ARCH Disability Law Centre

# By-Law No. 1 – Suggested Amendments

Legend:

Text with square brackets [ ] around it is the original text that is being removed.

Text with curly brackets { } around it is the suggested amended or added text.

Please change your punctuation settings so that these marks are spoken.

### 6.03 Removal

{In the event that a member no longer meets the eligibility criteria for membership and u}[U]pon 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 {the reason for their removal and} 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.

### 6.06 Resignation

A member may resign at any time by delivering to the Centre or giving to the [Secretary] {Chairperson} a written resignation. The effective date of a member’s resignation shall be as stated on the written resignation.

## 7. MEETINGS OF MEMBERS

### 7.02 Special General Meetings

The Chairperson or the Board of Directors may convene a special general meeting of the members at any time or place for business relating to the affairs of the Centre.

The Secretary shall call a special general meeting of members at the request of the Board or upon receiving a written request signed by [twenty (20)] {ten (10)} percent of the members and stipulating the purpose of such meeting. Such meeting shall be scheduled within thirty (30) days of receipt of the request at a date, time and place within Ontario as determined by the Secretary.

### 7.03 Members' Agenda Items

Any member wishing to have any matter connected with the affairs of the Centre brought up or discussed at any Members' meeting shall notify the Secretary of the Centre of such matter{.} [at least ten (10) days before the meeting; u] {U}pon receipt of such a notification, the Secretary shall place the matter on the agenda of the meeting[.]{unless:}

1. {the proposal is not submitted to the corporation at least 60 days before the date of the meeting;
2. it clearly appears that the primary purpose of the proposal is to enforce a personal claim or redress a personal grievance against the corporation or its directors, officers, members or debt obligation holders;
3. it clearly appears that the proposal does not relate in a significant way to the activities or affairs of the corporation;
4. not more than two years before the receipt of the proposal, the member failed to present in person or by proxy, if authorized by the by-laws, at a meeting of the members, a proposal that had been included in a notice of meeting at the member’s request;
5. substantially the same proposal was submitted to members in a notice of a meeting of the members held not more than two years before the receipt of the proposal and the proposal was defeated; and
6. the rights conferred by this section are being abused to secure publicity.;

Subject to the *Ontario Not-for-Profit Corporations Act,* (the “Act”), the notice provision is waived by a majority vote of those present and entitled to vote at such meeting.}

### 7.04 Notice and Agenda

Notice for any meeting of members shall be given at least twenty-one (21) days in advance of the date of the meeting and shall include the date, time, place, agenda and general nature of business to be transacted. Such notice shall be provided to each Director, to the auditor, and to each member. Only business on the agenda or related thereto shall be transacted at such meeting unless:

1. a notice to place an item on the agenda shall have been delivered to the Secretary at least ten (10) days prior to such meeting; or
2. subject to the Corporations Act, (the “Act”), the notice provision is waived by a majority vote of those present and entitled to vote at such meeting.

Notice of any meeting of members where special business shall be transacted shall state the nature of the business in sufficient detail to permit the member to form a reasoned judgment and shall state the text of any special resolution to be submitted to the meeting. Notice of each meeting of members must contain {a proxy form and} a reminder to each voting member of their right to vote by proxy.

### 7.05 Meetings without Notice

A meeting of members may be held without notice at any time and place permitted by the Act if:

1. all the members entitled to vote are either present [in person] or duly represented, or if those not present or represented consent to such meeting being held; and,
2. the auditors and the Directors are present and consent to such meeting being held.

At such a meeting any business may be transacted which the Centre at a meeting of members may transact.

### 7.06 List of Members Entitled to Vote

For every meeting of members, the Centre shall prepare a list of members entitled to receive notice of the meeting. The list shall be available for examination by any member during usual business hours at the registered office of the Centre and at the meeting for which the list was prepared. {Members will need to sign a statutory declaration stating that they will not use the information for a purpose not listed in the *Act*.} Only those members entered in the register of members of the Centre as of the day prior to the day on which notice of the meeting is given, are entitled to receive notice.

### 7.08 Quorum for Members’ Meetings

A quorum for the transaction of business at a members’ meeting is twelve (12) members, whether present in person [or] by proxy{, or electronic means}.

