



# CONSTITUTION AND BY-LAWS

*Community Care of West Niagara*

Approved at AGM November 24<sup>th</sup>, 2021

# CONSTITUTION AND BY-LAWS

## COMMUNITY CARE OF WEST NIAGARA

4309 Central Avenue, Beamsville, Ontario L0R 1S0

### COMMUNITY CARE OF WEST NIAGARA: CONSTITUTION

A. The organization shall be known as "COMMUNITY CARE OF WEST NIAGARA".

Vision: "Growing our Community Beyond Hunger".

Mission: "We exist to provide essential services and support to families and individuals in Lincoln who are facing economic hardship. Our goal is to bridge the journey of our vulnerable as they strive to restore balance and self-sufficiency."

Values and Guiding Principles:

- Deliver *Impact* through *Compassionate Service*.
- Embrace and Drive Change with *Integrity*.
- Be *Relevant* and *Respectful*.
- Foster Community *Resilience* and Nurture *Hope*.

B. COMMUNITY CARE OF WEST NIAGARA:

- Exists under the Ontario Not-for-Profit Corporations Act to provide appropriate services and programs to assist identified clients.
- Serves as a liaison with Niagara's public service agencies, governments and community resources.
- Provides information to the community regarding services needed and provided.
- May purchase, lease, erect, construct, or build or otherwise acquire, own, operate or use buildings and other facilities necessary to conduct stated objectives and activities.
- May accept donations, gifts, legacies and bequests.

C. Community Care of West Niagara is a not-for-profit corporation comprised of community volunteers and staff. Business shall be carried on without gain for Members, and any profits or other accretions to the organization shall be used to promote services to clients.

D. Community Care of West Niagara's Directors shall serve without remuneration and no Director shall, directly or indirectly, receive any profit from his/her position. Directors may be reimbursed for reasonable expenses incurred in the performance of his/her duties.

E. Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.

# COMMUNITY CARE OF WEST NIAGARA: BY-LAWS

## SECTION 1: GENERAL MATTERS

### **DEFINITIONS:**

- i. **“Corporation”** means Community Care of West Niagara that is *deemed* to have passed these By-Laws under the Act.
- ii. **“Articles”** mean the primary rules governing the operations of Community Care of West Niagara, as specified in the Corporate Charter and Constitution.
- iii. **“Board”** means the Board of Directors of Community Care of West Niagara.
- iv. **“By-Law”** means this By-Law of Community Care of West Niagara, and all other By-Laws of the Corporation as amended and which are, from time to time, in force.
- v. **“President”** is the Board of Directors Chair.
- vi. **“Executive Director”** means the person hired to direct the day to day operation of Community Care of West Niagara.
- vii. **“Member”** has the specific meaning as defined in Section 8.
- viii. **“Act”** refers to the *Ontario Not-for-Profit Corporations Act 2010*.
- ix. **“Officer”** means President, Vice President, Secretary or Treasurer.
- x. **“Board Executive”** is composed of President, Vice President, Secretary and Treasurer.
- xi. **“Quorum”** is *half plus one* of Members eligible to vote at a meeting.

### **1.2 INTERPRETATION:**

In this By-Law, words importing the singular shall include the plural and vice-versa as the context requires, and words importing one gender shall include all genders.

### **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 provisions 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, as the case may be, shall prevail.

### **1.4 EXECUTION OF CONTRACTS:**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation, may be signed by any *two* of its Officers or, upon approval by the Board, one Officer and the Executive Director. 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 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.

## **SECTION 2: DIRECTORS**

### **2.1 ELECTION AND TERM:**

Directors shall be elected by Members, normally for a three-year term which is contingent on each Director's annual membership acceptance, and renewal at the Board of Director's last regular general meeting immediately prior to Community Care of West Niagara's Annual General Meeting.

The term of office for Directors shall begin from the date of Community Care of West Niagara's Annual General Meeting at which they are elected. A Director is eligible for re-election to a second three-year term. After serving two three-year terms, a former Director is eligible for re-election or appointment after a period of eleven (11) months has elapsed following retirement.

