

OCAPDD

50th Annual General Meeting

Wednesday, September 20, 2006

R.A. Centre, Clark Hall
2451 Riverside Drive
Ottawa, Ontario

7:00 – 9:00 p.m.
Registration opens at 6:30 p.m.

Agenda

- | | |
|---|-----------------|
| 1. Call to order | Michael Elliott |
| 2. Approval of the Agenda | Michael Elliott |
| 3. Approval of Minutes of the 2005 Annual General Meeting | Michael Elliott |
| 4. Tabling of the Annual Report | |
| 4.1. Introduction of the Board of Directors | Michael Elliott |
| 4.2. President's Report | Michael Elliott |
| 4.3. Executive Director's Report | David Ferguson |
| 4.4. Financial Report | David Ferguson |
| 4.5. Acceptance of Audited Report 2005 -2006 | Michael Elliott |
| 4.6. Appointment of Auditors | Michael Elliott |
| 4.7. Nominations Committee | Charlotte Roy |
| 4.8. Education Committee | Eileen Cope |
| 4.9. By-Laws & Letters Patent | Rob Kirwan |
| 4.10 Motion to accept Annual Report | Michael Elliott |
| 5. Board Recognition | Michael Elliott |
| 6. Announcements | Michael Elliott |
| 7. Adjournment | |

Refreshments

OCAPDD
49th ANNUAL GENERAL MEETING
Minutes

Wednesday, September 21st, 2005
7 p.m.

R.A. Centre, 2451 Riverside Drive, Ottawa

Head Table

Board of Directors

David A. Ferguson, Executive Director

Pegi Newlands, Recording Secretary

David Pankhurst – Meeting Chair

1. Call to Order

Bill Cowie, President, called the meeting to order at 7:10, introduced himself and welcomed the audience to the 49th AGM. Bill welcomed our guests, and the scrutineers from KPMG.

Bill then introduced David Pankhurst, along with his background, and identified that David had been invited to Chair tonight's meeting. David Pankhurst then assumed the role of Chair.

The Chair outlined some basic procedural guidelines that he would adhere to for the meeting, such as asking each person identified with an agenda item or motion to make introductory comments and make motions as required.

A discussion from the floor followed with a difference of opinion concerning the appointment of David Pankhurst as Chair. It was noted by the President that the By-Laws allowed for this, and given the uniqueness of the situation as a result of events in the past year it had been determined that this was a prudent way of chairing the AGM.

David P. indicated that he would chair the meeting fairly and equitably. The members were requested to raise their hand if they felt they were not being treated reasonably. A request of 'spirit of cooperation' was asked for.

By-Law number *VI. Officers of the Association, b) Duties 1. The President shall: iv. in carrying out the President's duties, shall have the authority to delegate alternates to carry out any of those duties.*

The above was read by the chair outlining the correctness of the appointment.

2. Approval of the Agenda

David P indicated that the Special Recognition (#7) is being moved up to #3.

David P called for a motion to approve the amended agenda

Motion: To approve the agenda with adjustments of order.

Mover Rose Gagne

Seconder Jack Fraser

Calls for a vote (show of voter cards)
Carried

3. **Approval of Minutes of 2004 AGM**

David P called for a motion to accept the 2004 AGM Minutes.

Motion: To approve the 2004 AGM Minutes.

Mover Stan Conner
Secunder George Braithwaite

Discussion followed re: Board Reports
Call for a vote (show of voter cards)
Carried

4. **Tabling of Annual Report**

4.1 Introduction of the Board of Directors

The President introduced the Board of Directors and the Senior Staff, requesting that they remain standing as the names are called.

Janet Davies	Past President [absent]
Myrna Laurenceson	Education Committee
Charlotte Roy	French Language Services Committee Chair
Michael Elliott	Nominations Committee Member
Eileen Cope	Nominations Committee Chair and Education Committee Chair
Pansy Waterman	
Steve Arbuckle	
David A. Ferguson	Executive Director, Secretary to the Board

The President introduced the Senior Staff:

Bill Crawford	Director of Residential Services
Jean Martel	Director of Human Resources
Judy Bernstein	Director of Education and Training Services
Chris Allen	Director of Administration and Finance
Jocelyne Parent Lewis	Director of Community Resources
Pegi Newlands	Office Manager

4.2 **President's Report**

- The President commented on the key points of the year, including the change in format of the Report to the Membership.
- The Nomination process was reviewed and Eileen Cope was thanked for her efforts on this committee.
- Bill encouraged the Membership to search for candidates with varied skills that will meet the requirements for future Board projects.
- Bill closed with commenting on the intention to celebrate the 50th Anniversary with many others in the community.

4.3 Executive Director's Report

- The Executive Director commented on the significant events of the past year.
- Dave concluded by thanking the Board of Directors and the Management Team and reminding all those in attendance of the upcoming events.

Questions from the floor were:

Membership

How many members do we have?

Standing Membership –184 entries (previous year was 140)

The topic of Legalities and Closures was asked – A guest from the floor attempted to clarify the legalities as they relate to closures.

Proxies

Rob Kirwan asked if all legal documents need to show ink signatures.

There was a discussion discerning legal agreements and verification if it is faxed.

Is the faxed proxy a legal and binding document?

In preparing for this meeting the members were told that faxed proxies were valid.

Rideau Regional Clients

Mr. Jones asked if we are planning to accept any clients from Rideau Regional?

The ED indicated that at this time the Association is not planning for any individuals presently living at Rideau Regional.

4.4 Financial Report

The ED presented the financial position of the Association and highlighted the financial statement.

Discussion/Questions/Clarification from the floor:

How are received grants flowed from the 'funder'?

The ED explained that the grants and funding is available differently from year to year.

What is the Memorial Fund & how is the money allocated?

The money has been allocated from donations to the Association that are not targeted towards specific programs. The interest from the Fund is at the discretion of the ED to direct towards unfunded financial pressures for clients. The ED outlined how all funding requests are now brought to the entire Management team, as an Operational Procedure.

The ED concluded with reminding the members that the funds to meet the salary obligations under HLDAA, are no longer being made available.

4.5 Acceptance of Audited Financial Statements 2004-2005

Discussion/Questions/Clarification from the floor:

A request for clarification of the 4th page, revenues funding and donation numbers. The ED clarified that the year before had yielded significant donations, not that there had been a significant reduction this past year.

David P called for a motion to adopt the audited Financial Statements 2004-2005.

Motion: To accept the audited Financial Statements 2004-2005 as presented.

Mover George Braithwaite

Secunder Douglas Ward

Calls for a vote (show of voter cards).

Carried

4.6 Appointment of Auditors

David P called for a motion for the re-appointment of KPMG as auditors for 2005-2006.

Motion: To re-appoint KPMG as auditors for 2005-2006.

Mover Rob Kirwan

Secunder Judy Holmes

Calls for a vote (show of voter cards)

Carried

4.7 Nominations Committee

- Eileen Cope drew attention to the Nomination report that was included in the AGM package.
- Eileen thanked all those who had been continuously involved over the summer months.
- It was noted that Mr. Dunn had withdrawn his name from the candidates list.
- A discussion followed. Items discussed were: Bio's not being included in the report; the report content and how it related to the By-Laws.
- Eileen clarified the comments and then turned the election process back to the Chair.
- The Chair explained the slate being presented for consideration and discussion.

David P indicated that the Board is recommending that this year's election be held in two parts – one for the Standing Board members, by a show of hands and the second for the slate of nominees, by secret ballot.

David P asked if there were any objections to this process from the members.

