



## **By-law**

**A By-law relating  
generally to the  
conduct of the affairs  
of the**

**Family & Children's Services of St.  
Thomas and Elgin**

**WHEREAS** by Letters Patent dated the 22nd day of September 1933, The Children's Aid Society of the City of St. Thomas and the County of Elgin was incorporated, and

**WHEREAS** by Supplementary Letters Patent dated the 15<sup>th</sup> day of March 2006, the name of The Children's Aid Society of the City of St. Thomas and the County of Elgin changed its name to Family & Children's Services of St. Thomas and Elgin

**BE IT ENACTED** as a By-law of Family & Children's Services of St. Thomas and Elgin as follows:

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## Section 1- General

### 1.1 Definitions

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

- a. "Articles" - mean the Articles of Incorporation of the Society
- b. "Act" means 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;
- c. "Board" means the board of directors of the Society;
- d. "By-laws" means this By-law (including the schedules of this By-law) and all other By-laws of the Society as amended and which from time to time, are in force
- e. "Chair" means the Chair of the Board
- f. "Society" means the corporation that has passed these By-laws under the Act or that is deemed to have passed these laws under the Act, (meaning Family & Children's Services of St. Thomas and Elgin)
- g. "Director" means an individual occupying the position of director of the Society by whatever name they are called
- h. "Member" means a member of the Society
- i. "Members" means the collective membership of the Society; and
- j. "Officer" means an officer of the Society
- k. "The Child and Family Services Act" means the Supporting Children, Youth and Families Act, 2017 as amended and any statute enacted in substitution therefore from time to time

### 1.2 Interpretation

Other than is specified in Section 1.1, 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.

The Society shall be carried on without the purpose of gain for its members and any profits or other accretions to the Society shall be used in promoting its objects.

The Society shall be subject to the Charities Accounting Act.

The Society shall have the territorial jurisdiction under the Supporting Children, Youth and Families Act, 2017 in St. Thomas and Elgin County.

### **1.3 Severability and Precedence**

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

### **1.4 Seal**

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

### **1.5 Execution of Contracts**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Society may be signed by any two Officers or Directors. In addition, 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 Society to be a true copy thereof.

### **1.6 Cheques, Drafts, Notes**

- a. The Executive Director is authorized, without first having to seek board approval or co- signer, to sign all cheques or authorize the payment of monies not exceeding \$50,000.00 that are incidental to the operation of the Society.
- b. All cheques or payment of monies exceeding \$50,000.00 shall require signatures from two {2} of the following authorized persons: Chair, Vice-Chair, Treasurer or Executive Director.
- c. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange not dealt with in sections a) and b) above shall be signed by such officers of the Society and in such manner as the Board may from time to time designate by resolution.

## **Section 2 - Members**

### **2.1 Members**

There shall be one (1) class of membership in the Society, consisting of those individuals who are the current Directors of the Society

### **2.2 Member Eligibility**

Members shall be individuals, who recognize and support the Mission and Values of the Society. To be considered for membership of the Society individuals must satisfy the following criteria:

- (i) Is at least eighteen (18) years of age;
- (ii) Is a resident of Ontario preferably in the St. Thomas and/or Elgin region;
- (iii) Has not been found incapable of managing property under the *Substitute Decisions Act, 1992*;
- (iv) Does not have the status of bankrupt;
- (v) Agrees with the provisions in the articles, By-laws and Policies of the Society; and
- (vi) Has been elected or appointed to serve as a Director of the Society.

### **2.3 Termination of Membership**

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

- a. Member ceases to be a Director.
- b. resignation in writing by a Member.
- c. the death of a Member.
- d. liquidation or dissolution of the Society under the Act.

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

- a. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-law.
- b. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

## **Section 3-Board of Directors**

### **3.1 Composition**

The affairs of the Society shall be managed by a Board of Directors with a minimum of eight and a maximum of fifteen persons. Recruitment to the Board of Directors shall include proactive steps to involve qualified persons who reasonably reflect the diversity of the communities the Society serves. Such steps shall be documented as part of the recruitment process. The 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 from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed as determined by the Board from time to time.

