



OCAPDD / AOCPTDI
Open Hands

By-Law No. 1

OTTAWA-CARLETON ASSOCIATION FOR PERSONS WITH DEVELOPMENTAL DISABILITIES

Enacted on September 13, 2023

TABLE OF CONTENTS

Article 1 General 4

 1.1 Definitions..... 4

 1.2 Interpretation 4

 1.3 Severability and Precedence 4

 1.4 Seal 4

 1.5 Execution of Documents 4

 1.6 Banking 5

 1.7 Financial Year..... 5

 1.8 Previous By-laws 5

Article 2 Directors 5

 2.1 Composition..... 5

 2.2 Qualifications 5

 2.3 Duty to Disclose..... 6

 2.4 Election and Term..... 6

 2.5 Removal 6

 2.6 Resignations..... 6

 2.7 Filling Vacancies..... 6

 2.8 Remuneration of Directors 7

Article 3 Board Meetings..... 7

 3.1 Calling of Meetings 7

 3.2 Regular Meetings..... 7

 3.3 Notice 7

 3.4 Chair..... 7

 3.5 Quorum 7

 3.6 Voting 8

 3.7 Participation by Telephonic or Electronic Means..... 8

 3.8 Participation..... 8

Article 4 Committees..... 8

 4.1 Committees - General..... 8

 4.2 Composition..... 8

 4.3 Procedure..... 8

Article 5 Officers 8

 5.1 Officers 8

 5.2 The Chair..... 9

 5.3 The Vice-Chair..... 9

 5.4 The Immediate Past-Chair 9

5.5	The Secretary	9
5.6	Office Held at Board's Discretion	9
5.7	Duties	9
Article 6	Protection of Directors and Others	9
6.1	Indemnification of Directors and Officers (Agreed but clarification question).....	9
6.2	Advance of Costs.....	10
6.3	Limitation	10
6.4	Derivative Actions	10
6.5	No Restriction	10
6.6	Insurance.....	10
6.7	Exception.....	10
Article 7	Conflict of Interest	11
7.1	Conflict of Interest.....	11
7.2	No Benefit to Directors.....	11
Article 8	Membership	11
8.1	Members	11
8.2	Membership Dues.....	11
8.3	Removal of Members.....	11
8.4	Disciplinary Act or Termination of Membership for Cause	12
Article 9	Members' Meetings.....	12
9.1	Annual Meeting.....	12
9.2	Special Meetings	12
9.3	Notice	12
9.4	Quorum	13
9.5	Chair of the Meeting	13
9.6	Voting of Members.....	13
9.7	Adjournments	13
9.8	Persons Entitled to be Present.....	14
9.9	Absentee Voting	14
9.10	Rules of Order	14
Article 10	Notices	14
10.1	Service	14
10.2	Error or Omission in Giving Notice.....	14
Article 11	Adoption and Amendment of By-laws.....	15
11.1	Amendments to By-laws	15

ARTICLE 1 GENERAL

1.1 Definitions

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

- (a) “**Act**” means the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) “**Association**” means OTTAWA-CARLETON ASSOCIATION FOR PERSONS WITH DEVELOPMENTAL DISABILITIES;
- (c) “**Board**” means the Board of Directors of the Association;
- (d) “**By-laws**” means this by-law (and schedules) and all other by-laws of the Association as amended and which are, from time to time, in force and effect;
- (e) “**Chair**” means the chair of the Board;
- (f) “**Director**” means an individual occupying the position of director of the Association by whatever name he or she is called;
- (g) “**Ineligible Individual**” has the meaning given to that term in section 149.1 of the *Income Tax Act* (Canada), as amended or re-enacted from time to time;
- (h) “**Member**” means a member of the Association;
- (i) “**Membership Year**” has the meaning given in section 8.2(a); and
- (j) “**Officer**” means an officer of the Association.

1.2 Interpretation

Other than as specified in Section 1.1, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and *vice versa*, and words importing one gender include all genders.