Question

Is this a common practice (to present a slate)?

- David P stated that the rules are correct, it is a common practice.
- The positive and negative points of this proposal were explained by David P.
- By presenting the candidates in two sets it lists the existing members who are willing to continue and are known which can provide needed continuity.
- Other points made were as follows: If you have had improper governance, there is a risk of repetition if new members are not added; those appointed to the previous

Board need to be reconfirmed at the AGM; the lack of unfamiliar names on the slate made it difficult for some to make a well-grounded informed choice.

- It was determined that the ballot as presented was not valid due to the candidates not being listed in alphabetical order.
- It was suggested and accepted that all candidates would have two minutes to present an overview of their skills to the membership.
- New ballots were constructed with the entire list of candidate names in alphabetical order.
- It was determined by the chair that a full election would go forward.
- The voting procedure was outlined by the Chair for the secret ballot.
- All candidates were given 2 minutes to outline their interest in being elected to the Board, given that the Standing Board members' profiles were not included in the Nomination Committee Report.
- David P then indicated that after the presentations and voting instructions, he would call for the motion for the vote.
- David P indicated that scrutineers from KPMG would be monitoring the voting process and counting the ballots; that there were 2 polling booths (at the back of the room – one on each side); that all members are to line up at one of the polling booths; management staff will present a ballot for each voter card that the member holds; each voter card will be marked after a ballot is given to ensure that only 1 ballot is distributed for each voter card; that the election is for 10 Board positions (1 spot remaining vacant for a francophone candidate) and, that completed ballots are to be placed in the ballot box.
- The scrutineers would count the ballots in a separate area and report the results back to the President.
- David P indicated that the election results would be announced under agenda #8.
- David P then called for a motion to elect 10 Board members from the slate of 13 candidates presented. He then called for a vote, by secret ballot.

Motion: To elect 10 Board members from the slate of candidates as presented, by secret ballot.

Mover Eileen Cope
Seconder Charlotte Roy
Calls for a vote (show of voter cards)
Carried

(Voting took place from 9:10 pm – 10:10 pm)

4.8 Education Committee

Eileen reviewed the many successes and commented on the key activities and areas of focus of the Education Committee during this past year. (The full report was part of the AGM package.)

4.9 French Language Services Committee

Charlotte Roy outlined that the Association has continued to offer bilingual services.

4.10 Motion to accept Annual Report

- David P called for a motion to accept the 2004-2005 Annual Report.

Motion: To accept the 2004-2005 Annual Report as presented.

Mover Carl Bertrand
Seconded Pansy Waterman
For -51
Against - 27
Carried

Motion: To amend the 2004-2005 Annual Report.

Moved by Rob Kirwan
Seconded by Donald Holmes

Mr. Kirwan began reading a lengthy amendment to which the Chair interrupted and addressed the item as being out of order. An extensive amount of discussion took place with attempts to make the amendment. The member was ruled out of order and the discussion returned to the approved agenda.

5. By-Law Amendments

David P indicated that each of the By-Law amendments proposed would be discussed and voted on separately. Also he identified that according to OCAPDD By-Laws (Article XII) “*that a 2/3 majority of votes of eligible members present*” will be required for a By-Law amendment to be approved. He also specified that, as per the language, proxy voting will not be allowed for each of these motions, as the members are not present. He indicated that each motion would be introduced by the member making the motion, with questions and follow-up discussion being limited to the motion on the floor at that time.

Proposal One

IV. GENERAL MEETINGS OF ASSOCIATION MEMBERSHIP

d) Rules of Order

At all annual and special general meetings of the Association, Roberts’ Rules of Order shall be observed. *In the event of conflict, By-Laws take precedence over Rules of Order.*

Motion: To approve proposal one.

Mover George Braithwaite
Seconded Rose Gagne
For- 27
Against – 14
Carried

Proposal Two

V. BOARD OF DIRECTORS

e) Quorum

A majority of *sitting members* of the Board shall form a quorum for the transaction of business

Motion: To approve proposal two.

Mover Judy Holmes
Seconded Ed Haines
Unanimous
Carried

A discussion took place about understanding the impact of the change.

Proposal Three

f) Voting Procedures

3. For Board of Directors' meetings, *participation through teleconferencing is permitted*. Proxy votes will not be accepted.

Motion: To accept By-Law Proposal 3.

Mover Marlene Burton
Seconded Jeff Dunn
Unanimous
Carried

Proposal Four

VII. COMMITTEES – GENERAL

a) Composition

1. The Board shall establish such committees as the Board deems necessary and each committee shall consist of:
 - i. a chairperson who shall be a member of the Board of Directors of the Association; **and**
 - ii. additional members of the association or staff

Motion: To accept By-Law Proposal 4

Mover George Braithwaite
Seconded Bob Mitchell
Abstainer – 1
Carried.

Proposal Five

VIII. NOMINATIONS COMMITTEE

a) Composition

The Nominations Committee shall consist of a minimum of three members.

1. A chairperson who shall be a Director of the Board and who shall be nominated and elected by the Board at the first meeting following the annual general meeting; and
2. at least two other OCAPDD association members in good standing.

Motion: To accept By-Law Proposal Five

Mover Eileen Cope
Seconded Mary Frances Taylor
Carried

The following two proposals had been submitted by members (Rob Kirwan and Bob Morey) and circulated in the AGM package of material.

Members By-Law Proposal One

In accordance with the By-Laws of the Ottawa-Carleton Association for Persons with Developmental Disabilities, herein after referred to as the Association, the following motion serves to create a standing Committee of the Association hereafter referred to as the Finance Committee.

Be it resolved that the By-Laws are amended to:

- 1.** Create a Finance Committee of the Association;
- 2.** The Finance Committee shall consist of up to six (6) members, at least two (2) of which are sitting members of the Board of Directors. The balance of its members may be comprised of members of the Board and advisors appointed by the Committee to assist in delivery of its mandate. Staff appointees to the Finance Committee shall be the Association's Executive Director and the Finance Director should such position exist. The Executive Director and Finance Director shall provide such financial particulars and information pertaining to the Association, including agreements in force, in principle and by way of understandings with the Association's funders, as requested by the Committee in order for it to deliver on its mandate.
- 3.** The Finance Committee and its Chair shall be appointed / elected at the first business meeting of each new Board year. The first business meeting of the Finance Committee shall be at the call of its Chair, but in any event shall occur at the earliest possible opportunity so as to be able to provide a report and any recommendations it may deem appropriate to the Board as a whole one (1) week prior to the Board's next business meeting or as it may be called earlier by the President of the Association.
- 4.** The role of the Finance Committee will be to provide advice, guidance and counsel to the Board of Directors of the Association and the Executive Director of, and to the Director, Finance and Administration of the Association on an ongoing basis. Further the Finance Committee will act as an oversight body on broader financial matters concerning the operation of the Association. In doing so said Finance Committee would report back to the President and the Board by means of monthly reports and recommendations pertaining to the financial management of the Association. Such recommendations, advice, guidance shall be presented to the President and the Board through the Chair of the Finance Committee.
- 5.** The Finance Committee shall meeting at least once a month for the expressed purpose of appreciating the Association's present, possible, pending and or projected or projected financial state in order to assist the Board in its fiduciary mandate.

Motion: To accept the above stated motion.

Mover Rob Kirwan
Secunder Carol Morey

A lengthy discussion followed presenting the pros and cons of creating such a Committee.

The question arose of the motion being amended. The Chair explained that it must be approved first but asked first if anyone wanted to amend the motion. No requests were made.

