ARCH Disability Law Centre

# By-Law No. 1

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.

A By-law relating generally to the organization and conduct of the affairs of ARCH Disability Law Centre.

WHEREAS by Letters Patent dated, December 18, 1979 and amended by Supplementary Letters Patent on November 15, 2005, {and updated to Articles of Incorporation as per the *Ontario Not for Profit Corporations Act, 2021* (ONCA) on October 10, 2024,} ARCH Disability Law Centre was incorporated;

BE IT ENACTED as a By-law of ARCH Disability Law Centre (hereinafter called the "Centre") as follows:

## 2. TERRITORIAL JURISDICTION

The Centre shall have jurisdiction in the Province of Ontario under the authority of its {Articles of Incorporation} [Letters Patent].

## 8. DIRECTORS

### 8.01 Board of Directors

The affairs of the Centre shall be governed by a Board of Directors comprised of fifteen (15) Directors elected by the members of the Centre.  The majority of Directors shall be persons with disabilities.

### 8.02 Eligibility

Any person is eligible to be a Director of the Centre who:

1. is a member of the Centre; and
2. is not a current employee of the Centre and has not been an employee of the Centre at any time during the last three (3) years; and
3. is not a current client; and
4. is not a family member of:

(i) current employee; or

(ii) a current client; or

(iii) a current Board member, and

1. is not a current employee of another community legal clinic [and has not been an employee of another community legal clinic at any time during the last three (3) years] and
2. is legally competent to conduct business and enter contracts under the laws of Canada and its provinces.

### 9.06 Borrowing Power

Without limiting the borrowing powers of the Centre as set forth in the Act, but subject to [the letters patent] { the Articles of Incorporation}, the Board may from time to time on behalf of the Centre, without authorization from the members:

1. borrow money upon the credit of the Centre;
2. issue, reissue, sell or pledge bonds, debentures, notes or other evidence of indebtedness, or guarantee of the Centre, whether secured or unsecured;
3. to the extent permitted by the Act, give directly or indirectly financial assistance to any persons by means of a loan, guarantee or otherwise on behalf of the Centre to secure performance of any present or future indebtedness, liability or obligation of any person; and
4. create a security interest in any property of the Centre to secure any of the Centre.

Provided that its borrowing shall be limited to borrowing money for current operating expenses, provided that the borrowing power shall not be so limited if it borrows money on the full security of real or personal property.

Nothing in this section limits or restricts the borrowing of money by the Centre on bills of exchange or promissory notes made, drawn and accepted or endorsed on by or on behalf of the Centre.

### 12.03 {Governance} [By-Law and Policy] Committee

## The {Governance} [By-Law and Policy] Committee will periodically review and ensure the currency of By-laws and governance policies and audit Board practices to monitor compliance.

## 14. NOTICES

### 14.01 Notices and Adjournments

Any notice to be given pursuant to the Act, the {Article of Incorporation} [letters patent], the By-law or otherwise to a member, Director, committee member, officer or auditor shall be given, to such person’s last address of record, in an accessible format, either written, printed, or format generated by telephonic or electronic means and completed and signed in writing or electronic signature or on behalf of the person giving or making it.

Further notice of any meeting of the Board, its committees or the annual meeting of the Centre adjourned for less than 30 days is not necessary if the date, time and place of such adjourned meeting has been announced at the meeting which was adjourned and if this has been properly recorded in the minutes of that meeting. Any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place.

## 19. AMENDMENT OF BY-LAWS

19.01 Unless otherwise provided by the Act, any existing By-law of the Centre not embodied in the {Article of Incorporation} [letters patent] may be repealed or amended by resolution of not less than two-thirds (⅔) of the Members of the Centre present in person, or who have delivered a valid proxy in accordance with section **7.10** of By-Law No.1, and entitled to vote at a meeting duly called for that purpose. Notwithstanding the provisions of any other By-law of the Centre, quorum must still be present at the time the vote is held with respect to any such resolution for amendment of the By-laws. The By-law amendment shall take effect upon the approval of the said resolution.

The above document incorporates amendments passed at Annual General Meetings held in 1981, 1982, 1984, 1985, 1986, 1988, 1989, 1990, 1991, 1995, 1999, 2001, 2002, 2003, 2004, 2009, 2014, 2015, 2016, 2018, 2019, 2020, 2022 [and October 12], 2023 {and October 2024}.