

"This is a true certified copy of the amended By-law of Community Living Manitoulin, passed by the Board of Directors of CLM on September 25, 2017, and confirmed by the Members of the Corporation at the Membership Meeting on November 6, 2017.



Spencer Kenney



Sam Bondi



Seal

Passed by the Board of Directors and sealed with the corporate seal this 6 day of November, 2017.

# Community Living Manitoulin

## **Mission Statement:**

Community Living Manitoulin advocates for, promotes, and facilitates the full participation, inclusion, and citizenship of people who have an intellectual disability.

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## **Goal Statement:**

The goal of Community Living Manitoulin is, “that all persons live in a state of dignity, share in all elements of living in the community and have the opportunity to participate effectively.”

## **Vision Statement:**

Community Living Manitoulin envisions a society where everyone belongs, has equality, respect and acceptance. This gives people a sense of self-worth and opportunities for growth. The gifts, uniqueness and innate value of each individual are celebrated, supported and acknowledged as essential to the completeness of the whole community.

## **We achieve these goals by:**

- Providing a safe, respectful and nurturing environment
- Promoting community inclusion through social, recreational, work, and volunteer activities
- Developing opportunities, supports, and resources for individuals, families and caregivers.
- Developing advocacy and partnership arrangements
- Providing safe options of lifestyle and accommodations

## **People have the necessary empowerment and are free to:**

- Enjoy and exercise all the rights of citizenship;
  - Enjoy the ability to make individual choices in safe, self-defined terms;
  - Enjoy friendships and other naturally supportive relationships;
  - Enjoy a sense of security and freedom from harm;
  - Enjoy an individualized level of supports and care that meets each persons needs;
  - Enjoy the opportunity and freedom to contribute to, and participate in their community;
  - Enjoy the opportunity of doing real work for real pay; fair recognition of accomplishments and the right to eventually retire.
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**Community Living Manitoulin invites all who share our vision and goal to join us in our mission.**

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**AMENDED AND RESTATED  
BY-LAW NO. 1**  
A by-law relating generally to  
the transaction of the affairs of  
**COMMUNITY LIVING MANITOULIN**  
(The Corporation)

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**BE IT ENACTED** as a by-law of the Corporation as follows:

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1.01 **DEFINITIONS.** In this by-law and all other by-laws and special resolutions of the Corporation, unless the context otherwise requires:

**Act** means the **Corporations Act** of Ontario, and any Act that may be substituted therefore, as from time to time amended;

**Board** means the board of Directors of the Corporation;

**By-laws** means this by-law and all other by-laws of the Corporation from time to time in force and effect;

**Child** means a child born within or outside marriage and includes an adopted child or a person whom a parent has demonstrated a settled intention to treat as a child of his or her family;

**Corporation** means Community Living Manitoulin incorporated as a corporation without share capital under the Act by letters patent dated the March 06, 2003.

**Director** means a Member of the Board of Directors

**Immediate family Member** means a parent, or a child, or a sibling, if known to the person in question;

**Letters patent** means the letters patent incorporating the Corporation and any supplementary letters patent;

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**Member** means a person who must ordinarily reside in or have a bona fide connection to the district of Manitoulin.

**Spouse** means a person to whom the person is married or with whom the person is living in a conjugal relationship outside marriage.

