COMMUNITY LIVING
Oshawa / Clarington

Inspiring Possibilities

BY-LAWS

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Oshawa/Clarington
Inspiring Possibilities

BY-LAW EFFECTIVE 24 SEPTEMBER 2024

A by-law relating generally to the transaction of the business and affairs of

COMMUNITY LIVING OSHAWA/CLARINGTON
(the "Corporation")

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BE IT ENACTED by the members of Community Living Oshawa Clarington as a by-law of the Corporation as follows:

SECTION 1 – GENERAL

1.01 Definitions

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

a) **"Act"** means the Ontario Not-for-Profit Corporations Act, 2010, S.O. 2010, c.15 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

b) **"articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, or revival of the Corporation;

c) **"Board"** means the Board of directors of the Corporation;

d) **"by-law"** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

e) **"chair"** means the chair of the Board;

f) **"Corporation"** means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;

g) **"director"** means an individual occupying the position of the director of the Corporation by whatever name they are called;

h) "member" means a member of the Corporation;

i) **"members"** means the collective membership of the Corporation;

j) **"meeting of members"** includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a special meeting of all members entitled to vote at a meeting of members;

k) **"officer"** means an officer of the Corporation; and

l) **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time.

1.02 Interpretation

In the interpretation of the by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in the by-laws.

1.03 Severability

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws. 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.

1.04 Corporate Seal

The Corporation has an approved CORPORATE SEAL that from time to time is reviewed by the Board. The corporate seal is approved by the Board and kept at the head office.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation 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 or persons by whom a particular document or type of document shall be executed. Any person authorised to sign any document may affix the corporate seal to the document. Any director or officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

1.06 Financial Year End

Unless otherwise ordered by the Board of directors, the financial year end of the Corporation shall be March 31st in each year.

1.07 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorise from time to time by resolution. The banking business or any part of it shall be transacted by those officers or other persons as the Board may designate, appoint, or authorise from time to time by resolution.

1.08 Appointment of Auditors

The members shall at each annual meeting of members appoint an auditor or auditors to hold office until the next annual meeting of members, provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of directors.

1.09 Head Office

The head office of the Corporation shall be in the City of Oshawa, in the Province of Ontario, or, at such other location as the Board may determine from time to time.

SECTION 2 – MEMBERS

2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by enforcing the parameters

set by the Board or in such other manner as may be determined by the Board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

2.02 Termination of Membership

A membership in the Corporation is terminated when:

a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
b. a member fails to maintain any qualifications for membership described in the articles or by-laws;
c. the member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
d. the member is expelled in accordance with Section 2.03 or is otherwise terminated in accordance with the articles or by-laws;
e. the member's term of membership expires;
f. at any time, the membership passes on a two-thirds (2/3) vote to terminate the member's membership; or
g. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

2.03 Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

a. violating any provision of the articles, by-laws, or written policies of the Corporation;
b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the chair of the Board or such other officer as may be designated by the Board, shall provide fifteen (15) days' notice of suspension or expulsion to the member, and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the chair of the Board, or such other officer as may be designated by the Board, in response to the notice received not less than five (5) days before the end of the fifteen (15) day-period. In the event that no written submissions are received by the chair of the Board then, the chair of the Board, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board may allow the member to make oral submissions to the Board. The Board will consider the written and oral submissions (if any) in arriving at a final decision and shall notify the member concerning such final decision. The Board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 3 - MEETINGS OF MEMBERS

3.01 Notice of Meeting of Members

Subject to the Act, not less than ten (10) days written notice of any annual or special members' meeting shall be given in the manner specified in the Act to each member and to the auditor or person appointed to conduct a review engagement**.** Notice of any meeting where special business (excluding in camera, confidential, or sensitive matters as assessed by Executive Director, Chair and/or designate(s) will be transacted must contain sufficient information to permit the members to form a reasoned judgement on the decision to be taken. Notice of each meeting must remind the member of the right to vote by proxy.

3.02 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the majority consent of the members present at the meeting.

3.03 Chair of the Meeting

Meetings shall be chaired by the Chair of the Board; and in their absence, the Vice-Chair. In the event that the Chair and the Vice-Chair of the Board have given their regrets, the Board shall appoint another person to chair the meeting. In the event that a director cannot chair the meeting, the members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

3.04 Quorum

A quorum for the transaction of business at a meeting of members is ten (10) of the members entitled to vote at the meeting, whether present in person or by proxy. A quorum must be present throughout the meeting in order for the members to proceed with the business of the meeting.

3.05 Voting of Members

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

a. Each member shall be entitled to one vote at any meeting;
b. Votes shall be taken by a show of hands among all members present and the chair of the meeting, 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 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.

3.06 Participation by Electronic Means

Participation at any meeting of members may be by telephonic, electronic, or other communication facility.

3.07 Virtual Meetings

Any meeting of members may be held entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting.

