

COMMUNITY LIVING

Oshawa / Clarington



*Inspiring Possibilities*

# ***GOVERNANCE POLICY***

*Aligned with CLOC's By-Laws and*

*Ontario Not-for-Profit Corporations Act (ONCA)*

## 1. NAME

This Association shall be called Community Living Oshawa/Clarington (CLOC). The Head Office of CLOC shall be in the City of Oshawa in the Region of Durham, in the Province of Ontario and in such place therein as the Board of Directors from time to time determine.

## 2. MEMBERSHIP

### 2.1 Responsibilities of the Membership

It is the responsibility of the membership;

- to be informed;
- to attend meetings;
- to propose motions and resolutions;
- to vote;
- to hold accountable those to whom authority is delegated and;
- to exercise all rights and privileges vested in the membership by the law, consistent with the Letters Patent, the By-Laws, the adopted rules of CLOC and the requirements of the relevant legislation in the province of Ontario.

### 2.2 Membership Requirements

Membership shall be open to:

- Any individual or family member not receiving directly or indirectly any remuneration for CLOC;
- Has not had the status of employee with CLOC during the past three (3) years and whose; employment was not terminated;
- Eighteen (18) years of age;
- Supports the purposes and objectives of CLOC.

### 2.3 Annual Membership

Membership takes effect upon confirmation of receipt of application, with exception of voting rights, which require a membership of thirty (30) days prior to voting.

### 2.4 Terms of Membership

Applications for CLOC's Annual Membership are accepted from January 1 to June 30 of the current year. Membership is valid January 1 annually and all rights thereof remain in effect until December 31 of that year. Membership fees are set by the Board of Directors annually.

### 2.5 Proxy

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. **Directors cannot appoint proxies to a meeting of Directors.**

### **3. BOARD OF DIRECTORS**

#### **3.1 Responsibilities of the Board of Directors**

The Board of Directors shall be responsible to the membership for the management and conduct of all the affairs of the agency in accordance with its Letters Patent, By-Laws and Governance Policy; and in doing so shall:

- i) Elect the Officers of CLOC;
- ii) Appoint and constitute Committees or task forces under the constraints of this By-Law;
- 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 Corporation 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 to the Bank any property of the Corporation, real or personal, movable or immovable, present or future, including book debts, unpaid calls, rights, powers, undertakings, franchises and the Corporation's own debentures, as security for the fulfillment of any liabilities for obligations, present or future, of the Corporation 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, authorize any one or more Directors, Officers, employees or agents of the agency to exercise the responsibility of any of the rights, powers and authorities conferred by Article 3.2 i)- iii) above;
- v) Authorize the signing by such Officers, employees or agents as shall be determined by the Board of Directors, of all cheques, bills of exchange or other evidence of indebtedness issued in the name of the agency;
- vi) Appoint managing staff, if appropriate, and exercise through the Chair such direction over administrative affairs as is necessary for the effective pursuit of the agency's objectives;
- vii) Maintain the Articles of Incorporation;
- viii) Sit on at least one Standing Committee;
- ix) Conduct an annual evaluation of the Executive Director;
- x) Ensure any and all actions of the Board of Directors may be raised for discussion and explanation by the membership at any Meeting of the membership.

#### **3.2 Compliance with Ministry Guidelines**

The agency will comply with all applicable Federal and Provincial regulations and contractual obligations.

### 3.3 Absence

The absence of a Director from three (3) consecutive regularly scheduled meetings of the Board of Directors in one (1) year shall initiate one of the following steps:

- i) Request that said Director resign from the Board of Directors; or
- ii) Recommend to the members that they remove said Director from the Board at a meeting of members.

#### 3.3.1. Leave of Absence

When a Director cannot regularly attend meetings because of some unforeseen reason, the Director may approach the Secretary, in writing, and request a Leave of Absence for a period up to three (3) months. The Board will not unreasonably withhold the Leave unless such a leave creates ongoing problems for a quorum at Board meetings. If an extension is needed, a review will take place by the Governance Committee who will provide to the Board a recommendation regarding the granting of the extension by a motion of the Board.