- 1.02 **INTERPRETATION.** In these by-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and reference to persons shall include firms and corporations.
2. **HEAD OFFICE.** The head office of the Corporation shall be in the Township of Central Manitoulin, in the Province of Ontario, and at such place therein as the Directors may from time to time determine.
3. **SEAL.** The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the Corporation.
4. **MEMBERSHIP.**
- 4.01 **Classes and Members.** The Corporation shall have four classes of Membership, namely, regular, employee, honorary, and business and corporations Memberships.
- 4.02 **Regular Membership.** Regular Membership in the Corporation shall be renewable annually coinciding with the fiscal year end of the Corporation. Subject to the provisions contained in the letters patent and the by-laws of the Corporation, a regular Member in good standing shall be entitled to vote provided their Membership has been paid by the fiscal year end of March 31.
- 4.03 **Employee Membership.** Employee Membership in the Corporation shall be restricted to those Members who are employees of the Corporation or its affiliates, or spouses of employees of the Corporation or its affiliates. An employee Member is not entitled to vote. Employees of the Corporation or its affiliates, or spouses of employees of the Corporation or its affiliates, shall not be eligible for election to the Board.
- 4.04 **Honorary Membership.** Honorary Membership may be conferred by the Board upon any person who has made an outstanding contribution to the Corporation, persons with developmental disabilities and their families, or who the Board otherwise deems appropriate, and the Board may grant such honorary Membership for life, or for such period of time as the Board deems fit. An honorary Member is exempt from the payment of Membership dues. An honorary Member is not entitled to vote.
- 4.05 **Businesses and Corporations.** Any business or corporation may become a corporate Member. Such membership is non-voting, is not eligible for any office in the Corporation and is not eligible for any seat on the Board.
- 4.06 **Resignation.** Members may resign by resignation in writing which shall be effective in accordance with their terms or forthwith upon receipt by the Board, whichever is sooner. In case of resignation,

Members shall remain liable for payment of any assessment or other sum levied or which becomes payable by the Member to the Corporation prior to the date of written resignation.

4.07 **Removal.** Upon thirty days notice in writing to a Member of the Corporation, the Board, by resolution passed by at least 75 percent of the votes cast, may authorize the removal of such Member from the register of Members of the Corporation whereupon such person shall cease to be a Member of the Corporation. Any Member so removed may re-apply for Membership in the Corporation, but shall not become a Member of the Corporation until approved by resolution of the Board passed by at least 75 percent of the votes cast. No person who is not supportive of the philosophy of the Corporation shall be accepted as a Member.

4.08 **Restrictions.** A Member of the Board shall not qualify for a management position with the Corporation prior to a two year absence from serving on the Board. Likewise, a staff Member of the Corporation shall not qualify as a Member of the Board prior to a two year absence from serving as a staff Member of the Corporation providing this person has left the Corporation in good standing.

## 5. MEETINGS OF MEMBERS.

5.01 **Annual General Meeting (AGM).** The annual meeting of Members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board may determine, on such a day and at such a time as the Board shall appoint, such time not to be more than one hundred and eighty-five (185) days after the end of the fiscal year of the Corporation, and not more than fifteen (15) months after the holding of the last preceding AGM, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing Directors in accordance with Article 6 hereof, appointing an auditor and fixing or authorizing the Board to fix remuneration, and for the transaction of such other business as may properly be brought before the meeting.

5.02 **Special or General Meeting.** A special or general meeting may be called by the majority of the Board, by the President, or in his/her absence, the Vice-President, or by notice in writing from nine (9) Members in good standing. The business to be transacted at a special meeting shall be limited to that specified in the notice calling the meeting.

5.03 **Place of Meetings.** Special or general meetings of Members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situated, or if the Board shall so determine, at some other place in Ontario.

5.04 **Record Date.** The Board shall cause a record of Members to be established and maintained showing all of the Members of the Corporation in good standing from time to time. Upon becoming a Member of the Corporation, each Member shall be forthwith entered into the record. Only persons recorded as Members at least one hundred and forty (140) days in advance of any meeting of the Members shall be entitled to notice of or to vote at the meeting. Memberships shall

not be sold before the meeting but may be sold after the meeting has taken place in order to facilitate the meeting starting on time.

- 5.05 **Notice of Meetings.** Notice of the time and place of each meeting of Members and the general nature of the business to be transacted shall be given at not less than thirty (30) days before the day on which the meeting is to be held to each Member of record at the close of business on the day in which notice is given. Notice shall be forwarded by prepaid ordinary mail to the last address of the Member as shown in the record of Membership and the auditor of the Corporation shall be given notice of any annual, special or general meetings of Members.
- 5.06 **Error or Omission in Notice.** No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 5.07 **Meetings Without Notice.** A meeting of Members may be held at any time and place without notice if all Members entitled to vote thereat are present in person or if those not present waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Corporation at a meeting of Members may transact.
- 5.08 **Adjournments.** Any meeting of Members of the Corporation may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
- 5.09 **Quorum of Members.** A quorum for the transaction of business at any meeting of Members shall consist of not less than eight (8) Members eligible to vote being present. No meeting may be held unless there are at least eight (8) Members eligible to vote present.
- 5.10 **Right to Vote.** At any meeting of Members, a regular Member in good standing on the record of Membership of the Corporation at the close of business on the date one hundred and fifty-three (153) days prior to the date of such meeting shall be entitled to one vote on each question put to the Members, except that such Members who are employees of the Corporation or its affiliates, or spouses of employees of the Corporation or its affiliates shall not be entitled to vote.
- 5.11 **Proxies.** Members must be present at any meeting to vote and proxies are not allowed.