Appointment to fill a term for another Director shall not count as part of the six (6) year period. The minimum age for a Board Director is nineteen (19) years old.

Employees may not serve as a Board Director.

### **2.2 NUMBER OF DIRECTORS, QUORUM AND VOTING:**

The Board of Directors of Community Care of West Niagara shall consist of a maximum of 12, and a minimum of 6 Members.

A quorum is a majority (half plus one), of the Directors entitled to vote at the meeting. All Directors, including the President or acting Chair, have *one* vote. Tie votes are defeated.

### **2.3 VACANCIES:**

The office of a Director shall be vacated immediately if:

- i. The Director resigns office by written notice to the Board Secretary, which resignation shall be effective at the time it is received by the Secretary, or at the time specified in the notice, whichever is later.
- ii. The Director dies, or becomes bankrupt, or if the Director is found to be incapable of managing property by a court, or under Ontario law.
- iii. 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.

### **2.4 FILLING VACANCIES:**

- i. A quorum of Directors may fill an executive vacancy from among the Directors.
- ii. If there is not a quorum of Directors, or there has been a failure to elect the minimum number of six (6) Directors, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member.
- iii. If the 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 the vacancy shall hold office for the remainder of the removed Director's term; and
- iv. 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.

## **2.5 COMMITTEES:**

Community Care of West Niagara's 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.

## **2.6 REMUNERATION OF DIRECTORS:**

Directors shall serve as such without remuneration, and no Director shall directly, or indirectly, receive any profit from occupying the position of Director.

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from Community Care of West Niagara unless the provisions of the Act and the laws applicable to charitable corporations are complied with.

## **2.7 CONFIDENTIALITY:**

Directors shall sign, and abide by, the Statement of Confidentiality, as authorized from time to time by Community Care of West Niagara's Board of Directors.

## **2.8 BOARD OF DIRECTORS POWERS:**

The Board of Directors are empowered to administer and run Community Care of West Niagara's business in all respects. They may enter into contracts on behalf of the corporation, and do any other acts authorized by its Letters Patent, and not prohibited by any government legislation, or by Community Care of West Niagara's By-Laws.

## **SECTION 3: BOARD MEETINGS**

### **3.1 CALLING OF MEETINGS:**

Meetings of the Directors may be called by the President, or any two Directors at any time, and any place, on notice as required by this By-Law. *(Also see Section 9.2).*

### **3.2 REGULAR MEETINGS:**

The Board may fix the place and time 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.

### **3.3 NOTICE:**

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice, or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following Community Care of West Niagara's Annual General Meeting.

### **3.4 CHAIR:**

The President shall preside as Chair of Board meetings. In the absence of the President, normally the Vice President acts as Chair, however, the Directors present may elect to choose another Director to act as Chair.

### **3.5 VOTING:**

Each Director, (including the meeting's Chair), has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of a tie vote, the motion is defeated, (the President, or meeting Chair, shall not have a second or deciding vote). *(Also see Section 9.4).*

### **3.6 PARTICIPATION BY ELECTRONIC MEANS AT BOARD MEMBERS' MEETINGS:**

If the **President of the Corporation** chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Board members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act.

A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of Board members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

## **SECTION 4: FINANCIAL**

### **4.1 BANKING:**

The Board shall by resolution from time to time, designate the bank or credit union in which the money, bonds, or other securities of Community Care of West Niagara, shall be placed for safekeeping.

### **4.2 FINANCIAL YEAR:**

The financial year of Community Care of West Niagara ends on June 30 in each year, or on such other date as the Board may from time to time by resolution determine.

## **SECTION 5: OFFICERS**

### **5.1 OFFICERS:**

The Board shall elect Officers from among the Directors – a President, Vice President, Secretary and Treasurer, at its first meeting following Community Care of West Niagara’s Annual General Meeting. Officers are elected for a one-year term, and may be re-elected in subsequent years. The Board may appoint such other Officers and agents, as it deems necessary, and who shall have such authority, and shall perform such duties as the Board may prescribe from time to time.