## 4. OFFICERS

### 4.1 Eligibility

All Officers of the agency shall be current Directors and have served on the Board of Directors for at least one (1) year. Directors returning to the Board shall also have served for at least one (1) year, following their return, before becoming eligible for being an Officer of the agency.

### 4.2 Responsibilities

#### 4.2.1. Chair

The Chair shall:

- i) Represent the agency in the Community;
- ii) Preside over all Meetings of the membership and act as Chair of the Executive Committee;
- iii) Act as Past-Chair for one full year after their term as Chair has completed.

#### 4.2.2. Vice Chair

The Vice Chair shall:

- i) Assume the duties of the Chair in their absence;
- ii) Carry out such duties as are assigned by the Board of Directors or the Chair;
- iii) Actively participate in and regularly attend meetings of the Executive Committee;
- iv) Actively maintain an awareness and familiarity with the work of and information received by the Chair.

#### 4.2.3. Secretary

The Secretary shall:

- i) Act as Secretary of the Board of Directors and Executive Committee;
- ii) Ensure the maintenance of accurate records of all Executive, Board, General and Special Meetings and control all correspondence and receipt of all reports of Committee Chairs and present reports, statements, budgets or surveys as required by Directors, Committees or outside agencies;
- iii) Be the custodian of the agency's Corporate seal and all its documents;
- iv) Give such notice as required by CLOC's By-Laws of all meetings of the Corporation, the Board and its Committees.
- v) Actively participate in and regularly attend meetings of the Executive Committee;
- vi) Perform such other duties as may from time to time be determined by the Board;
- vii) The Board may designate the Executive Director or other appropriate staff to assume any or all of the above administrative duties;

#### 4.2.4. Treasurer

The Treasurer shall:

- i) Exercise general supervision over the financial administration of the agency;
- ii) Ensure that full and accurate accounts of all receipts and disbursements are maintained;
- iii) Ensure funds are dispersed in accordance with the direction of the Board of Directors;
- iv) Submit the books of account for the audit at the close of the fiscal year and present the audited financial statements to the membership at the Annual Meeting of Members;
- v) Chair the Finance Committee and report to the Board the activities of said committee;
- vi) Actively participate in and regularly attend meetings of the Executive Committee.

## 5. **COMMITTEES**

### 5.1 Standing Committees

#### 5.1.1. Composition

Composition of each Standing Committee shall be appointed by the Board of Directors and shall consist of:

- one Director of who shall be appointed Chair of the Committee;
- one or more Directors;
- the Executive Director, or their designate;
- the Executive Director may nominate up to one (1) staff person to serve on each Committee;
- the Chair or another member of the Executive Committee;
- up to three (3) additional members of the community, who are not Directors.

5.1.2. The Standing Committees of CLOC shall be:

- Governance Committee
- Finance Committee
- Policy Committee
- Planning, Quality Enhancement & Risk Management Committee

5.1.3. Responsibilities

- i) Committee members shall be members of CLOC or shall become members during the calendar year with the exception of the Executive Director or Executive Director designate;
- ii) Spouses or immediate family members may not serve on the same committee at the same time;
- iii) Employees of CLOC, their spouses/partners, or immediate family members may not be appointed to Standing committees as members of the community;
- iv) Each Standing Committee or ad hoc working group shall function under the Terms of Reference approved by the Board and will undertake such assignments as the Board may request;
- v) No committee shall have authority to bind CLOC for the payment of money or the performance of any contract or the carrying out of any obligations, or duties. The authority to do so is hereby specifically reserved expressly unto the Board of Directors, the duly authorized and elected Officers of CLOC or the duly authorized employees of CLOC;
- vi) All Standing Committees and Working Groups shall review their Terms of Reference annually;
- vii) All Standing Committees and Working Groups shall review their Work Plan annually.