3.08 Annual Meeting of Members

The annual meeting of members shall be held on a day and at a place within Ontario fixed by the Board. An annual meeting of members must be called no later than fifteen (15) months after the preceding annual meeting of members.

An annual meeting of members shall be held for the transaction of the following business:

a. Approval of the Minutes of the previous annual meeting of members and any other special meetings of the members conducted since the last annual meeting;
b. Receiving reports of the activities of the Corporation during the previous fiscal year, the Annual Financial Statement, and the Auditor's Report or review engagement;
c. The appointment of auditor;
d. The election of directors;
e. Transaction of any other business, either special or general which is pertinent to the interests of the membership, and which may properly come before the annual meeting of members with at least ten (10) days notice before the meeting.

Any member, upon request, shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report, and other financial information as required. This information is posted on CLOC's website and sent to members by email.

3.09 Special Meetings

The chair; the vice-chair, in absence of the chair; or a majority of the Board may call a special meeting of the members. The Board shall call a special meeting on written requisition of members who hold at least ten percent (10%) of votes that may be cast at a meeting of members, for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.10 Proxies

A member entitled to vote at a meeting of members may by means of a proxy authorize another individual, or one or more alternate individuals who must be members of the Corporation, to attend and act on the member's behalf to the extent and with the authority conferred by the proxy. A proxy holder has the same rights as the member to speak and to vote.

A proxy must be signed by the member and the delegate and witnessed if the member is unable to sign.

The proxy form is valid only for the meeting for which it is given. (A Proxy Form is available within the Governance Policy.)

The Board may fix a time not exceeding forty eight (48) hours, excluding Saturdays, Sundays and holidays, by which time the proxy must be filed with the office of the Corporation and any period of time so fixed must be specified in the notice of meeting.
A member may revoke a proxy by filing at the office of the Corporation a revocation signed by the member or the member's attorney at any time prior to the day of the meeting; or by presenting the revocation to the chair on the day of the meeting.

3.11 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 of 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.

SECTION 4 – DIRECTORS

4.01 Board of Directors

The Board shall consist of the number of directors as specified in the articles. A director must be a member of the Corporation.

At least one (1) director shall be a person receiving services by the Agency. The director(s) will be known as a "Self-Advocate Director".

Spouse/partners or immediate family members of directors, defined as children or siblings may not be elected or appointed to the Board of Directors at the same time.

Employees of the Corporation, their spouses/partners or immediate family members, as defined above, may not be elected to the Board of Directors at any time.

4.02 Nomination to the Board

All nominations made for the election of directors must be made in accordance with the nominating procedure prescribed by the Board from time to time and must be received at the head office of the Corporation.

4.03 Election and Term

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding meeting at which an election of directors is required. The term of office of each director commences at the adjournment of the annual meeting at which they were elected and concludes at the adjournment of the next annual meeting. is one (1) year. Each director shall be eligible to serve for six (6) consecutive one (1) year terms. Under special circumstances recommended by the Governance Committee and ratified by the Board of Directors, Directors may serve up to three (3) additional one (1) year terms, to a maximum of nine (9) years, with the exemption of the Past President, who may serve one

(1) additional year.

4.04 Vacancies

The office of a director shall be vacated immediately:

a. if the director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
b. if the director dies;
c. if the director becomes bankrupt;
d. if the director is found to be incapable of managing property by a court or under Ontario law; or
e. if, at a meeting of the members, a resolution is passed by at least a majority of the votes cast by the members removing the director before the expiration of the director's term of office.

4.05 Filling Vacancies

A vacancy on the Board shall be filled as follows:

a. a quorum of directors may fill a vacancy among the directors, and the appointee shall hold office until the next annual meeting of members. After that, the appointee shall be eligible to be elected as a director. The total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous annual meeting of members;

b. if there is not a quorum of directors or there has been a failure to elect the minimum number of directors set out in the articles, the directors in office shall-call a special meeting without delay , and have the meeting of members take place **WITHIN THIRTY (30) DAYS** to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any member;

c. if the vacancy occurs as a result of the members removing a director, the members may fill the vacancy by a majority vote of the members and any director elected to fill the vacancy shall hold office for the remainder of the removed director's term.

4.06 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; provided that:

a. Directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties; and

b. Notwithstanding the foregoing, no director shall be entitled to any remuneration for services as a director or in another capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the Charities Accounting Act.

SECTION 5 – MEETING OF DIRECTORS

5.01 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at any time and any place on notice as required by this by-law. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed.

The Board shall meet monthly, no less than eight (8) times per ~~a~~ calendar year.

5.02 Special Meetings

The chair; or in the absence of the chair, the vice-chair; or the secretary-treasurer, if three (3) directors so request in writing, may call a special meeting of the Board, at any time and any place on notice as required by this by-law.

5.03 Notice of Meeting

Notice of the time and place for the holding of a regular meeting of the Board shall be given to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held.