The Chair called for the motion to be voted on.

For – 13
Against – 31
Abstain – 1
Motion defeated.

Member By-Law Proposal Two

In accordance with the By-laws of the Ottawa-Carleton Association for Persons with Developmental Disabilities, herein after referred to as the Association, a motion serving to clarify or amend an existing By-Law of the Association must be presented to the membership in advance of the annual general meeting.

Accordingly the following motion is presented to the Secretary to the Board of the Association for notification and distribution to the members in good standing in order that they may consider and vote on the motion at the September 2005 Annual General Meeting of the Association.

Therefore be it resolved that articles and clauses of the Association's By- Laws, which concern nominations for appointment and /or election to Committees of the Association / Board and the Board of Directors be amended as follows,

That:

“During the normal course of the following meetings of the Association: (i) Business; (ii) Special and or (iii) Annual General whereby nominations for placement on and or elections to Committees of the Board and or the Association and, to the Board of Directors of the Association, such nominations shall be received from the floor, and said nomination(s) shall be considered by the members in good standing during the currency of the (i) Business, (ii) Special and or (iii) Annual General Meeting of the Association.”

Motion: To accept the above motion.

Mover Rob Kirwan
Secunder Carol Morey

A lengthy discussion followed presenting the pros and cons of creating such a Committee.

The Chair called for the motion to be voted on.

For - 15
Against - 29
Abstain - 1
Motion failed

6. Board Recognition

- Bill gave an overview of the work of John Wayne Ross and Janet Davies, who were both absent. They were both given a large vote of thanks for all their efforts.
- Bill presented a gift of recognition to Myrna Laurenceson recognizing the contributions she had made over the past many years and upon her retirement from the Board.

7. Special Recognition

- David Ferguson mentioned the achievement of Raymond Rockburn, at the Winter Special Olympics in Japan, in February and presented him with a plaque. Raymond gave a brief thank you and explained his journey to winning his medal.

8. Announcements

- David P. announced the results from the election and congratulated all those elected to the Board.
- The new Board members were reminded that the first Board meeting is on October 11th at 5:30 p.m. at Head Office in the Board Room.

Board Members:

Stephen Arbuckle	Bob Morey
Frank Archecci	Bob Pelda
Eileen Cope	Charlotte Roy
Bonnie Dinning	Teresa Trevino
Michael Elliott	Pansy Waterman
Rob Kirwan	

Motion: To accept the elected candidates as announced.

Mover	Carl Bertrand
Seconder	Pansy Waterman
Carried	

Motion: To destroy the election ballots.

Mover	Charlotte Roy
Seconder	Pansy Waterman
Carried	

- Bill thanked everyone for his or her attendance and participation in the meeting and invited everyone to remain and enjoy some refreshments. There was an opportunity to speak to the Board and Staff members.
- Bill also thanked David Pankhurst for his assistance with chairing the meeting.

9. Adjournment

David P. called for a motion to adjourn.

Motion: To adjourn the 49th AGM meeting.

Mover	Doug Ward
Seconder	Bill Kern
Carried	

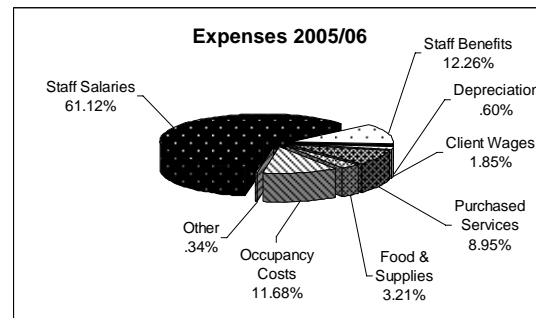
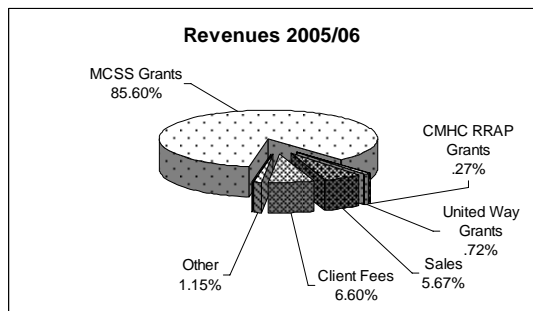
The 2005 AGM was adjourned at 12:21 a.m.

2005-2006 Annual Report

The past year has been primarily focused on the restructuring of the organization, as contained in the business plan generated to address the financial crisis as outlined in last year's Annual Report. While difficult for many, the positive results of the initiative have begun to show. Further details on the financial situation are provided below.

The Board of Directors released the Final Report from last year's Operational Review in February, and provided a status report concerning each of the Report's recommendations. The complete presentation and status report can be viewed on the OCAPDD web site. Much work has been done by the Board to update the Association's By-Laws as a result of these recommendations. A full report is included for your review and consideration, and will be an agenda item at this year's Annual General Meeting. We encourage you to attend and participate in the discussion and voting process.

The full audited Financial Statements for the year have been included in this Report for your review. The Association ended the year with an operating surplus of \$59,699 and received additional year-end funding from MCSS. Both of these amounts were directed toward debt reduction. We are pleased to report that as a result, the Association is entering the new fiscal year debt-free for the first time since 1987. A summary of the revenues and expenditures for the year is provided in the following pie charts:



After the past two years of restraint, OCAPDD has now positioned itself for future growth. Given the combined MCSS initiatives of the Facility closure and recent expansion announcements for community spaces, the Ottawa developmental services sector is facing massive growth over the next few years. Additionally the Ministry's Transformation Initiative is expected to bring about more change for the sector, although it is not completely clear as to how that may occur.

We would like to encourage you to join us in celebrating OCAPDD's 50th Anniversary. We, the families/clients, staff, management and Board, should be very proud of our accomplishments and confident that we will continue to thrive into the next 50 years, as we provide excellent levels of care and support to some of the city's most vulnerable citizens.

As in previous years, a sincere expression of gratitude must be given to all of the employees and volunteers within OCAPDD. Their professional dedication to and compassionate support of our clients has been tremendous. On behalf of the Board of Directors and Management Team, thank you.

Michael Elliott
President

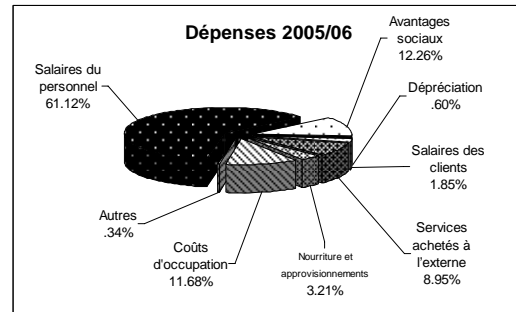
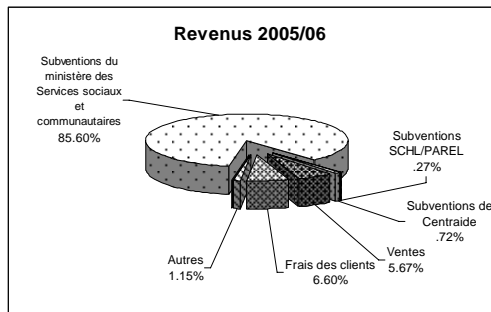
David A. Ferguson
Executive Director

Rapport annuel 2005-2006

Au cours de la dernière année, nous nous sommes concentrés sur la restructuration de l'organisme, telle que décrite dans le plan stratégique visant à régler la crise financière rapporté dans le dernier rapport annuel. Bien que cette initiative se soit avérée difficile pour de nombreuses personnes, on remarque déjà les résultats bénéfiques qui en découlent. Vous trouverez ci-dessous d'autres renseignements sur la situation financière.

