Chair or at the time specified in the notice whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found incapable of managing property by a court or under Ontario law;
- d. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members, removing the Director, before the expiration of the Director's term of office; or
- e. if the Director is found to have breached the Code of Conduct by a 2/3 majority vote of the Board being not less than fifty percent plus one of the then current Board strength.

### **2.03 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

- a. if a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill a vacancy shall hold office for the remainder of the removed Director's term; and
- b. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

A vacancy in the role of auditor or of a person appointed to conduct a review engagement shall, unless prohibited by the Articles, immediately be filled by resolution of the Board.

## **2.04 Committees**

Subject to any applicable limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

## **2.05 Remuneration of Directors**

Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director. Directors may be reimbursed from time to time for specific reasonable expenses they may incur in the performance of their duties as a Director if having received prior approval by the Board.

## **Section 3 - Meetings**

### **3.01 Calling of Meetings**

Meetings of the Directors may be called by the Chair or any four Directors at any time and within the Region that the Corporation has its registered Head Office.

### **3.02 Regular Meetings**

The Board may determine the time and place of regular Board meetings and send a copy of the resolution indicating the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

### **3.03 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given by mail, e-mail or otherwise electronically communicated to every Director of the Corporation not less than seven days before the date of the meeting. Notice of a meeting is not necessary if all the Directors are present, and none objects to holding the meeting, or if those absent have waived notice or otherwise signified consent to holding such a meeting.

If a quorum of Directors is present, the duly constituted Board may, without notice, hold its first meeting immediately following the annual general meeting of the Corporation.

### **3.04 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice Chair shall act as the Chair and if neither is present, the Directors present shall choose one of their numbers to act as Chair.

### **3.05 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

### **3.06 Participation by Telephone or Other Communications Facilities**

If no Director raises an objection, a Board meeting may be attended by telephone, electronic or other communication facilities that permit all persons participating to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

### **3.07 Quorum for Meetings**

A quorum at any meeting of Directors or of Members shall be a simple majority of those entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members or of Directors, those present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

## **Section 4 - Financial**

### **4.01 Banking**

The Board shall by resolution from time to time designate the bank in which money, bonds or other securities of the Corporation shall be placed for safe keeping.

### **4.02 Financial Year**

The financial year of the organization shall be from the first day of the month of April to the thirty-first day of the month of March of the following year.

## **Section 5 - Officers**

### **5.01 Officers**

The Board shall appoint from among the Directors a Chair and a Vice-Chair and may appoint any other person to be Treasurer and Secretary, at its first meeting following the annual meeting of the Corporation.

### **5.02 CEO**

The Board shall hire a Chief Executive Officer (“CEO”). The Secretary may delegate the care and custody of the minute books and corporate seal to the CEO. The Board may delegate the CEO to appoint a staff member to perform secretarial duties including minute taking on behalf of the Board.

### **5.03 Office Held at Board’s Discretion**

Any Officer shall cease to hold office upon resolution of the Board. The Board may appoint such other Officers and agents as it deems necessary, and who have such authority and shall perform such duties as the Board may prescribe from time to time.

The officers of the Board shall hold the office for a maximum of two consecutive years subject to an election every year.

### **5.04 Duties**

Officers shall be responsible for the duties assigned to them and they may not delegate to others the performance of any or all such duties.

### **5.05 Duties of the Chair**

The Chair shall perform the duties described in sections 3.04 and 9.05 and other such duties as may be required by law or as the Board determines from time to time.

## **Section 6 - Protection of Directors and Others**

### **6.01 Protection of Directors and Officers**

No Director, Officer, or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board, or for or on behalf of the Corporation, or for insufficiency or deficiency 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 tortuous act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the Act and the Corporation's Articles and By-laws; and
- b. exercised their powers and discharged their duties in accordance with the Act.

## **Section 7 - Conflict of Interest**

### **7.01 Conflict of Interest**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

### **7.02 Charitable Corporation**

No Director shall, directly or indirectly receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the Act and law applicable to charitable corporations are complied with.

## **Section 8 - Members**

### **8.01 Members**

There shall be one (1) class of membership in the Corporation, such class to be known as "individual members". All persons over the age of eighteen (18) years shall be eligible for membership. All Members shall be required to pay such annual dues as may be assessed from time to time by the Board of Directors. A current or former employee of the organization or a member of their household shall not be eligible for membership in the organization unless a minimum period of eight years has lapsed since the date of their leaving the organization. The Board shall approve all membership applications as per prevailing organizational policy.

### **8.02 Termination of Membership**

A membership in the Corporation is not transferable and automatically terminates upon:

- a. resignation in writing by a Member;
- b. the death of a Member;
- c. liquidation or dissolution of the Corporation under the Act;



- d. an action under s. 8.03 of the By-law; or
- e. non-payment of annual membership dues

### **8.03 Disciplinary Act or Termination of Membership for Cause**

Individual membership shall only be revoked by a two-thirds majority of the Board or by a simple majority of the membership in attendance at a duly called meeting.

## **Section 9 - Members' Meetings**

### **9.01 Annual General Meeting**

The annual general meeting shall be held on a day fixed by the Board at a place within the Region that the Corporation has its registered Head Office. Any Member, upon request, shall be provided, not less than 5 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the Act, By-laws or Articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings, if any;
- c. consideration of the audited financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such items of new business can be included in the notice of the annual meeting.

### **9.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the 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 21 days from the date of the deposit of the requisition.

### **9.03 Notice**

Subject to the Act, not less than 10 days and not more than 50 days written notice to any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

#### **9.04 Quorum**

A quorum for the transaction of business at a Members' meeting is the lesser of twenty percent of the Members entitled to vote at the meeting, or twenty-five Members, whether present in person or by proxy. Members voting in person may hold only one proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

#### **9.05 Chair of the Meeting**

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Vice Chair shall chair the meeting and if neither is present, the Members present at the members' meeting shall choose another Director as chair. If no Director is present or if all Directors present decline to act as Chair, the Members present shall choose one of their number to chair the meeting.

#### **9.06 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the Chair, if a member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the Chair may require, or any Member may demand a written ballot. A written ballot so required or demanded shall be taken in such a manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the Chair shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by a show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

#### **9.07 Adjournments**

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at the continuation of an adjourned meeting, which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

#### **9.08 Persons Entitled to be Present**

The only people entitled to attend a Members' meeting are the Members, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the Articles to be present at the meeting. Any other person may be admitted only if invited by the Chair or with the majority consent of the Members present at the meeting.

## **Section 10 - Notices**

### **10.01 Service**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address is given then to the last address of such member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

### **10.02 Computation of Time**

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **10.03 Error or Omission in Giving Notice**

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

## **Section 11 - Adoption and Amendment of By-laws**

### **11.01 Amendments to By-laws**

The Members may from time to time amend this By-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision a provision respecting the transfer of membership or to change the method of voting by Members not in attendance at a meeting of Members.