### **5.2 OFFICE HELD AT BOARD’S DISCRETION:**

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

### **5.3 DUTIES:**

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

#### **5.4 DUTIES OF THE PRESIDENT:**

The President shall:

- i. Provide leadership to the Community Care of West Niagara's Board.
- ii. Ensure the integrity of the Board's process.
- iii. Represent the Board to outside parties.
- iv. Co-ordinate the Board's activities in fulfilling its fiduciary and governance responsibilities.
- v. Facilitate co-operative relationships among Directors, the Board, and the Executive Director.
- vi. Perform other duties as may be required by law, or as the Board may determine from time to time.

#### **5.5 DUTIES OF THE VICE PRESIDENT:**

The Vice President shall:

- i. Support the President to ensure the integrity of the Board's process.
- ii. Chair regularly scheduled meetings in the absence of the President.
- iii. Perform any other duties as assigned by the President.

*(Also see Section 3.4)*

#### **5.6 DUTIES OF THE TREASURER:**

The Treasurer shall oversee the custody of the funds and securities of Community Care of West Niagara.

The Treasurer shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

#### **5.7 DUTIES OF THE SECRETARY:**

The Secretary supports the President in:

- i. Maintaining a high standard for Board conduct.
- ii. Upholding Policies and By-Laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

The Secretary shall:

- i. Keep a roll of the names and addresses of the Members.
- ii. Ensure the proper recording and maintenance of Minutes of all meetings of Community Care of West Niagara's Board.
- iii. Attend to correspondence on behalf of the Board.
- iv. Give such notice as required by the By-Laws of all meetings of the Board.



## **SECTION 6: PROTECTION OF DIRECTORS AND OFFICERS**

### **6.1 PROTECTION OF DIRECTORS AND OFFICERS:**

No Director, Officer or committee Member of Community Care of West Niagara is liable for the acts, neglects or defaults of any other Director, Officer, committee Member, or employee of Community Care of West Niagara, 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 the 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 tortious 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 which may happen in the execution of the duties of his or her respective office or trust, provided that they have complied with the Act and the Community Care of West Niagara's Articles and By-Laws; and exercised their powers and discharged their duties in accordance with the Not-For-Profit Corporation Act.

## **SECTION 7: CONFLICT OF INTEREST**

### **7.1 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 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.

### **7.2 CHARITABLE CORPORATIONS:**

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

## **SECTION 8: MEMBERS**

### **8.1 MEMBERSHIP:**

Membership in Community Care of West Niagara shall consist of a limited number of persons, as determined by the Board, who are interested in furthering Community Care of West Niagara's purposes *and* who have been accepted into Membership in Community Care of West Niagara by resolution of the Board.

Membership acceptance normally occurs at the last regular meeting of the Board of Directors, preceding Community Care of West Niagara's Annual General Meeting.

Volunteers are not Members, but may apply to be accepted into Membership.

Only Members may be elected to the Board of Directors of Community Care of West Niagara.

## **8.2 MEMBERSHIP TERM:**

Membership is one (1) year (or less), which ends following the last Community Care of West Niagara's Board meeting preceding Community Care of West Niagara's Annual General Meeting, (normally in January of each year), unless renewed by a resolution of the Board, prior to Community Care of West Niagara's Annual General Meeting.

## **8.3 MEMBERSHIP TERM FOR DIRECTORS:**

Members elect Directors for a three (3) year term, which is contingent on each Director's annual membership renewal.

Members may only be re-elected to serve as Directors for a maximum of six (6) consecutive years.

Former Directors who are accepted as Members, are eligible to be re-elected as Directors for another six (6) consecutive years following their one-year absence from the Board of Directors.

A Member appointed as Director by the Board, to fill a vacancy, shall hold office for the remainder of the unexpired portion of the term of the vacating Director. These Members may only be re-elected as Directors for a maximum of five (5) *more* consecutive years.