En février dernier, le conseil d'administration émettait le rapport final de la revue opérationnelle ainsi qu'un compte-rendu traitant de toutes les recommandations contenues dans ce dernier. On peut accéder à la présentation complète ainsi qu'au compte-rendu dans le site Web de l'AOCPLDI. Le conseil d'administration a investi beaucoup d'énergie afin mettre à jour les statuts de l'Association à la lumière de ces recommandations. Vous trouverez ci-joint un rapport complet de cette démarche. Ce rapport sera à l'ordre du jour lors de l'Assemblée générale de cette année. Nous vous encourageons à participer au processus de discussion et de vote.

Le rapport annuel comprend également les états financiers de la dernière année. Nous vous invitons à les examiner. L'Association a terminé l'année fiscale avec un surplus opérationnel de 59 699 \$. De plus, elle a reçu un financement supplémentaire du ministère des Services sociaux et communautaires. Ces sommes ont été utilisées pour réduire la dette de l'organisme. En effet, nous sommes heureux d'annoncer que l'Association a commencé une nouvelle année fiscale sans dette pour la première fois depuis 1987. Les diagrammes suivants offrent un sommaire des revenus et des dépenses de l'année 2005/06 :



Après deux ans de contraintes, l'AOCPLDI s'est maintenant positionnée pour être en mesure de croître. Grâce à la stratégie du ministère de fermer le centre et grâce à l'agrandissement des espaces communautaires que ce dernier annonçait récemment, le secteur des services aux personnes ayant une déficience intellectuelle de la région d'Ottawa s'épanouira de façon considérable au cours des prochaines années. De plus, l'initiative ministérielle visant la transformation du secteur apportera d'autres changements, bien que nous ne sachions toujours pas la forme exacte que ces changements prendront.

Nous vous invitons à vous joindre à nous pour célébrer le 50^e anniversaire de l'AOCPLDI. Nous – les familles et les clients, ainsi que les membres du personnel, les cadres supérieurs et les membres du conseil d'administration – pouvons être fiers de nos réalisations du passé tout en demeurant confiant que nous continuerons à assurer l'épanouissement de l'organisme pendant les cinquante prochaines années. Notre organisme fournit d'excellents soins et services à des personnes qui forment l'un des groupes de citoyens les plus vulnérables de notre communauté.

Comme à toutes les années, nous tenons à remercier sincèrement tous les employés et les bénévoles de l'AOCPLDI. Leur dévouement professionnel et leur compassion envers nos clients sont inestimables. Au nom du conseil d'administration et de l'équipe de gestion, merci.

Michael Elliott
Président

David A. Ferguson
Directeur exécutif

OCAPDD BOARD OF DIRECTORS 2005-06

MEMBRES DU CONSEIL D'ADMINISTRATION 2005-06

Michael Elliott

President

Président

Stephen Arbuckle

Vice President

Vice président

William Cowie

Past President

Président sortant

50th Anniversary Committee Member

Membre du comité du cinquantième

anniversaire

Frank Arecchi

Nomination Committee member

Membre du comité des mises en

candidature

50th Anniversary Committee member

Membre du comité du cinquantième

anniversaire

Eileen Cope

Education Committee Chair

Directrice du comité de l'éducation

Bonnie Dinning

Director

Membre du conseil d'administration

David A. Ferguson

Executive Director

Secretary

Directeur exécutif

Secrétaire du conseil d'administration

Rob Kirwan

By-Laws Committee

Comité des règlements

Robert Morey

Nominations Committee

Comité des mises en candidature

Robert Pelda

Director

Membre du conseil d'administration

Teresa Trevino

Director

Membre du conseil d'administration

Charlotte Roy

French Services Chair

Directrice du comité des services de

langue française

Nomination Committee Chair

Directrice du comité des mises en

candidatures

Pansy Waterman

By-Law Committee

Comité des règlements

By-Laws Committee

Michael Elliott, Pansy Waterman, Dave Ferguson and Rob Kirwan

The By-Laws Committee met on two (2) occasions, April 5, 2006 & April 19, 2006 and exchanged voluminous amounts of e-mail communications, for the purpose of developing a complete By-Laws package for the Board's consideration and in turn the Members at the 2006 Annual General Meeting (AGM), of the Ottawa-Carleton Association for Persons with Developmental Disabilities.

The committee members agreed that, the most efficient approach to follow was a review of each Article of the By-Laws and Letters Patent, for the purpose of reaching consensus on which Articles / clauses required closer scrutiny. Each Article / clause was reviewed, in detail as necessary, and advanced to the Board for discussion on clarity, purpose and content in May.

Accompanying this report, you will find the proposed amendments to the Association's By-Laws and Letters Patent for your consideration. Some of the items are "housekeeping / administrative" in nature, others serve to address points of order / protocol and still others, serve to address AGM and / or Board structure items. These proposed changes were debated, amended and approved by the Board.

Below, is a flavour of some of the articles / clauses that have been changed, with examples, grouped into the following headings: "Housekeeping & Admin Matters"; "AGM Protocol / Order"; and "AGM / Board structure".

Housekeeping & Admin Matters

- **General membership** - Termination of membership: inclusion of "Mission and Vision";
- **Dues** – change membership year "Sept to Aug"; annual dues to "a 12 month period"; delete retroactive membership status;
- **General Meetings of Association** – capitalization, throughout, of all references to "Annual General Meetings; Special Meetings; Association; Chair or Chairperson replace by President;
- **Rules of Order** – clarity vis a vis "By-Laws & Robert's Rules
- **Voting Rights and Procedures** – replace "equality of votes" to read "tied votes" and "tie-breaking vote".

AGM Protocol / Order

- **Membership** – Delete "Family membership", grandfather current holders, no allowance for right of transfer; move "Corporate membership" to "Non-voting" status.
- **Non-voting Membership – Staff membership** includes agents and representative of Union.

- **Nominations & French Languages Services Committees** delete specific reference to Committees.
- **General Meetings of Association** – election of Board members solely from nomination list prepared & presented by the Board of Directors to the membership. Floor nominations precluded.
- **Quorum** – redefine Quorum, including teleconferencing, excludes proxy from Board of Director meetings.

AGM / Board Structure

- **Terms of Office - Board of Directors** – Increase composition to “13” from “12” members, includes Past-President;
- **Past-President** duration to 2 yrs;
- **Board membership** reduced to a consecutive maximum of 8 yrs;
- **Letters Patent** to be amended eliminating 3 & 1 year rotations; Each member serves 2 yr. terms, then must stand for re-election;
- **President** may be elected / re-elected by Board to a max of 3 consecutive 1yr. terms.

Changes have been ‘highlighted’ for easy identification. Obviously, where language has been eliminated (i.e. Letters Patent) those changes will be more difficult to discern as they cannot be ‘highlighted’. The full set of 2005 By-laws can be viewed on the OCAPDD website for comparison if desired however.

It should also be noted that the proposed amended By-Laws and Letters Patent are available only in English at this stage. Translation of the amendments will only occur after the AGM.