5.1.4. Meetings

Regular meetings shall be called by the Chair of the Committee and held as required by the responsibilities assigned to the Committees by the Board.

5.1.5. Notice

Notice of all meetings shall be communicated to all members of the committee at least five (5) days prior to the meeting except that such notice may be waived by consent of all members of the committee.

## **6. WORKING GROUPS**

Working Groups may be constituted by the Board of Directors Terms of Reference shall be as designated by the Board of Directors.

## 7. NOMINATION AND ELECTION PROCEDURES

### 11.1 Board of Directors

- i) The Governance Committee shall place before the Board of Directors a slate of recommended nominees for the Board of Directors' next one-year term no less than sixty (60) days prior to the Annual Meeting of Members;
- ii) The Board shall give notice to the members allowing the nomination in writing of members in good standing, whose consent to act has been given, except the names of members who do not have voting rights in CLOC under Article 3.0.5 of CLOC's By-Laws, to the Board of Directors up to fifteen (15) days before the Annual Meeting of Members. Said notice shall be given not less than thirty (30) days before the Annual Meeting of Members;
- iii) The Board shall place before the members, no less than ten (10) days prior to the Annual Meeting of Members, the names of those members nominated to serve the upcoming one-year term on the Board.

### 11.2 Nominations from the floor will not be accepted.

Election of the Board of Directors shall be by approval of the nominated slate of nominees. If more nominations are received than the number of directorships open for election, then the election shall be by secret ballot. Positions shall be allocated to the nominees receiving the greatest number of votes, and all other vacancies being filled similarly by nominees in descending number of votes received until all directorships are filled. Unless the nominees tied for such position mutually agree on some other method of resolving the tie, the tie shall be resolved by the flipping of a coin.

## 8. RULES OF ORDER

All meetings of CLOC shall be conducted in accordance with the most updated Robert's Rules of Order, aligned to CLOC's Mission and Vision.

## 9. SUSPENDING A RULE

Exceptional circumstances shall require the Board of Directors to pass a motion to '**Suspend the Rules**'; in this context, the '**Rules**' shall refer to any '*Rule of Order*' or '*By-Law*';

- 9.1. A motion to '**Suspend the Rule**' must be moved, seconded and supported by a minimum of two-thirds (2/3) of the Board Members present at the meeting;
- 9.2. A motion to '**Suspend the Rule**' must clearly define;
  - 9.2.1. The rule being suspended
  - 9.2.2. The reason the rule is being suspended
  - 9.2.3. The duration of the suspension
- 9.3. A suspension of any rule must be ratified at the next Meeting of Members
- 9.4. The Board cannot suspend a rule that will directly contravene a Provincial or Federal statute

**10. AFFILIATION WITH COMMUNITY LIVING ONTARIO**

CLOC shall be affiliated with Community Living Ontario (CLO).

**11. DISSOLUTION**

If dissolution is desired at any time, CLOC shall notify Community Living Ontario by letter of such desire, and such letter shall be addressed to the head office, giving reasons, not less than sixty (60) days before surrendering the charter. Further, CLOC shall notify any Ministry of government involved in the operation of any programs sponsored by CLOC of the desire for dissolution, in writing, not less than sixty (60) days before surrendering the charter.

- 11.1 Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to another corporation having the same objects as Community Living Oshawa/Clarington.
- 11.2 Upon the dissolution of the Corporation, any assets and property held or acquired from the proceeds of licensed lottery events (lottery trust accounts or property purchased with lottery proceeds) to charitable organizations that are eligible to receive lottery proceeds in Ontario.

**Instructions**

**Complete two copies of this form.**

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**Person Appointing a Proxy**

1. You must be a current member of CLOC and eligible to vote as outlined in CLOC's By-Laws.
2. The person you are appointing must be a member of CLOC and eligible to vote as outlined in CLOC's By-Laws.
3. You must know the person who you are appointing and be able to fill in their information.