## **8.4 MEMBERSHIP TRANSFER AND TERMINATION:**

Membership is not transferable, and automatically terminates if the Member resigns, or such Membership is otherwise terminated by Community Care of West Niagara's Board of Directors.

## **8.5 MEMBERS:**

Members are entitled to vote at the Annual General Meeting. They may receive mailings, and may serve as Directors of Community Care of West Niagara.

## **8.6 LIABILITY:**

Members are not, as such, liable or responsible for any act, or debt or obligation of the Corporation, nor for any claim, injury, loss, transaction, or other matter relating to the Corporation.

## **8.7 CONFIDENTIALITY:**

Members are required to sign and abide by the 'Statement of Confidentiality', as required by Community Care of West Niagara's Board of Directors.

## **8.8 TERMINATION OF MEMBERSHIP FOR CAUSE:**

- i. Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing:
  - Disciplinary action.
  - Termination of Membership for violating any provision of the Articles or By-Laws.
- ii. 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 five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member before making a final decision regarding the disciplinary action or termination of Membership.

## **SECTION 9: MEMBERS' MEETINGS**

### **9.1 ANNUAL GENERAL MEETING:**

Community Care of West Niagara's Annual General Meeting shall be held within 6 months of fiscal year end, on a day and at a place determined by the Board. Members, upon request, shall be provided, not less than twelve (12) days before the annual meeting, with access to 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:

- i. Receipt of the Agenda.
- ii. Receipt of the Minutes of the previous Annual General Meeting, and subsequent meetings.
- iii. Consideration of the financial statements.
- iv. Report of the financial auditor, or person who has been appointed to conduct a review engagement.
- v. Reappointment, or new appointment, of the financial auditor, or a person to conduct a review engagement for the coming year.
- vi. Election of Directors.
- vii. 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 Annual General Meetings unless a Member's proposal has been given to the Secretary prior to the giving of 'Notice' of the Annual General Meeting, in accordance with the Act, so that such item of new business can be included in the Notice of the Annual General Meeting.

### **9.2 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 Community Care of West Niagara.

### **9.3 NOTICE:**

Subject to the Act, not less than ten (10), and not more than fifty (50) days' written notice of 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 the 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 Board or Members' meeting is *half plus* one of the Members entitled to vote at the meeting, whether present in person, or by 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.

#### **9.5 CHAIR OF THE MEETING:**

The President presides as Chair of the meeting. In the absence of the President, normally the Vice President acts as Chair, however, the Directors present may elect to choose another Director to act as Chair.

#### **9.6 VOTING OF MEMBERS:**

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

- i. Each Member shall be entitled to one vote at any meeting.
- ii. Votes shall be taken by a show of hands among all Members present, and the Chair of the meeting, (if a Member), shall have a vote.
- iii. An abstention shall not be considered a vote cast.
- iv. 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.
- v. 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.
- vi. 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 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 favour of, 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 an adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (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 persons entitled to attend a Board or Members' meeting, are the Members, the auditors of the Corporation, 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.

## **9.9 PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS:**

If the **President of the Corporation** chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of Members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act.

A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of Members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

## **SECTION 10: NOTICES**

### **10.1 SERVICE:**

Any notice required to be sent to any Member or Director shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, e-mail, 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 at its business address, or if no address be given, then to the last address of such Member or Director known to the Secretary; provided always that the 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 a Membership, or to change the method of voting by Members not in attendance at a meeting of Members.

### **11.2 EFFECTIVE DATE:**

This By-Law, which repeals all previous versions of Community Care of West Niagara's "Constitution and By-Laws", shall come into force upon its enactment as a "Constitution and By-Laws" by the Directors of Community Care of West Niagara, at a meeting called, and regularly held, and at which a quorum was present on the twenty-second (22) day of September, 2021.



**Phil Rose, President**



**Elizabeth Klassen, Vice President**



**Richard Gark, Treasurer**

\*Please refer to following page. As Covid-19 continues to impact our ability to conduct customary business in person, this page was signed and scanned by the Executive Board members listed above.