5.12 **Voting.** At all meetings of Members, every question shall be decided by a majority of the votes of the Members present in person and eligible to vote, unless otherwise required by the by-laws of the Corporation or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. Upon a show of hands, every Member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the chair that a resolution has been carried or not carried and the entry of that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the ~~Members or proportion of the votes accorded in favour of or against such resolution. In case of an~~ equality of votes at any annual or general meeting, whether upon a show of hands or at a poll, there shall be no casting vote and the question or resolution shall be considered defeated.

5.13 **Poll.** After a show of hands has been taken on any question, the chair of the meeting or any Member present and entitled to vote thereat, may demand a poll and, unless the demand for the poll is withdrawn, a poll shall be taken in such manner as the chair of the meeting shall direct. Upon a poll each Member present and entitled to vote shall have one vote in accordance with Article 5.02 herein and the result of the poll shall be the decision of the Members upon the said question.

5.14 **Chair.** The President, and in his/her absence the Vice-President, and in his/her absence any other Director chosen by the Members present, shall act as chair of the meeting.

## 6. **BOARD OF DIRECTORS**

6.01 **Composition:** The Board shall be composed as follows:

- a) The number of Directors of the Corporation shall be a minimum of seven (7) and a maximum of twelve (12) Directors. The Board, by special resolution, is empowered to determine from time to time the number of Directors to be elected at each annual meeting of the Members.
- b) In addition to Directors elected pursuant to Article 6.02 herein, the immediate Past President of the Corporation ex officio or, if the said office is vacant, a person appointed by the Board in place of the immediate Past President shall be a Director for a term that is set by the Board and that is not greater than two years,.
- c) A Director may not have a spouse, parent or child working for the Corporation.

6.02 **Elections.** At each annual meeting of the Corporation Members eligible to vote at such meeting shall elect a number of Directors equal to the number whose term in office has ended since the previous annual meeting. Each person to be so elected for a term extending until the second annual meeting after having been elected or until a successor shall have been duly elected and qualified. Save as otherwise expressly provided in Article 7.02 hereof, no Director may serve for more than five consecutive terms in office notwithstanding the length of any term. An appointment



to fill a vacancy on the Board shall be considered a term in office regardless of the duration of the appointment. A Member who is ineligible for re-election as a Director by reason of serving five consecutive terms in office shall be eligible for further election to the Board at the annual meeting next following the expiry of his/her third term in office.

- 6.03 **Ex Officio Director.** The immediate Past President of the Corporation shall serve as a Director ex officio.
- 6.04 **Vacancies.** If any Director ceases to be a Director of the Corporation during the term for which he/she is elected, the vacancy in the Board shall be filled with a Member appointed by the Directors as soon as practicable who shall serve for the remainder of the term of the vacating Director. If no quorum of Directors remains in office to fill the vacancies on the board as heretofore provided, the remaining Directors shall forthwith call a general meeting of the Members to fill the vacancies by further election. If the number of Directors is increased between terms a number of vacancies equal to the number of authorized increase shall thereby be deemed to have occurred, and such deemed vacancies may be filled in the manner herein provided.
- 6.05 **Quorum and Meetings.** A majority of the Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of Directors may hold its meetings at such place or places as it may from time to time determine provided that no more than ninety (90) days shall elapse between meetings. Meetings of the board may be called by the President or by the Secretary on direction of the President or by the Secretary on direction in writing of four (4) Directors. Board Members may participate in a Board meeting by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously.
- 6.06 **First Meeting after the AGM.** Provided that a quorum of Directors is present, each newly elected board of Directors may without notice hold its first meeting immediately following the meeting of Members at which such board is elected.
- 6.07 **Notice.** Notice of a meeting of the board of Directors shall be delivered, mailed, telephoned or transmitted electronically to each Director not less than four (4) days before the meeting is to take place provided that no formal notice of any such meeting shall be necessary if all the Directors are present or if those absent have signified their consent to the meeting being held in their absence. The declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- 6.08 **Errors in Notice.** No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of

any or all proceedings taken or had thereat.