Education Committee Report

Eileen Cope, Chair

The Education Committee members are: Eileen Cope, Chair, Vice-Chair Ottawa-Carleton District School Board (OCDSB) Special Education Advisory Committee (SEAC); Bonnie Donovan, OCAPDD rep to the Ottawa-Carleton Catholic District School Board (OCCDSB) SEAC; Myrna Laurenceson, Co-Chair OCDSB SEAC

The Co-ordinating Committee for Pupils with Developmental Disabilities (informally known as “2 Board”) has disbanded thus Debi Kirwan is no longer a member of the OCAPDD Education Committee.

Myrna Laurenceson has given notice that she will be stepping down as rep to the OCDSB SEAC in December 2006 thus necessitating the recruitment of a new representative from OCAPDD.

Interim funding for Special Education has been in place for school boards in Ontario since the election of the new Provincial Government in 2004. The Provincial Government was expected to unveil a new funding formula in July '05 but was delayed numerous times. During this period, interim funding was LESS than that previously received by the two Ottawa boards. The Provincial Government released the new funding formula for special education in late June 2006. The new formula is based on TOTAL student enrolment in school boards and not on the number or the needs of special education students in each board. As a result, some school boards in Ontario will receive MORE funding than in previous years due to their relatively small number of students with special education needs or due to the needs of their special education students being less complex than others, and other boards will receive LESS funding for special education than in previous years due to its high proportion of students with special educational needs or due to the high complexity of needs of those students.

The Board of Trustees for the OCCDSB announced in July 2006 that they have submitted a balanced budget for the school year 2006/2007.

The OCDSB is a school board that will be receiving less funding for special education than in previous years as a result of a declining enrolment in the TOTAL number of students in the board. The OCDSB has a proportionately high number of students with special education needs due to its urban setting and proximity to CHEO. The Board of Trustees announced in July of 2006 that it will have to cut more than \$21 million from the total budget for the school year 2006/2007. Budget deliberations will continue throughout the summer.

The OCDSB has completed an independent review of Special Education this school year. The review identified some fundamental problems with the way special education is being delivered at present. You can access the review at www.ocdsb.ca
The OCAPDD Education Committee continues to lobby for support for the education of students with developmental disabilities which is especially vital given the fiscal crisis in education in Ottawa at present.

Rapport du comité d'éducation 2005-2006

Eileen Cope, Présidente

Les personnes suivantes sont membres du comité d'éducation : Eileen Cope, présidente, vice-présidente du comité consultatif sur l'éducation spéciale (SEAC) du Conseil scolaire d'Ottawa-Carleton (OCDSB); Bonnie Donovan, représentante de l'AOCPLI au comité consultatif sur l'éducation spéciale du Conseil scolaire catholique d'Ottawa-Carleton (OCCDSB); et Myrna Laurenceson, co-présidente du SEAC OCDSB.

Puisque le comité de coordination des élèves ayant une déficience intellectuelle (connu à l'amiable sous le nom de « 2 Board ») a été dissout, Debi Kirwan n'est plus membre du comité d'éducation de l'AOCPLI.

Myrna Laurenceson informe le comité qu'elle quittera son poste de représentante au SEAC OCDSB en décembre 2006, ce qui exigera le recrutement d'un nouveau représentant provenant de l'AOCPLI.

Depuis l'élection du nouveau gouvernement provincial en 2004, les conseils scolaires de l'Ontario ne reçoivent qu'un financement provisoire en matière d'éducation spéciale. Le gouvernement devait dévoiler un nouveau plan de financement en juillet 2005, mais ce plan a été remis à plusieurs reprises. Pendant cette période, le financement provisoire était MOINS ÉLEVÉ que ce que les conseils scolaires recevaient auparavant. Le gouvernement provincial annonçait enfin son nouveau plan de financement en matière d'éducation spéciale en juin 2006. Le nouveau plan est basé sur le nombre TOTAL d'élèves inscrits dans les conseils scolaires, et non sur le nombre d'élèves nécessitant une éducation spéciale inscrits dans chaque conseil et selon leurs besoins. Or, certains conseils scolaires en Ontario recevront PLUS de financement pour l'éducation spéciale qu'ils ne recevaient auparavant en raison du nombre moins élevé d'élèves ayant des besoins spéciaux qui y sont inscrits ou de la nature moins complexe des besoins de ces derniers. D'autres conseils, par contre, recevront MOINS de financement pour l'éducation spéciale qu'auparavant, et ce malgré le grand nombre d'élèves ayant des besoins spéciaux qui y sont inscrits ou des besoins particulièrement complexes de ces derniers.

Le conseil d'administration de l'OCCDSB a annoncé en juillet 2006 qu'il avait soumis un budget équilibré pour l'année scolaire 2006-2007.

L'OCDSB recevra moins de financement pour l'éducation spéciale qu'il ne recevait pendant les dernières années à cause du niveau d'inscriptions moins élevé sur l'ensemble des effectifs du conseil. Proportionnellement, l'OCDSB dispose d'un nombre élevé d'élèves ayant des besoins spéciaux en raison de sa situation en milieu urbain et à sa proximité de l'Hôpital des enfants de l'Est de l'Ontario. En juillet 2006, le Conseil annonçait des coupures au budget de l'année scolaire 2006-2007 de plus de 21 millions \$. Les délibérations budgétaires se poursuivent cet été.

L'année dernière, l'OCDSB a complété une évaluation indépendante de l'éducation spéciale. L'évaluation identifiait des problèmes fondamentaux en ce qui touche à la prestation des services d'éducation spéciale à l'heure actuelle. L'évaluation est disponible sur le site www.ocdsb.ca.

Le comité d'éducation continue d'exercer des pressions pour l'appui de l'éducation des élèves ayant une déficience intellectuelle. La crise financière que subit présentement le secteur de l'éducation à Ottawa rend cette mission d'autant plus vitale.

Province of Ontario

By the Honourable

MACKINNON PHILLIPS, M.D.C.M., LL. D.,

Provincial Secretary

To all to whom these Presents shall Come

Greeting

Whereas The Corporations Act, 1953 provides that with the exceptions therein mentioned the Lieutenant-Governor may in his discretion, by Letters Patent, issue a Charter to any number of persons, not less than three, of twenty-one or more years of age, who apply therefore, constituting them and any others who become shareholders or members of the corporation thereby created a corporation for any of the objects to which the authority of the Legislature extends; _____

And Whereas by the said Act it is further provided that the Provincial Secretary may in his discretion and under the Seal of his office have, use, exercise and enjoy any power, right or authority conferred by the said Act on the Lieutenant-Governor; _____

And Whereas by their Application in that behalf the persons herein named have applied for the issue of a Charter constituting them a corporation for the due carrying out of the undertaking hereinafter set forth; _____

And Whereas it has been made to appear that the said persons have complied with the conditions precedent to the issue of the desired Charter and that the said undertaking is within the scope of the said Act;

Now Therefore Know Ye

that under the authority of the hereinbefore in part recited Act **I do by these Letters Patent** issue a Charter to the Persons hereinafter named that is to say:

William Thomas Girvin Wiener, Gentleman; Alan Palfrey, Accountant; and Clifford Jackson Bowey, Office Manager; all of the City of Ottawa in the County of Carleton and Province of Ontario; constituting them and any others who become members of the Corporation hereby created a corporation without share capital under the name of

OTTAWA-CARLETON ASSOCIATION FOR PERSONS WITH
DEVELOPMENTAL DISABILITIES

for the following objects, that is to say:

- a) TO promote, support and protect the status and interests of persons with developmental disabilities in and about the City of Ottawa and the general well-being and welfare of such persons;
- b) TO support research & study of developmental disabilities with a view to developing best practices and methods which support the foregoing, if appropriate funding, safeguards and Board approval are in place;
- c) TO establish, operate and maintain program or programs and services in and about the City of Ottawa for the support and training of such persons with developmental disabilities.
- (d) FOR the above objects, and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the Corporation Act, or by other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law relating to charities, and in particular, without limiting the generality of the foregoing:
 1. To solicit and receive donations, bequests, legacies, gifts and grants, and to enter into agreements, contracts and undertakings incidental thereto;
 2. To acquire by purchase, contract, donations, bequest, legacy, gift, grant or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same, or any part thereof, as may be considered advisable;
 3. To acquire by purchase, lease, devise, gift or otherwise, real property, and to hold such real property or interest therein necessary for the actual use and occupation of the corporation or for carrying on its charitable undertaking, and to lease, sub-lease, sell, dispose of and convey the same or any part thereof;
 4. To accumulate from time to time part of the fund or funds of the corporation and income therefrom subject to any statutes or laws from time to time applicable;
 5. To invest and reinvest the funds of the Corporation in such manner as determined by the Directors, and in making such investments, the Directors shall not be limited to investments authorized by law for Trustees, provided such investments are reasonable, prudent and sagacious under the circumstances and do not constitute, either directly or indirectly, a conflict of interest;
 6. To take up proportions of any increased capital of a company or corporation in which the corporation may at any time hold shares or obligations; to purchase any additional shares or obligations in such company or corporation; to join in any plan for the reconstruction or reorganization or for the sale of assets of any company or corporation, or part thereof; to enter into any pooling or other agreement in connection with the shares or obligations of a company or corporation held by the corporation; and to give consent to the creation of any mortgage, lien or indebtedness of any company or corporation whose shares or obligations are held by the corporation; provided, however, that all of the foregoing is subject to the provisions of the Charitable Gifts Act;

Revised May 2006

7. To exercise all voting rights and to authorize and direct the execution and delivery of proxies in connection with any shares or obligations in any company or corporation owned by the Corporation;
8. To employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses, as may be necessary;
9. To demand and compel payment of all sums of money and claims to any real or personal property in which the Corporation may have an interest and to compromise any such claims, and generally to sue and be sued in its corporate name; and
10. To cooperate, liase and contract with other charitable organizations, institutions and agencies which carry on similar objectives to the Corporation.

PROVIDED, however, that it shall not be lawful for the Corporation directly or indirectly to transact or undertake any business within the meaning of The Loan and Trust Corporations Act;

THE HEAD OFFICE of the Corporation to be situated at the said City of Ottawa; and

THE FIRST DIRECTORS of the Corporation to be William Thomas Girvin Wiener, Alan Palfrey and Clifford Jackson Bowey, herein before mentioned;

AND IT IS HEREBY ORDAINED AND DECLARED that the Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to charitable organizations or to organizations the objects of which are beneficial to the community. _____

Given under my hand and Seal of office at the City of Toronto in the said Province of Ontario this _____ day of _____ in the year of Our Lord two thousand and _____.

(signed) M. Phillips
Provincial Secretary.

Report from Nominations Committee

The Nominations Committee was comprised at various times of Board members (Bob Morey, Frank Arcchi, Eileen Cope and Charlotte Roy) and of Judy Holmes as member at large.

For family reasons, Eileen Cope stepped down from the Committee but then agreed to continue to serve for Bob Morey who also had to cope with unexpected family obligations. The Board wants to thank these members who continue to serve in spite of serious personal challenges.

The Nominations Committee regrets to report that, in the past year, no candidates have been nominated nor have any come forward for election to the Board of Directors of the Association. Accordingly, there will not be an election at this AGM.

With the departure of Teresa Trevino, the Board will start the year with a vacancy. As well, the Board needs an additional member from the French-speaking community. It is clear that to continue to be a vibrant organization capable of serving the needs of its members and of the larger community, the Association must attract qualified candidates to its Board of Directors.

The Association advertises for qualified candidates to serve on its Board through its Website and through the Association's newsletter, 'ESPRIT'. In the past year, this form of advertising has not brought forth a single nomination or expression of interest in serving on the Board. This is a concern to the Board. This concern has prompted members of the Nominations Committee to begin contacting individuals to seek their support in finding qualified candidates. The Committee intends to continue its search for qualified persons for nomination to the Board, through the networks of its members.

The Nominations Committee takes this opportunity to invite all members of the Association to help the Board by speaking to acquaintances about the Association and identifying qualified and interested persons for membership to the Association and, eventually, to the Board of Directors. The 50th anniversary of our Association is a great opportunity to expand our reach within the Ottawa community by recruiting new members. In turn, these new members will expand the Association's capacity to recruit qualified Board members so that it may continue to build on the achievements of the past 50 years.

Rapport du comité des mises en candidature

Le comité des mises en candidature était composé, à différentes occasions, de Bob Morey, Frank Arcchi, Eileen Cope et Charlotte Roy, membres du Conseil d'administration, et de Judy Holmes, membre active.

À cause de problèmes familiaux, Eileen Cope a quitté le comité. Par la suite, elle a accepté de remplacer Bob Morey, qui lui aussi faisait face à des obligations familiales inattendues. Le Conseil d'administration tient à remercier ces membres, qui ont continué de siéger malgré des défis personnels sérieux.

Le comité des mises en candidature regrette d'annoncer qu'au cours de la dernière année, aucun candidat a été mis en candidature et personne n'a cherché à être élu au Conseil d'administration de l'Association. Il n'y aura donc pas d'élection lors de l'AGA.

En raison du départ de Teresa Trevino, le Conseil d'administration commencera l'année avec un poste vacant. De plus, le Conseil aura besoin d'un autre membre provenant de la communauté francophone. Il ne fait aucun doute que pour continuer d'être un organisme dynamique, capable de répondre aux besoins des membres de la communauté, l'Association doit attirer des candidats qualifiés au Conseil d'administration.

L'Association recherche des personnes qualifiées pour être membres du Conseil par le biais de son site Web et de son bulletin de nouvelles, ESPRIT. Au cours de la dernière année, cette forme de publicité n'a suscité aucune mise en candidature et aucune expression d'intérêt pour rejoindre le Conseil. Ce problème a mené les membres du comité des mises en candidature à communiquer avec des individus afin d'obtenir leur appui dans la recherche de candidats qualifiés. Le comité a l'intention de continuer de rechercher des personnes qualifiées qui pourraient se joindre au Conseil d'administration, par l'entremise du réseau des membres.

Le comité de mises en candidature saisit cette occasion pour inviter tous les membres à aider le Conseil en parlant de l'Association à leurs confrères et en identifiant des personnes qualifiées qui seraient intéressées à devenir membre de l'Association et, éventuellement, du Conseil d'administration. Le cinquantième anniversaire de notre Association donne une occasion parfaite d'élargir notre envergure dans la communauté d'Ottawa en recrutant de nouveaux membres. Ces nouveaux membres pourront à leur tour augmenter la capacité de recrutement de membres du Conseil, ce qui nous permettra de continuer de tirer profit des réalisations des cinquante dernières années.

OTTAWA-CARLETON ASSOCIATION FOR PERSONS WITH DEVELOPMENTAL DISABILITIES



BY-LAWS

May 2006

I. HEAD OFFICE AND SEAL

The Head Office of the Ottawa-Carleton Association for Persons with Developmental Disabilities (the “Association”) shall be in the City of Ottawa, in the Province of Ontario.

II. MEMBERSHIP

a) The Membership of the Association shall consist of two (2) categories, Voting Membership and Non-Voting Membership.

