Notice of Motion - Proposed By-Law Amendments

**Take notice that a motion to amend the ARCH Disability Law Centre By-Laws will come before the members at the Annual Meeting of Members to be held on Thursday, October 13, 2022 at 6:00 p.m. The proposed amendments are as follows:**

**NOTE: Recommended changes to the By-law are underlined below. The words “he or she” were replaced with the word “their” throughout the document. Paragraph numbers were also adjusted in order that they remain sequential.**

# 6. MEMBERSHIP

## 6.03 Removal

Upon thirty days’ notice to a member of the Centre, a member may be required to resign by a vote of two-thirds of the voting members present, or represented by proxy, at an Annual General Meeting or a special general meeting of the members called for the purpose of removal. The member must first be given an opportunity to be heard. Any member that is so removed shall cease to be a member of the Centre. See Article **8.06** for other removal circumstances.

## 6.04 Membership Year

Membership in the Centre shall run for a maximum of three (3) years, at which time membership may be renewed by the member. A person shall become a member immediately following the approval of membership by the Board of Directors, and their name shall be added to the eligibility membership list. Membership will expire following the conclusion of the third Annual General Meeting from the initial membership approval by the Board of Directors. A person shall cease to be a member if they are no longer eligible pursuant to Article **6.02** or is removed pursuant to Article **6.03** and **8.06**. Members are only eligible to vote at the Annual General Meeting if their membership applications are approved by the Board of Directors at least thirty (30) days prior to the Annual General Meeting.

## 6.05 Membership Fees

 The amount of the annual membership fees of the Centre may be established from time to time by the Board of Directors, but any resolution of the Board of Directors respecting annual dues shall not be effective until confirmed by a resolution of the members at an Annual General Meeting or a special general meeting of members.

# 7. MEETINGS OF MEMBERS

## 7.10 Proxies

 Every member entitled to vote at a meeting of the members may appoint a proxy holder, who need not be a member, to attend and act as the member’s representative at the meeting in the manner and to the extent authorized by the proxy. A proxy shall be executed by the member or the member's attorney authorized in writing, and ceases to be valid immediately following the meeting of members for which the proxy was executed.

 A proxy shall contain the date thereof and the appointment and name of the proxy holder and may contain a revocation of a former proxy and restrictions, limitations or instructions as to the manner in which the proxy is to be used.

 In addition to revocation in any other manner permitted By law, a proxy may be revoked by instrument, in writing, executed by the member or by their attorney authorized in writing, and deposited either at the head office of the Centre at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used or with the Chair of such meeting on the day of the meeting, of adjournment thereof, and upon either of such deposits, the proxy is revoked.

 A proxy shall be acted upon only if, prior to the time of voting, it has been deposited with the Centre, or if no such time has been specified in the notice calling the meeting, the proxy has been received by the Secretary of the Centre or by the Chairperson of the meeting.

# 7.11 Procedure at Members’ Meetings

 At any meeting of members, every question shall be decided by a majority of votes.

The Chair is a member of ARCH and has the same voting right as any other member. When the vote is by ballot, the Chair can vote as any other member. In all other cases, the Chair will not vote unless that vote would impact the outcome, i.e. either break a tie so a motion passes or cause a tie so a motion fails, or, where a two-thirds vote is required, either cause or block the attainment of the necessary two-thirds.

 Unless a poll is demanded, the declaration of the Chair of the meeting recorded in the minutes that a resolution has been carried or carried unanimously or carried by a particular majority shall be conclusive evidence of that fact. If at any meeting, a poll is demanded on the election of a Chair, or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question, it shall be taken in such a manner and either at once or after adjournment as the Chair of the meeting directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

 The Chair may, with the consent of the meeting, adjourn the same from time to time, and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at the original meeting in accordance with the notice calling it. Subject to this By-law, all meetings of members shall be conducted in accordance with "Roberts' Rules of Order".

# 8. DIRECTORS

## 8.03 Term of Office

Directors shall hold office until the second Annual General Meeting following that person’s election or until that person’s successor or replacement has been named, as long as they remain eligible pursuant to Article **8.02** or **8.06**. Directors shall retire at the second Annual General Meeting following their election but shall be eligible for re-election if otherwise qualified. Directors may be elected for one (1) year if filling a mid-term vacancy.

Wherever possible, terms of office shall be staggered so that the terms of seven (7) Directors expire one year, and the terms of eight (8) Directors expire the following year. A Director may be elected for four (4) consecutive terms.

A Director who has served four (4) consecutive terms may stand for election after an absence from the Board of at least two (2) years.