6.09 **Chair.** The President, or in his/her absence a Vice-President who is a Director, shall be chair of any meeting of the board. If no such officer be present, the Directors present shall choose one of their numbers to be chair.

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6.10 **Voting.** Questions arising at any meeting of Directors 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 and the question or~~ resolution shall be considered defeated. All votes at such meetings shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. The declaration by the chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

6.11 **Removal of Directors.** The Regular Members may, by resolution passed by at least two-thirds (2/3) of the votes cast thereon at a general meeting of Members called for the purpose, remove any Director before the expiration of his/her term of office and may, by majority vote at that meeting, elect a Member of the Corporation to fill the vacancy of the person. All Regular Members present at the meeting are entitled to vote.

6.12 **Remuneration.** The Directors shall receive no remuneration for acting as such.

6.13 **Conflict of Interest.** Every Director, who in any way directly or indirectly, or who has a spouse or other immediate family Member (parent or child) who in any way directly or indirectly, has an interest in a proposed or existing contract or transaction of the Corporation, including the provision of a program or service, shall make a full and fair declaration of the nature and extent of the interest at a meeting of the Board. In the case of a proposed contract, transaction, program or service, the declaration of interest shall be made at the meeting of the board of Directors at which the entering into the contract, transaction, program or service is first taken into consideration, or, if the Director or the Director's spouse or other immediate family Member is not at the date of that meeting interested in the proposed contract, transaction, program or service, at the next meeting of the Board held after the Director or the Director's spouse or other immediate family Member becomes so interested. In the case of an existing contract, transaction, program or service, the declaration shall be made at the first meeting of the Board held after the Director assumes office. After making such a declaration, the Director shall absent him/herself from any part of a meeting or any subsequent meetings at which the matter is to be considered and shall not participate in or in any manner attempt to influence the decision of the Board on such matters. No Director shall vote on such a contract, transaction or decision with respect to the program or service nor shall he/she be counted in the quorum in respect of a vote on the matter. If a Director has made a declaration of an interest in compliance with this clause, the Director is not accountable to the Corporation for

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any profit realized or advantage gained from the contract, transaction, program or service. If a Director fails to make a declaration of interest in compliance with this clause, the Director shall account to and reimburse the Corporation for all profits realized or benefits obtained, directly or indirectly, from such contract, transaction, program or service.

6.14 **Attendance.** Any Director who fails to attend, without reasonable cause as determined by the Board, fifty (50) percent of the board meetings held in any one fiscal period or three (3) consecutive meetings of the Board shall, if the Board so resolves, be disqualified as a Director and such Director's term in office shall thereupon cease. The vacancy so created may be filled in the manner prescribed in the Article 6.04 of this by-law.

6.15 **Open Board Meetings.** All meetings of the Board shall be open to Members of the Corporation and to such other persons or classes of person as the board from time to time by resolution determines, unless the Board by resolution requires that any meeting or part thereof shall be held in camera. Only a Director shall have the right to participate in discussions at any Board meeting unless the chair or the Board by resolution otherwise determines. No one other than a Director shall vote on any question proposed for consideration at any Board meeting.

6.16 **Powers.** The Directors or the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do. The Directors of the Corporation shall also be charged with the general oversight and governance of the affairs and operations of the Corporation.

## 7. OFFICERS.

7.01 **General.** The officers of the Corporation shall be a President, Vice-President, and an immediate Past President, a Secretary and a Treasurer and such other officers as the board of Directors may determine from time to time. One person may hold more than one office except the offices of President, Vice-President and immediate Past President.

7.02 **Eligibility.** The President and Vice-President shall be elected by the Board from among its number each of whom shall hold office for a term of two years or until a successor shall have been duly elected and qualified, provided however that the President shall not be entitled to serve more than one consecutive term in office. In the event that the term of a President or Vice-President extends beyond the term in office as a Director, he/she shall be deemed re-elected to the Board at the end of the term as Director provided however that in no event shall a Member of the Board be eligible to stand for election as President or Vice-President of the Corporation if, upon election, the term in either such office would extend beyond the expiry of a fifth consecutive term as a Director.