1. Voting Membership

i. General Membership

Except those persons who are described in paragraph (2), persons who are 18 years of age or over and who support the objectives of the Association shall be eligible to become voting members of the Association upon payment of the annual membership dues. Memberships shall be classified as follows and members shall be entitled to vote at meetings of the membership as indicated:

- Individual Membership – 1 vote
- Senior Membership (over 65) – 1 vote
- Client Membership – 1 vote

ii. Honourary Lifetime Membership

Honourary Lifetime Membership may be conferred upon any person who has made an outstanding contribution to the Association by the Board of Directors. Honourary Lifetime Members shall pay no annual membership dues but shall enjoy all other rights and privileges of individual membership, including the right to vote at meetings. Any person who has a Lifetime Membership shall have one vote.

2. Non-Voting Membership

i. Associate Membership

Organizations and clubs who support the objectives of the Association shall be eligible to become non-voting Associate Members upon payment of the annual membership dues. Associate Members shall not be entitled to be elected to the Board of Directors.

ii. Staff Membership

Staff of the Association, their agents and/or other duly recognized representatives who support the objectives of the Association shall be eligible to become non-voting members upon payment of the annual membership dues. Staff members shall not be entitled to be elected to the Board of Directors.

iii. Corporate Membership

Corporations that support the objectives of the Association shall be eligible to become non-voting members upon payment of the annual membership dues. A Corporation shall be limited to one Corporate membership per Corporation. Corporate members shall not be entitled to be elected to the Board of Directors.

b) Termination of Membership

Membership may be terminated by the Board of Directors if the conduct of the member is not in keeping with the **Values and Mission**, policy objectives and activities of the Association. The Board of Directors shall give notice in writing with reasons for termination. The member shall be entitled to appeal the decision before a special committee of not less than three (3) voting members of the Association, one of whom shall be selected by the member whose membership has been terminated, one of whom shall be selected by the Board of Directors, and the final one of whom shall be selected by the two aforementioned members. This committee has final authority to confirm or to override the Board's decision.

III. DUES

a) Annual membership dues shall be such as are fixed by the Board of Directors.

b) Dues shall cover a twelve month period, September 1 through August 31 (inclusive) for the year in which they are made payable and remitted to the Association.

c) Further, such dues shall be remitted to, and received by the Association within the 90 day period preceeding the September 1 period specified in III b) above, in order to retain voting privileges associated with the current Annual General Meeting.

IV. GENERAL MEETINGS OF ASSOCIATION MEMBERSHIP

a) Annual General Meetings

- 1.** The Annual General Meeting of members shall be held in the City of Ottawa at such time and place as shall be determined by the Board of Directors.
- 2.** All members shall be given at least fourteen (14) days notice before the Annual General Meeting. Failure of a member to receive notification of meeting will not invalidate any proceedings taken there.
- 3.** At each Annual General Meeting the following items of business shall be transacted:
 - i.** receiving a report of the activities of the Association during the preceding year;
 - ii.** voting on changes to the By-laws proposed by the Board of Directors since the previous Annual General Meeting;
 - iii.** receiving the annual financial statements and the report of the auditors;

- iv. election of vacant Board of Director positions solely from the nominees list prepared and submitted by the Board of Directors, to the AGM membership; and,
 - v. appointing of auditors.
4. With the exception of amendments to the Letters Patent and By-laws, the members may also consider and transact any other business, either special or general, without prior notice thereof which they consider pertinent to the welfare of the Association or the membership.

b) Special General Meetings

1. A Special General Meeting may be called by a majority of the Board of Directors, by the President, or, in the President's absence, the Vice-President, or by notice in writing from eighteen (18) voting members in good standing.
2. The business that is to be transacted at a Special General Meeting shall be as specified in the notice of the Special General Meeting.
3. All members shall be given at least fourteen (14) days notice of a Special General Meeting prior to the time fixed for the holding of such meeting.

c) Quorum

A quorum for the conduct of business at Annual or Special General Meetings shall consist of not less than eighteen (18) members in good standing present.

d) Rules of Order

At all Annual and Special General Meetings of the Association, Robert's Rules of Order shall be observed. In the event a conflict were to exist between the By-Laws and Robert's Rules, the By-Laws shall take precedence where they speak directly to and set out protocol, the By-laws shall take precedence over the specific application of Robert's Rules of Order.

e) Voting Rights and Procedures

1. Subject to Article IX, questions arising at any Annual or Special Meeting of the membership of the Association shall be decided by majority vote.
2. Subject to the provisions, if any, contained in the Letters Patent of the Association, each voting member of the Association shall at all General Meetings of members be entitled to one vote and members may vote by proxy and such proxy holder must be a voting member of the Association and before voting shall produce and deposit with the Secretary sufficient appointment in writing from the proxy's constituent or constituents and such proxy shall be deemed to automatically expire at the end of the meeting for which it was presented.

3. No member shall be entitled, either in person or by proxy, to vote at Meetings of the Association unless he or she is a member in good standing.
4. No new member shall be entitled, either in person or by proxy, to vote at Meetings of the Association unless he or she is a member in good standing for at least thirty (30) days prior to the vote.
5. Every question shall be decided in the first instance by a show of hands and, unless a poll is demanded by a member, a declaration of the Chairperson that the resolution has been carried and an entry to that effect in the minutes of the Association shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour or against such resolution.
6. In case of a tied number of votes at any Annual General or Special Meeting, whether by a show of hands or by a poll, the President shall cast the tie breaking vote.
7. A secret ballot **must** be conducted on any vote if so requested by a member in good standing.

V. BOARD OF DIRECTORS

a) Composition

1. The affairs of the Association shall be managed on behalf of the membership by a Board, and that the Board be representative of the community and clients we serve. Thus, without limiting the foregoing, that of the **thirteen (13)** members, three at a minimum represent families / parents with disabled relatives, two from the francophone community and the remainder from the public, private and non-profit sectors with every effort to ensure visible minority representation from the community, as appropriate.

In any event, the Board, including the Immediate Past President, shall not exceed thirteen (13) Directors, appointed or elected.

2. All Directors shall have been voting members of the Association in good standing for not less than thirty (30) days prior to election.
3.
 - i) Individual Directors elected or appointed, may serve on the Board of Directors for a maximum period of, up to an including eight (8) consecutive years. Upon expiry of the consecutive eighth (8th) year, said Director shall be ineligible for election to the Board of Directors for a minimum period of two (2) years.
 - ii) It is understood, that the Past President's term of office is defined by sub-clause 4 below, following which the Past President shall be ineligible for election to the Board of Directors for a minimum period of two (2) years.
4. The Immediate Past President of the Association may serve as necessary, at the request of the Board, a term of up to two (2) years, but no less than one (1) year following the completion of that person's term as President. As Past President they are an Officer, ex-officio of the Association and, as such, shall enjoy the rights and privileges of an elected Director.

b) Duties

The Board shall be responsible for:

1. the formulation of policy, and
2. the management and conduct of the affairs of the Association in accordance with its Letters Patent and By-Laws and in doing do shall:
 - i. elect or appoint the Officers of the Association, with the exception of the Secretary;
 - ii. confirm appointments of members of and advisors to committees it deems necessary to constitute and appointments of committee chairpersons;
 - iii. authorize necessary expenditures including the purchase and rental of property and the making of contracts;
 - iv. authorize the borrowing of money upon the credit of the Association on cheques, promissory notes, bills of exchange or otherwise in such amounts and subject to such terms as may be considered advisable, and may assign, transfer, convey, hypothecate, mortgage, charge or pledge to or in favour of the Bank any property of the Association, real or personal, movable or immovable, present or future, including book debts, unpaid calls, rights, powers, undertakings, franchises and the Association's own debentures, security for the fulfillment of any liabilities or obligations, present or future, of the Association to the Bank and may empower the Bank or any person or persons to sell by public or private sale, assign, transfer or convey from time to time any such property; and may sign, make, draw, accept, endorse, execute and deliver on behalf of and in the name of the Association all such cheques, promissory notes, bills of exchange, drafts, acceptances, orders for the payment of money, warehouse receipts, bills of lading, agreements to give security, assignments, transfers, conveyances, hypotheca, agreements, documents and instruments as may be necessary or useful in connection with the borrowing of money and other banking business of the Association; and
 - v. authorize any one or more Directors, Officers, employees or agents of the Association to exercise any of the rights, power and authorities conferred by Article V, section (b)(2)(iv) above.

c) Vacancies

1. Vacancies on the Board of Directors, except that position filled in an ex-officio capacity by the Immediate Past President, may be filled by appointment by the Board from members in good standing of the Association as long as a quorum of the Board remains in office. Such appointment will be effective until the next Annual General Meeting.
2. When a Director or Directors position(s) becomes vacant within sixty (60) days of the Annual General Meeting such vacancy shall be filled by election at the Annual General Meeting.

d) Meetings

1. Except as otherwise required by law, the Board of Directors may hold meetings at such place or places as it may from time to time determine.
2. The Board of Directors shall meet a minimum of six (6) times per year. Notice of Board meetings shall be provided to every Officer and Director at least five (5) days before each meeting unless all Board members agree to the calling of a meeting on shorter notice or the Board meetings are held on a regular day or date each month or immediately following a General Meeting of the Association.
3. Meetings may be called by the President or by the Vice-President in the absence of the President, or by written notice of any three (3) Board members presented to the Secretary of the Board.

e) Quorum

1. Quorum, for the purpose of transacting business within the meaning of this clause, shall exist when the majority of the elected and/or appointed members to the Board of Directors are in attendance, at a meeting whose purpose it is to transact said Association business.
2. In attendance, as referred to in sub-clause 1) above, shall include Association business meetings involving teleconferencing.
3. Proxy votes will not be allowed during Board of Director meetings.

f) Voting Procedures

1. a) Questions arising at any meeting of the Board of Directors shall be decided by a majority vote with the President abstaining, save and except as set out in sub-clause b) below.
b) In the case of a tie vote, the President shall cast the tie-breaking vote.
2. All votes at any such meeting shall be taken by ballot if so demanded by any member of the Board of Directors present but, if no demand is made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes shall be prima facie evidence of the votes recorded in favour or against such resolutions.

g) Participation

Any Board member missing three Board meetings within the Board year will automatically forfeit their remaining time on the Board. Reinstatement to the Board is possible, subject to an application by the Board member and a review by the Board of Directors.

VI. OFFICERS OF THE ASSOCIATION

a) Composition

1. The Officers of the Association shall be a President, a Vice-President, **Immediate Past President** and a Secretary. The Officers of the Association, with the exception of the Secretary, shall be members of the Board of Directors.
2. The election of Officers shall be held at the first meeting of the Board of Directors following the Annual General Meeting. Such meeting shall be held within **thirty (30) days** following the Annual General Meeting. **The President shall be elected for a one (1) year term, up to a maximum of three (3) consecutive terms; and the Vice-President shall be elected yearly and may be re-elected.**
3. The Secretary of the Association shall be the Association's Executive Director.

b) Duties

1. The President shall:
 - i. represent the Association in the community;
 - ii. preside at all General Meetings of the Association and meetings of the Board of Directors;
 - iii. be a member ex-officio of all Committees; and
 - iv. in carrying out the President's duties, shall have the authority to delegate alternates to carry out any of those duties.
2. The Vice-President shall carry out such duties as are assigned by the Board of Directors or the President, including assumption of the duties of the President in the absence of the President.
3. The Secretary shall:
 - i. act as Secretary of the Board;
 - ii. ensure that Association business is conducted in accordance with the Letters Patent and By-Laws and further policies and procedures established by the Board;
 - iii. recommend policies as required to the Board of Directors;
 - iv. be responsible for direction to staff for the continuation and development of Association programs and services and for the day-to-day management of the Association in accordance with the policies established by the Board of Directors;
 - v. be responsible for the performance and conduct of all staff and the hiring of staff in accordance with the policies of the Board of Directors and be responsible for dismissal of staff for cause;

- vi. maintain accurate records of all General, Special and Board Meetings and maintain control of all correspondence and reports of committees and present reports, statements, budgets or surveys required by Directors, committees or outside agencies and be the custodian of the Association's corporate seal and all its documents; and
- vii. be a member ex-officio of all committees of the Board with the privilege of designating a representative or substitute.

VII. COMMITTEES – GENERAL

a) Composition

1. The Board shall establish such committees as the Board deems necessary and each committee shall consist of:
 - i. a Chair who shall be a member of the Board of Directors of the Association; and
 - ii. additional members of the Association or staff.
2. Committees may include one or more members at large at the call of the Chair who need not be members of the Association.
3. All committee members, including nominees recommended by the committee Chair, must be named and approved by the Board.

b) Duties

Each committee shall undertake, in accordance with the terms of reference established by the Board, such duties as the Board may assign.

c) Terms of Office

1. All committees shall dissolve annually or at such earlier date as defined by the terms of reference established by the Board with respect to each committee.
2. Committee Chairs are appointed from the Board of Directors and serve one (1) year terms subject to re-election for additional terms.
3. Committee members, approved by the Board of Directors, shall serve one (1) year terms as defined by the terms of reference established by the Board with respect to each Committee respectively.

VIII. FISCAL YEAR

The fiscal year of the Association shall be the twelve (12) month period terminating on the 31st day of March of each year.

IX. AMENDMENTS TO THE BY-LAWS

The By-Laws of the Association may be amended, altered, changed, added to or repealed at the Annual General Meeting, or at a Special General Meeting called for that purpose, by a two-thirds (2/3) majority of the votes of eligible members present at such meetings,

provided that such members constitute a quorum. A notice of motion to amend, including details of proposed amendments, must be received by the Secretary not later than thirty (30) days prior to the Annual General Meeting or Special General Meeting. Copies of the motion shall be mailed by the Secretary to all members in good standing at least fourteen (14) days prior to the Annual General Meeting or a Special General Meeting.

X. INDEMNIFICATION OF DIRECTORS AND OFFICERS

- a)** Every Director and Officer of the Association, his or her heirs, executors and administrators, and his or her estate and effects, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against
 - 1.** all sums of money, whether by way of damages or otherwise, which he or she may be required to pay as a result of any claim, action or other proceeding of whatever nature, brought against him or her, for or in respect of any act, deed, omission or other matter or thing whatsoever, made, done, permitted by him or her to be done or concurred in by him or her, in or about the execution of the duties of his or her office, and whether or not such requirement to pay arises by judgment or order of a court of competent jurisdiction or otherwise;
 - 2.** all costs, charges and expenses reasonably incurred by him or her in defending or settling any such claim, action or other proceeding; and
 - 3.** all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Association.
- b)** Such indemnification shall not be made where any of the aforesaid sums of money, costs, charges and expenses are payable, incurred or occasioned by the Director's or Officer's own neglect or default.
- c)** Directors shall serve without remuneration, except for reasonable expenses.