1.3 Severability and Precedence

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

1.4 Seal

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

1.5 Execution of Documents

Subject to any resolution or policy adopted by the Board from time to time, deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its Officers or Directors. In addition, the Board may from

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

1.6 Banking

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

1.7 Financial Year

The financial year of the Association ends on March 31 in each year or on such other date as the Board may from time to time by resolution determine.

1.8 Previous By-laws

All previous by-laws of the Association are repealed as of the coming into force of these By-laws. The repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Articles or predecessor charter documents of the Association obtained pursuant to, any such by-laws before its repeal. All Directors, Officers and persons acting under any by-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the Members or the Board or a committee of the Board with continuing effect passed under any repealed by-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.

ARTICLE 2 DIRECTORS

2.1 Composition

The Board will consist of no more than 13 Directors to be elected as described in section 2.4. More particularly, the Board will consist of:

- (a) no less than 3 individuals who are drawn from families/parents with disabled relatives;
- (b) no less than 1 individual who is drawn from the Francophone community;
- (c) the Immediate Past President; and
- (d) members of the public who have the desired qualifications and attributes of Directors, including with respect to skills, experience and diversity, as determined by the Board from time to time.

2.2 Qualifications

Without limiting section 2.1, each Director shall:

- (a) be at least 18 years old;
- (b) not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

- (c) not have been found to be incapable by any court in Canada or elsewhere;
- (d) not have the status of bankrupt;
- (e) have been a Member of the Association for at least 30 days preceding their election or appointment as a Director; and
- (f) not be an Ineligible Individual.

2.3 Duty to Disclose

Every Director who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that they have become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director. If the Director is not so approved, the Director will be deemed to be no longer qualified pursuant to section 2.2 and will immediately cease to be a Director. The resulting vacancy may be filled in the manner prescribed in section 2.7.

2.4 Election and Term

- (a) The Directors shall be elected by the Members at each annual meeting where an election is required. The Directors shall be elected solely from the nominees list prepared and submitted by the Board to the meeting of the Members and there shall be no nominations from the floor of any meeting of the Members.
- (b) The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the second annual meeting or until their successors are elected or appointed.
- (c) Directors shall be eligible for re-election, except that no Director shall serve as a Director for more than 8 years.
- (d) Notwithstanding the foregoing:
 - (i) a Director is eligible to be re-elected as a Director after a 2-year period in which they are not a Director; and
 - (ii) the Immediate Past-Chair will serve as a Director for the duration of their term as Immediate Past-Chair.

2.5 Removal

The Members may, by ordinary resolution, remove a Director before the expiration of the Director's term of office.

2.6 Resignations

The office of Director shall be vacated upon the written resignation of the Director, which resignation shall be effective at the time it is received by the Association or at the time specified in the notice, whichever is later.

2.7 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy

holds office for the remainder of the unexpired term of the Director's predecessor:

- (a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
- (b) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- (c) a quorum of Directors may fill a vacancy among the Directors.

2.8 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, except Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

ARTICLE 3 BOARD MEETINGS

3.1 Calling of Meetings

Meetings of the Directors may be called by the Chair or by the Vice-Chair in the absence of the Chair, or by any 3 Directors at any time and any place on notice as required by this By-law.

3.2 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings unless required by the Act. Without limiting the generality of the foregoing, the Board shall meet at least 6 times per year.

3.3 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Director of the Association not less than 5 days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Association.

3.4 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-Chair shall act as the Chair.

3.5 Quorum

A majority of the Directors in office at the time the meeting is held constitutes a quorum at any meeting

of the Board. No Director is permitted to attend or vote by proxy at any meeting of the Board.

3.6 Voting

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

3.7 Participation by Telephonic or Electronic Means

If all of the Directors consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

3.8 Participation

Any Director missing three (3) Board meetings within the Board year (AGM to AGM) without prior arrangement or extenuating circumstances, will automatically forfeit their remaining time on the Board. Reinstatement to the Board is possible, subject to an application by the Director and a review by the Board.