**To complete the form:**

1. Provide your information in Box A.
2. Provide the information of the person you are appointing in Box B.
3. Sign and date the form in Box C.

**Note: You must fill in the information of the person you are appointing before signing the form in Box C.**

After completing two copies of the form, give them to the person who you are appointing as your proxy. This form is a public record and the copy on file with CLOC's Secretary (or designate) may be inspected by any person.

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**Person Being Appointed**

1. You must be a current member of CLOC and eligible to vote as outlined in CLOC's By-Laws.
2. You may be appointed as the proxy of one or more current member(s) of CLOC who are eligible to vote as outlined in CLOC's By-Laws.

**To certify the appointment:**

Once the person appointing you has given you two copies of the completed form, forward them to CLOC's Secretary (or a person designated by CLOC's Secretary).

You can present the two copies of the form at CLOC's office at 39 Wellington Ave. E., Oshawa during the hours of 8:30 am and 4:30 pm, Monday – Friday, in advance of the date of the vote.

The Secretary or designate will verify proof of identity and eligibility to vote before certifying the proxy.

**You must sign the form in Box D in front of the clerk.**

After certifying the proxy (Box E), the Secretary or designate will keep one copy of the form and give the other copy back to you. This form is a public record and the copy on file with the Secretary or designate may be inspected by any person.

**To vote as a proxy:**

Take the completed and certified form to the meeting where you will be voting as a proxy.

<b>Box A: Elector Making Appointment</b>	<b>For Office Use</b> (Initial after voter has been verified).
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Meeting proxy is in effect:

Date: Time: Location	Additional Notes:
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Elector Making Appointment	
Last Name or Single Name	Given Name(s)

Full address			
Suite/Unit Number	Street Number	Street Name	
City	Province	Postal Code	

<b>Box B: Elector Appointed</b>	<b>For Office Use</b> (initial after voters' list has been checked)
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Meeting proxy is in effect:

Date: Time: Location:	Additional Notes:
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Elector Appointed	
Last Name or Single Name	Given Name(s)

Full address			
Suite/Unit Number	Street Number	Street Name	
City	Province	Postal Code	

Relationship of Elector Appointed to Elector Making the Appointment (check one only)

Related (parent, grandparent, child, grandchild, sibling or spouse)       Not related

<b>Box C: Statement of Elector Making Appointment</b>
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I, the undersigned, a qualified elector as a member of CLOC, do hereby appoint

(person named in Box B), to vote on my behalf and, if related, do attest to their relationship to me.

Signature of the Elector Making Appointment (yyyy/mm/dd)	Date
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**Note:** It is unlawful to sign this proxy form until Box B is completed.  
The name of the elector appointed **must** be filled in at the time the elector making the appointment signs the statement.

**Box D: Declaration By Elector Appointed** (to be completed and verified by Secretary or designate at in advance of the meeting.)

I, the undersigned, a qualified member CLOC with voting rights, affirm that I have been appointed to vote in good faith and have been instructed to do so on behalf of the elector who made the appointment and that I have not been previously appointed to vote on behalf of any other person.

Declared the above information,

in the \_\_\_\_\_

on (yyyy/mm/dd) \_\_\_\_\_

Signature of Elector Appointed



\_\_\_\_\_

Signature of Secretary or designate, etc.



\_\_\_\_\_

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**Box E: Certification by Secretary or designate**

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I hereby certify that the elector making the appointment is qualified member CLOC with voting rights and that the elector appointed is a qualified member CLOC with voting rights and is authorized to vote on behalf of the elector making the appointment.

Signature of Secretary or Designate  
(yyyy/mm/dd)

Date of Certification

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**Note:** Secretary or designate may require proof of identity of elector appointed before certifying proxy. This form is a public record and the copy on file with the Secretary or designate may be inspected by any person.

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