The Past President shall be allowed to remain on the Board beyond his/her five consecutive two year terms, if there is no one to fill the position of Past President. For example, this can occur in the case where the President is in his/her final year of his/her five consecutive terms.

7.03 **Vacancies.** If a vacancy occurs in the office of the President or, if for any reason the President is no longer able to act in that capacity, the Vice-President is authorized to act as and assume all responsibilities of the office of President until a new President is elected or appointed. A meeting ~~of the Board shall be held within four (4) weeks of the occurrence of the vacancy for the purpose of~~ electing a new President. Vacancies in other offices shall be filled by the Directors for the balance of the unexpired terms from amongst those eligible to serve.

7.04 **Duties of President.**

- Shall preside as Chairperson at Board Meetings, Executive Committee meetings, and other general Membership meetings, when present.
- Shall oversee the affairs and operations of the Board, sign all documents requiring the Board's signature, and have the other power and duties, prescribed by the Board.
- Shall be one of the primary signing officers with respect to cheques
- Shall be an ex-officio Member of all Committees of the Corporation.

7.05 **Duties of Vice-President.**

- During the absence or inability of the President, shall assume the duties and powers of the President.
- Shall carry out such other duties as are assigned by the Board or the President.

7.06 **Duties of Secretary.**

- Shall perform or cause to be performed all secretarial functions for the Board and the Executive Committee.
- Shall keep or cause to be kept a correct record of the proceedings and transactions of all meetings of the Members, the Board and the Executive Committee.
- Shall ensure all notices, as required, are given to Members, Directors and others.
- Shall ensure that the business of the corporation is conducted in accordance with the letters patent, by-laws, policies and procedures established by the Board.
- Shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Board.
- Shall perform such other duties from time to time as prescribed by the Board as incidental to the office.

7.07 **Duties of Treasurer.**

- Shall act as the board representative in dealing with financial matters, as it pertains to the

Corporation's operations and reporting

- Shall be party to, but not necessarily responsible for the development of the Corporation's operating budget
- Shall act as the Board representative in dealing with the auditors' needs as it relates to the preparation of the annual financial statements
- Provide input on financial policies as may be required by the Corporation from time to time
- Shall be one of the primary signing officers with respect to cheques
- Shall report to the board any and all items that may impact the financial operational effectiveness of the Corporation

7.08 **Removal for Cause.** The Board may, by a vote of two thirds (2/3) of all Directors at a meeting of which notice specifying the intention to hold such a vote has been given, remove any officer for cause before the expiration of the officer's term of office.

**8. COMMITTEES**

8.01 All committees shall have Board approved Terms of Reference.

8.02 A recommendation that has been made by any committee shall be brought to the Board. The Board shall vote to ratify the recommendation and any recommendation so ratified shall be recorded in the Board minutes.

8.03 All committee meeting minutes shall be submitted to the Board for approval at the next Board meeting.

**9. EXECUTIVE COMMITTEE.**

9.01 **Composition.** There shall be an executive committee of the Corporation consisting of the President, Vice-President, the Treasurer and the Secretary.

9.02 **Vacancies.** The Board shall, within ninety (90) days after a seat on the executive committee is vacated, fill the vacancy by election from among the Members of the Board.

9.03 **Duties of the Committee.** The Executive Committee shall assume the responsibilities of the Board in the period between meetings of the Board and any additional responsibilities that the Board may determine, provided such acts do not contravene approved board policies or decision. A meeting of the Executive Committee may be convened by the President at any time.

9.04 **Quorum.** A majority of the executive committee present in person constitutes a quorum for the transaction of business at a meeting of the executive committee. In the event that a vacancy exists on the executive committee, so long as a quorum remains in office, the remaining Members

may exercise all of the powers of the committee.

9.05 **Business.** No business may be transacted by the executive committee except at a meeting of its Members at which a quorum of the committee is present.