ARTICLE 4 COMMITTEES

4.1 Committees - General

The Board shall establish such committees as the Board deems necessary or advisable, whose members will hold their offices at the discretion of the Board or as otherwise determined by the Board. All committees, except the Nominations Committee, shall dissolve annually or at such earlier date as defined by the terms of reference established by the Board with respect to each committee.

4.2 Composition

Without limiting the generality of the foregoing, each committee shall consist of:

- (a) a chair who shall be a Director; and
- ~~(b)~~ additional members as determined by the Board.

4.3 Procedure

Unless otherwise determined by the Board, each committee will have the power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

ARTICLE 5 OFFICERS

5.1 Officers

Subject to these By-laws, the Board may, in its discretion, appoint any of the Officers named in this Article 5 as well as any other Officers as the Board may determine. The power of the Board to determine the powers and duties of the Officers is subject to the Act, the articles, the By-laws and any applicable employment agreement.

5.2 The Chair

The Chair shall be appointed by the Board from among the Directors. The Chair shall be appointed for a term of 1-year or until their successor is appointed. The Chair is eligible to be re-appointed, except that they may serve no more than 3 consecutive terms. The Chair shall: represent the Association in the community; preside at all meetings of the Members of the Association and of the Board; be an ex-officio member of all committees of the Association; and shall have such other duties as may be required by law or as the Board may determine from time to time.

5.3 The Vice-Chair

The Vice-Chair shall be appointed by the Board from among the Directors. The Vice-Chair shall be appointed for a term of 1-year or until their successor is appointed. The Vice-Chair is eligible to be re-appointed. The Vice-Chair shall have such duties as may be required by law or as the Board may determine from time to time, including the assumption of the duties of the Chair in the absence of the Chair.

5.4 The Immediate Past-Chair

The Immediate Past-Chair may serve, at the request of the Board, for a term of up to two (2) years, but no less than one (1) year following the completion of that person's term as Chair. As Immediate Past-Chair they are an Officer and an *ex-officio* Director of the Association, and as such, shall enjoy the rights and privileges of an elected Director. The Immediate Past-Chair shall have such duties as may be required by law or as the Board may determine from time to time.

5.5 The Secretary

The Chief Executive Officer shall be the Secretary of the Association. The Secretary shall: act as the Secretary of the Board; ensure that Association business is conducted in accordance with the articles and By-laws and further policies and procedures established by the Board; maintain accurate records of all meetings of the Members and the Board and reports of committees; present reports, statements, budgets or surveys required by the Board; and be the custodian of the Association's corporate seal and all its documents; and, be an ex-officio member of all committees of the Board.

5.6 Office Held at Board's Discretion

Subject to the terms of any applicable employment agreement, any Officer shall cease to hold office upon resolution of the Board and unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed,
- (b) the Officer's resignation, or
- (c) such Officer's death.

5.7 Duties

Officers shall be responsible for the duties assigned to them and, with the exception of the Immediate Past-Chair, they may delegate to others the performance of any or all of such duties.

ARTICLE 6 PROTECTION OF DIRECTORS AND OTHERS

6.1 Indemnification of Directors and Officers (Agreed but clarification question)

The Association shall indemnify a Director or Officer of the Association, a former Director or Officer of the Association or an individual who acts or acted at the Association's request as a Director or Officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Association or other entity.

6.2 Advance of Costs

The Association shall advance money to a Director, Officer or other individual referred to in section 6.1 for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 6.3.

6.3 Limitation

The Association shall not indemnify an individual under section 6.1 unless,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Association or other entity, as the case may be; and
- (b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

6.4 Derivative Actions

The Association shall, with the approval of the court, indemnify an individual referred to in section 6.1, or advance money under 6.2, in respect of an action by or on behalf of the corporation or other entity to obtain a judgment in its favour to which the individual is made a party because of the individual's association with the corporation or other entity as described in section 6.1, against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in section 6.3.