If a quorum is not present within one (1) hour after the time appointed for the meeting of members, the members and proxy holders present may adjourn the meeting to a fixed time and place, subject to Article [15.01] {14.01} of this By-law, but may not transact any other business. If the meeting cannot be adjourned in a manner consistent with Article [15.01] {14.01}, the meeting shall be dissolved and new notices shall be sent for the time, place and business of the rescheduled meeting.

### 7.09 Right to Vote

Every member entitled to notice pursuant to Article [7.07]{7.06} shall have the right to exercise one vote.

### 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, t] {T}he 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. {When the vote is by ballot, the Chair can vote as any other member.}

{All voting must be by show of voting card or virtual hands, unless a ballot is demanded. A member may demand a ballot either before or after any vote.}

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".

### 8.05 Election of Directors

The Nominations Committee will present the slate of nominees for election of the Board of Directors to the members at each Annual General Meeting. Directors shall be elected by a majority of the members present in person{,} [or] by proxy{, or electronically}.

### 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[.]{, or
7. The corporation is liquidated or dissolved.}

### 9.02 General and Specific Powers

The Directors, acting together in their capacity as a Board, shall have the authority to exercise any of the powers prescribed by the {*Not-for-Profit*} Corporations Act, or by any other statutes or laws from time to time applicable, except where such power is contrary to the statutes or common law regarding charities and, without limiting the generality of the foregoing, shall have the following powers in particular:

1. to accumulate from time to time part of the fund or funds of the Centre and income therefrom, subject to any statutes or laws from time to time applicable;
2. to invest and reinvest the funds of the Centre in such manner as determined by the Directors, subject to the law for Trustees:
3. to solicit and receive donations, bequests and grants and to enter into agreements contracts and undertakings incidental thereto;
4. to acquire by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal property and to enter into and carry out any agreements, contracts or undertakings incidental thereto, and to sell, dispose of and convey the same, or any part thereof, as may be considered advisable;
5. to acquire by purchase, lease, device, gift or otherwise, real property or interest therein necessary for the actual use and occupation of the Centre or for carrying on its charitable undertakings, and, when no longer so necessary, to sell, dispose of and convey the same or any part thereof;
6. to appoint a chief executive officer (by any title it deems appropriate) to manage the affairs of the Centre; and to employ or engage such other staff, contractors, attorneys, investment advisors and other agents that it deems necessary to fulfil the purposes of the Centre; to pay persons so hired; and, to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses as may be necessary;
7. to demand and compel payment of all sums of money and claims to any real or personal property in which the Centre may have an interest and to compromise any such claims, and generally, to sue and be sued in its corporate name;
8. to set remuneration and fees for employees, auditors, contractors and any other agents;
9. to draw, make, accept, endorse, execute and issue cheques and other negotiable or transferable instruments;
10. to establish, by resolution, rules, regulations and policies, not inconsistent with this By-law, relating to the efficient governance, management and operation of the Centre.

### 9.07 Delegation

The Board may delegate to a committee of the Board or an officer of the Centre, all [or any of the powers conferred on the Board by these By-laws and the *Act*.] {but the following powers:

1. To submit to the members any question or matter requiring the approval of the members.
2. To fill a vacancy among the directors or in the position of auditor or of a person appointed to conduct a review engagement of the corporation.
3. To appoint additional directors.
4. To issue debt obligations except as authorized by the directors.
5. To approve any financial statements.
6. To adopt, amend or repeal by-laws.
7. To establish contributions to be made, or dues to be paid, by members}

### 12.04 Other Committees

The Board may, from time to time, by resolution, establish such other standing or *ad hoc* committees with such duties and powers as it deems to be in the interests of the Centre. {Committees that have one or more members that are not directors shall act only in an advisory capacity to the Board.} Except as otherwise established in this by-law, each such committee shall be chaired by a Director, have a committee membership and terms of reference approved by resolution of the Board; shall consider such matters as are referred to it by the Board; shall keep records of its activities and recommendations; and, shall report to the Board at such intervals as required by the Board.

The Board may at any time dissolve any committee, revise the duties and powers of any committee, or may add persons to or remove persons from committees.

The Board may {not} appoint committee members who are not directors, {unless that Committee only acts in an advisory capacity to the Board and} provided that a majority of its voting members are directors. Committee members shall serve without remuneration; however, committee members shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in the performance of their duties.

Subject to the direction of the Board of Directors, committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they see fit. Unless otherwise determined by the Board of Directors, a quorum for the transaction of any business of a committee shall be a majority of its members including a majority of the Directors eligible to vote.