9.06 **Notice.** Notice of executive committee meetings shall be delivered, mailed, sent electronically, or telephoned to each Member of the committee not less than three (3) days before the meeting is to take place. ~~No formal notice of the meeting is necessary if all of the Members of the executive committee are present or if those absent have signified their consent to the meeting being held without notice and in their absence.~~ The declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

9.07 **Voting.** So long as quorum is present, questions arising at any meeting of the executive committee shall be decided by a majority of the Members of the executive committee present. The chair shall not have a second or casting vote. In the case of an equality of votes at any committee meeting, whether upon a show of hands or at a poll, the question shall be considered defeated. At all meetings of the executive committee, every question shall be decided by a show of hands unless a poll in the question is required by the chair or requested by any Member of the committee. Polls may be conducted by secret ballot. A recommendation that has been made by the committee shall be brought to the Board. The Board shall vote to ratify the recommendation and any recommendation so ratified shall be recorded in the Board minutes.

## 10. **NOMINATING COMMITTEE**

10.01 There shall be a nominating committee of the Corporation consisting of not less than three (3) Directors of the Corporation one of whom shall be the immediate Past President or if the position of immediate Past President is vacant, the President of the Corporation. The immediate Past President or, in his/her absence, the President of the Corporation shall chair meetings of the committee. The committee shall solicit and recommend eligible Members for election to the Board and shall fulfil such other duties as the Board may refer to the committee. Vacancies on the committee shall be filled by the board subject to the eligibility provisions of Article.9.02. No Member of the nominating committee who is otherwise qualified shall be disqualified from nomination for a position by virtue of membership on or participation in the activities of the nominating committee.

## 11. **QUALITY ASSURANCE COMMITTEE**

11.01 There shall be a Quality Assurance Committee of the Corporation to review and make recommendations to the Board of the Corporation with regard to the effectiveness of existing services in meeting the identified needs of clients of the Corporation and their families. The committee shall also review and make recommendations to the Board with regard to the planning,

development, implementation of and advocacy for such services as may be of assistance to persons with developmental disabilities and their families within the District of Manitoulin. The committee may from time to time be delegated other duties by the Board.

- 11.02 The committee shall be chaired by a Director of the Corporation so appointed by the Board.
- 11.03 The committee shall consist of at least seven (7) Members, one of whom shall be a Director of the Corporation appointed to the committee by the Board; two of whom shall be representatives from management; two of whom shall be representatives from front line staff; and two of whom shall be representatives from the advocacy group. Quorum shall be established if at least one Member from each of the four groups herein described is present.
- 11.04 The committee shall have the power to appoint one or more subcommittees for the more efficient discharge of its purposes and duties.
- 11.05 The Committee shall meet a minimum of four (4) times per year and more frequently at the call of the chairperson.

12. **OTHER COMMITTEES**

- 12.01 The Corporation may establish and maintain such other standing and ad hoc committees as the Board may from time to time determine by by-law or resolution, having such composition, powers and duties as the Board may direct and except as otherwise provided by this by-law:
  - (a) The chair of each committee shall be a Director of the Corporation appointed by the Board;
  - (b) There shall be at least two other Members of each committee, one of whom shall be a Director of the Corporation appointed by the Board;
  - (c) All other Members of each committee shall be appointed by the chair of the committee subject to the approval of the Board; and
  - (d) Each committee shall have the power to appoint one or more subcommittees.
- 12.02 **Duties.** Duties of each committee established by the Board shall be to consider, report, and make recommendations to the Board on any matter referred to the committee by the Board.
- 12.03 **Vacancies.** Any vacancy in the position of the chair of a committee shall be filled by the Board as soon as practicable after the vacancy occurs. Any other vacancy on a committee shall be filled by the chair of the committee subject to the approval of the Board.