6.5 No Restriction

The Association will also indemnify the individuals referred to in section 6.1 in any other circumstances that the Act permits or requires. Nothing in these By-laws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

6.6 Insurance

The Association shall purchase and maintain insurance for the benefit of an individual referred to in section 6.1 against any liability incurred by the individual,

- (a) in the individual's capacity as a Director or Officer of the Association; or
- (b) in the individual's capacity as a Director or Officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Association's request.

6.7 Exception

Notwithstanding the foregoing, the Association may not indemnify an individual referred to in section 6.1 or purchase insurance as described in section 6.6 unless, the Association complies with the *Charities Accounting Act* or a regulation made under that Act that permits such indemnification or the purchase,

as applicable.

ARTICLE 7 CONFLICT OF INTEREST

7.1 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Association or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Association shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

7.2 No Benefit to Directors

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

ARTICLE 8 MEMBERSHIP

8.1 Members

Membership in the Association shall consist of the individuals who are 18 years of age or over and who are interested in furthering the Association's purposes, who have paid the applicable membership dues, and whose application for membership has been approved by the Association. Membership shall also include those individuals who have made an outstanding contribution to the Association, as determined by the Board.

8.2 Membership Dues

- (a) Annual membership dues, covering the 12-month period from September 1 through August 31 inclusive (the "**Membership Year**"), shall be such as are fixed by the Board from time to time.
- (b) Membership dues for the ensuing Membership Year shall be remitted to, and received by, the Association within the 90 day period preceding September 1st. A Member who fails to remit their membership dues within that time period shall automatically cease to be a Member as of September 1st.

8.3 Removal of Members

A membership in the Association is terminated when:

- (a) the Member dies;
- (b) the Member is expelled or their membership is otherwise terminated in accordance with these By-laws;
- (c) the Member resigns by delivering a written resignation to the Association; or
- (d) the Association is liquidated or dissolved under the Act.

8.4 Disciplinary Act or Termination of Membership for Cause

- (a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for:
 - (i) violating any provision of the articles or By-laws; or
 - (ii) any conduct that is not in keeping with the values and mission, policy objectives and activities of the Association.
- (b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

ARTICLE 9 MEMBERS' MEETINGS

9.1 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- (a) receiving a report on the activities of the Association during the preceding year;
- (b) consideration of the financial statements and report of the auditor or person who has been appointed to conduct a review engagement;
- (c) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- (d) election of Directors in accordance with section 2.4; and
- (e) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Association of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.2 Special Meetings

The Board may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10% of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

9.3 Notice

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

9.4 Quorum

A quorum for the transaction of business at a Members' meeting is not less than 12 Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.5 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Vice-Chair shall chair, and if no Vice-Chair is present the Directors present shall choose one of their number to chair the meeting.

9.6 Voting of Members

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

- (a) each Member shall be entitled to one (1) vote at any meeting;
- (b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.7 Adjournments

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

9.8 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Association, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Association to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

9.9 Absentee Voting

- (a) Every Member entitled to vote at a meeting of the Members may by means of a proxy appoint a proxyholder or one or more alternate proxyholders as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. Every proxy must be in a form that complies with the Act.
- (b) The Association may permit Members who are entitled to vote at meetings of the Members to vote by telephonic or electronic means, if the Association makes such means available. Voting by telephonic or electronic means may be used only if,
 - (i) the votes may be verified as having been made by Members entitled to vote; and
 - (ii) the Association is not able to identify how each Member voted.

9.10 Rules of Order

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern meetings of the Members of the Association in all cases to which they are applicable and in which they are not inconsistent with this By-Law and special rules of order the Association may adopt.

ARTICLE 10 NOTICES

10.1 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Association shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Association; and to such Director at his or her latest address as shown in the records of the Association or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.2 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**ARTICLE 11
ADOPTION AND AMENDMENT OF BY-LAWS**

11.1 Amendments to By-laws

The Board may from time to time in accordance with the Act amend or repeal and replace this By-law.

Enacted September 13, 2023.

Chair: Peter Homulos

Secretary: David Ferguson