## 8.06 Removal or Vacation of Office

A director shall automatically cease to hold office if:

1. A Director may be removed by at least two-thirds (2/3) of the votes of the members present and voting at an Annual General Meeting or special meeting of the membership duly called for the purpose of removal, provided that a quorum is present. The Director has the right to speak prior to removal.
2. the director sends or delivers a written resignation by mail or by other electronic means of communications to the secretary of the Centre;
3. the director otherwise ceases to be eligible as a member under the terms of Article **6.02** of this by-law;
4. The director becomes bankrupt or suspends payments or compounds with their creditors or makes unauthorized assignment or is declared insolvent;
5. The director or their spouse becomes an employee of the Centre; or,
6. The director dies.

## 8.13 Regular Meetings

The Board may fix a specific day each month to hold regular meetings of the Board at a place and hour to be named. No notice of such regular meetings need to be sent to members. For the first meeting of the Board of Directors held immediately following the election of Directors at the annual meeting of the members, no notice shall be necessary to legally constitute the meeting, provided that a quorum of the Directors is present.

## 8.15 Voting and Approval of Resolutions

Resolutions placed before the Board of Directors shall be decided by a majority of votes.

The Chair will not vote unless that vote would impact the outcome, i.e. either break a tie vote so a motion passes or cause a tie so a motion fails. If the Chair does not want to change the outcome, the Chair is not obliged to vote.

# 11. INDEMNIFICATION

Provided that the Director or officer has acted in a manner consistent with the requirements for due diligence and reasonable prudence set out in Article 9.02 of this by-law, every Director or officer of the Centre and their executors, administrators and estate shall be indemnified and saved harmless, out of the funds of the Centre, from and against:

1. All costs, charges and expenses whatsoever that the Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, to which the officer or Director is made a party by reason of being or having been a Director or officer of the Centre, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution, in good faith, of the duties of their office or in respect of any such liability;
2. All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, including a monetary penalty assessed in a criminal or administrative action or proceeding, provided that the Director or officer had reasonable grounds for believing that their conduct was lawful, except such costs, charges and expenses as are occasioned by their own wilful neglect, default or knowingly unlawful act.

Subject to the foregoing, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director, officer or employee, or for any other matter permitted or performed by the Director or officer in executing the duties of their office. However, nothing in this by-law shall relieve any Director or officer from the duty to act in accordance with the Act and the regulations, or from any liability arising from a breach of such a duty.

The Centre shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Centre. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

# 12. COMMITTEES

## 12.02 ­Nominating Committee

## 12.02.1 Composition

The Board shall annually elect a Nominating Committee which shall be comprised of a Chair, who is a Board member who does not intend to stand for re-election to the Board or is not standing for re-election that year and up to two (2) board members who are not standing for re-election that year. The Executive Director shall be a non-voting, *ex officio* member of the committee.

## 12.02.02.1 Duties

The Nominating Committee is responsible to recruit Board members with a view to ensuring high standards of practice in its governance and for the processes of nomination of Directors. In this regard, it shall:

1. recommend, for Board approval, criteria for recruitment of directors that will best serve the current and future needs of the Board and the Centre;
2. solicit, interview, check references and evaluate prospective Directors against approved criteria;
3. fully explain to potential candidates the duties and responsibilities of Directors;
4. recommend a slate of candidates to be elected to vacant director positions at the Annual General Meeting to the Board of Directors.

# 13. COMMUNITY PARTNERS

 The Centre shall maintain a list of Community Partners who are organizations that represent the interests of people with disabilities and endorse the goals and objectives of ARCH. ARCH will engage with its Community Partners at least once a year in a manner and format normally to be determined by the Executive Director.

An organization may request to be included in the list of Community Partners by requesting such inclusion in writing to ARCH’s Board of Directors. The ARCH Board shall consider this request at their next Board meeting and inform the organization of their decision in writing in a timely manner.

# 19. AMENDMENT OF BY-LAWS

**19.03** The Board of the Centre shall consider such proposed By-law amendment and provide the Members with the Board’s written proposed amendment at least twenty-one (21) days before the next scheduled Annual General Meeting that is at least sixty (60) days after receipt of same by the Secretary. The Board may call a Special Meeting to deal with the amendment as per Article **7.02** if needed. Such written recommendation shall be approved by a simple majority of those members of the Board present at the meeting at which such written amendment is considered.

# 20. INTERPRETATION

In all By-laws of the Centre, the singular shall include the plural and the plural the singular; and, this document is to be considered gender neutral.