13. **PROTECTION OF DIRECTORS AND OFFICERS**

- 13.01 **Limitation of Liability.** No Director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation

through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgement or oversight on his/her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of the office or in relation thereto, unless the same are ~~occasioned by wilful neglect or default; provided that nothing herein shall relieve any Director or officer from the duty to comply with the provisions of the Act or from liability for any breach thereof.~~

- 13.02 **Indemnity of Directors and Officers.** Except in the case where a release of indemnity is contrary to law, every Director and officer of the Corporation, every former Director or officer of the Corporation or a person who acts or acted at the Corporation's request as a Director or officer of a body corporate of which the Corporation is or was a Member, shareholder or creditor, and heirs and legal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which the Director or officer is made a party by reason of being or having been a Director or officer of such Corporation or body corporate if,
- (a) he/she acted honestly and in good faith with a view to the best interests of the Corporation; and
  - (b) In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he/she had reasonable grounds for believing his conduct was lawful.
- 13.03 **Insurance.** Subject to any limitation contained in the Act, the Corporation shall purchase and maintain such insurance for the benefit of its Directors and officers. The Board shall review said insurance policy with the insurer on an annual basis.
14. **BOOKS AND RECORDS.**
- 14.01 Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.
15. **FINANCIAL YEAR.**
- 15.01 ~~Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.~~
16. **CHEQUES, ETC.**
- 16.01 **Cheques, Drafts, Notes, etc.** All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed in the manner and by the officer(s) or person(s) from time to time prescribed by the Board.



16.02 **Execution of Documents.** Documents, save and except for cheques and for those documents set out in Article 19.01 herein, requiring execution by the Corporation may be signed by the President or a Vice-President and the Secretary or the Treasurer or by any two (2) Directors, and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer(s) or person(s) on behalf of the Corporation, either to sign documents generally or to sign to specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

17. **DEPOSIT OF SECURITIES FOR SAFEKEEPING**

17.01 The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of securities so withdrawn for deposit or the proceeds thereof.

18. **NOTICE.**

18.01 Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a Member, Director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is given or if delivered to the last address as recorded in the books of the Corporation or mailed by prepaid ordinary mail or if sent to the recorded address by any means of prepaid transmitted or recorded communication. The Secretary may change or cause to be changed the recorded address of any Member, Director, officer or auditor in accordance with any information believed to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally to the person or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post-office or public-letter box; a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been delivered to the appropriate communication company or agency or its representative for dispatch or, if by means of facsimile transmission, shall be deemed to have been given on the day following the day it is transmitted.

18.02 **Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days as notice of any meeting or other event, the date of giving the

notice shall be excluded and the date of the meeting or other event shall be included.

- 18.03 **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, officer or auditor or the non-receipt of any notice by any Member, Director, officer, or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

- ~~18.04 **Waiver of Notice.** Any Member, Director, officer or auditor may waive the notice required to be given under any provision of the Act, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event which notice is required to be given, shall cure any default in giving such notice.~~

19. **BORROWING.**

- 19.01 **Borrowing.** Subject to any limitation in the Act, the letters patent or this by-law, the Board may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate, or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings to secure any securities any money borrowed or other debt, or any other obligation or liability of the Corporation.

- 19.02 **Authorization.** From time to time, the Board may authorize any Director, officer or employee of the Corporation or any other person to make arrangements with reference to monies borrowed or to be borrowed as aforesaid and as the terms and the conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

20. **AUDITOR.**

- 20.01 The Members shall at each AGM appoint an auditor to audit the accounts of the Corporation, to hold office until the next AGM, provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditors shall be fixed by the Board.

21. **GENERAL.**

- 21.01 **Repeal of Prior By-laws.** All prior by-laws, resolutions or other enactments of the corporation except for any provision contained in the letters patent of the Corporation, inconsistent with this by-law are hereby repealed.

- 21.02 **Amendments.** This by-law may be amended by a resolution of the Directors, confirmed by a two-

thirds (2/3) vote of the voting Members present at any meeting regularly called, or special meeting called for the purpose of considering the said by-law provided that notice of any proposed amendment or repeal of this by-law shall be given at least thirty (30) days prior to the meeting at which the proposed amendment or repeal is to be considered.

**21.03 Dissolution.** In the event of dissolution, all remaining assets shall be given to a registered Canadian Charity or another qualified donor described in Subsection 149.1 (1) of the Income Tax Act.

**In 1966 it was called Manitoulin Island Corporation for the Mentally Retarded.**

**Sept 19 1973 Name Changed to: The Manitoulin District Corporation for the Mentally Retarded.**

**April 15, 1991 Name changed to: Manitoulin District Corporation for Community Living**

**March 6, 2003 Name Changed to: Community Living Manitoulin**

**The initial incorporation date was August 21, 1973**

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