Notice of the time and place for the holding of a special meeting of the Board shall be given to every director of the Corporation not less than five (5) days before the time when the meeting is to be held.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of 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 members of the Corporation.

5.04 Waiver of Notice

No error or omission in giving notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings of the meeting and any director may at any time waive notice of a meeting of the Board and may ratify and approve of any or all proceedings of the meeting. Attendance of a director at a Board meeting is a waiver of notice of the meeting, except if the director attends for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called.

5.05 Quorum

A quorum for transaction of business at any meeting of directors shall be fifty percent (50%) plus one (1) of the directors.

If no quorum exists for the purpose of voting on a resolution only because a director is not permitted to be present at the meeting due to a conflict of interest, the remaining directors are deemed to constitute a quorum for the purposes of voting on the resolution.

5.06 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-Chair shall preside at Board meetings. In the absence of the Chair and Vice-Chair, the directors present shall choose one Director, through majority vote, to act as the chair.

5.07 Voting

At all meetings of the Board, every question or motion shall be decided by a majority of the votes cast on the question. Each director shall be entitled to one vote. In the event of an equality of votes, the chair shall have a second or casting vote.

5.08 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

5.09 Participation by Electronic Means

A director may participate in a meeting of the Board by telephonic, electronic, or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

SECTION 6– OFFICERS

6.01 Officers

The Board shall appoint from amongst the directors a chair and a vice-chair, and secretary-treasurer at its first meeting following the annual meeting of members of the Corporation. Two or more offices may be held by the same person. The Board may appoint such other officers and agents as it deems necessary. Any officers or agents appointed by the Board shall have the authority and shall perform or delegate the performance of any or all such duties as the Board may prescribe from time to time.

6.02 Duties of the Executive Director

The Executive Director of the Corporation shall be appointed by the Board. The Executive Director shall be responsible to the Board for the direction and management of the affairs and undertakings of the Corporation within the limitations of the vision statement and policies of the Corporation. All staff members shall be under the direction of and be responsible to the Executive Director.

6.03 Vacancy in Office

In the absence of a written agreement to the contrary, the Board of directors may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

a. the officer’s successor being appointed,
b. the officer’s resignation,

c. such officer ceasing to be a director (if a necessary qualification of appointment) or
d. such officer's death.

If the office of the Chair shall be or become vacant, the Vice-Chair is authorized to act and to assume all responsibilities of the office of the Chair until the next Board Meeting. A meeting of the Board shall be held within four (4) weeks of the vacancy occurring for the purpose of electing a Chair.

If the office of any other officer of the Corporation shall be or become vacant, the directors may, by a majority vote, appoint a person to fill such vacancy.

SECTION 7 – INDEMNITIES TO DIRECTORS AND OTHERS

7.01 Indemnification of Directors and Officers

Every director or officer of the Corporation, former director, or officer of the Corporation, and an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, shall be indemnified 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 the association with the Corporation. A Corporation shall not indemnify an individual unless:

a. the individual acted honestly and in good faith with a view to the best interest of the Corporation; and
b. if the matter is a criminal or administrative proceeding that is enforced by monetary penalty, the individual had reasonable grounds for believing their conduct was lawful.

7.02 Insurance

The Board shall cause to be purchased and maintained as it considers advisable and necessary insurance coverage to ensure that directors and officers will be indemnified and saved harmless in accordance with this by-law. The premiums for such insurance coverage shall be paid from the funds of the Corporation.

SECTION 8 - NOTICES

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered, or served) to a member, director, officer or to the auditor or person who has been appointed to conduct a review engagement shall be sufficiently given:

a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation;
b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
c. if sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the

recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The secretary-treasurer may change or cause to be changed the recorded address of any member, director, officer, or auditor or person who has been appointed to conduct a review engagement in accordance with any information believed by the secretary-treasurer to be reliable. The declaration by the secretary-treasurer that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written, or printed or partly written, stamped, type-written or printed.

8.02 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, auditor or person who has been appointed to conduct a review engagement, or the non-receipt of any notice by any such person where the Corporation 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.

SECTION 9 – CONFLICT OF INTEREST

9.01 Conflict of Interest

A director or officer who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such director shall attend any part of a meeting of directors or vote on any resolution to approve any such contract or transaction.

SECTION 10 - DISPUTE RESOLUTION

10.01 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by- laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a lawsuit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

a. the dispute or controversy shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. Subject to the terms of an arbitration agreement, the decision of the arbitrator may be final and binding and may not be subject to appeal on a question of fact, law or mixed fact and law; and
b. all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

SECTION 11 - EFFECTIVE DATE

11.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board. All previous by-laws of the Corporation are repealed as of the coming into force of this by-law.

CERTIFIED to be By-Law of the Corporation, as enacted by the directors of the Corporation by resolution on the 24th day of June, 2025 and confirmed by the members of the Corporation on the 23rd day of September, 2025.

NAME Board Chair
Community Living Oshawa/Clarington

NAME Director/Officer
Community Living Oshawa/Clarington