### **3.2 Election and Term**

Nominations for Directors shall be sought from the area of territorial jurisdiction to ensure a skill based board with a high degree of diversity of background and experience, and shall also reasonably reflect the diversity of the communities the Society serves.

Directors shall be eligible for election for a maximum of three terms of three years each, or a total of nine years.

A person elected to the position of Chair shall be entitled to serve beyond the end of the term limit specified above.

### **3.3 Vacancies**

The office 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 the court or under Ontario law: or
- 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
- e. if the Director fails to attend three (3) consecutive meetings without satisfactory reason approved by the president.

### **3.4 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

- a. a quorum of Directors may fill a vacancy among the Directors;

- b. 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
- c. 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.

### **3.5 Committees**

Subject to the 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.

### **3.6 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 4 - Board Meetings**

### **4.1 Calling of Meetings**

Meetings of the Directors may be called by the Chair or any two Directors at any time and any place. The Board will meet a minimum of four (4) times per year.

### **4.2 Regular Meetings**

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

### **4.3 Notice**

Notice of the time and place for the holding of a meeting of the Board shall be given by mail, e-mail, tele-copier or otherwise electronically communicated to every Director of the Society not less than seven days before the date of the meeting is to be held if mailed, or two days if by e-mail, tele-copier or otherwise electronically communicated. 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, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Society.

#### **4.4 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.

#### **4.5 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.

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

If all the Directors participating consent, a Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting 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.

#### **4.7 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.

### **Section 5 - Financial**

#### **5.1 Banking**

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

#### **5.2 Financial Year**

The financial year of the Society ends on the date the Board from time to time by resolution determines.

### **Section 6 - Officers**

#### **6.1 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 Society. The office of Treasurer and Secretary may be held by the same person and known as the Secretary-Treasurer. 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 Chair and Vice-Chair shall be appointed for a two year term. The expectation is that the Vice Chair shall succeed the Chair.

## **6.2 Office Held at Board's Discretion**

Any Officer shall cease to hold office upon resolution of the Board.

## **6.3 Duties**

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all such duties.

## **6.4 Duties of the Chair**

The Chair shall perform the duties described in sections 3.4 and 9.5 and other such duties as may be required by law or as the Board determines from time to time. The Chair provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Chair co-ordinates Board activities in fulfilling its governance responsibilities and facilitates cooperative relationships among Directors and between the Board and senior management. The Chair ensures the Board discusses all matters relating to the Board's mandate.

# **Section 7 - Protection of Directors and Others**

## **7.1 Protection of Directors and Officers**

No Director, Officer, or committee member of the Society is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Society or for joining in any receipt or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by resolution of the Board, or for or on behalf of, the Society, or for insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Society 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 their respective office or trust provided that they have:

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

## **Section 8 - Conflict of Interest**

### **8.1 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 Society 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.

### **8.2 Charitable Corporation**

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

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

### **9.1 Annual Meeting**

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any member, upon request, shall be provided, 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 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;
- c. consideration of the 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. revisions and approval of bylaw changes;
- g. election of Directors; and
- h. 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.

## **9.2 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least ten percent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

## **9.3 Notice**

Subject to the Act, not less than 10 and not more than 50 days written notice to any annual or special Member's 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.

## **9.4 Quorum**

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy.

## **9.5 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.

## **9.6 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 of the meeting, 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 of the meeting 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 of the meeting 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 show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting 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 favor or against the motion.

### **9.7 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 any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

### **9.8 Persons Entitled to be Present**

The only people entitled to attend a Members' meeting are the Members, the auditors of the Society (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 of the meeting or with the majority consent of the Members present at the meeting.

## **Section 10-Notices**

### **10.1 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 Society 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.

### **10.2 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.

### **10.3 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

### 11.1 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 respecting the transfer of membership or to change the method of voting by Members not in attendance at a meeting of Members.

**PASSED** by the Board of Directors of the Society on the 23<sup>rd</sup> day of September 2024.



Chair



Vice Chair

**CONFIRMED** by the Members of the Society on the 23<sup>rd</sup> day of September, 2024.



Chair



Vice Chair