

**BYLAWS  
of the  
Huron-Perth Centre for Children and Youth, DBA HURON-PERTH CENTRE**

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**Article 1 NAME, HEAD OFFICE, SEAL**

**Section 1.1 Name.** A By-law relating generally to the transaction of the affairs of HURON – PERTH CENTRE FOR CHILDREN AND YOUTH, Doing Business As HURON-PERTH CENTRE for one period of five (5) years, renewable before the close of the five (5) year period.

**Section 1.2 BE IT ENACTED** as a by-law of HURON-PERTH CENTRE FOR CHILDREN AND YOUTH as set forth in this document.

**Section 1.3 HEAD OFFICE.** The Head Office of the Corporation shall be in the Town of Stratford, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

**Section 1.4 SEAL.** The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

**Article 2 BOARD OF DIRECTORS**

**Section 2.1 Composition** The affairs of the Corporation shall be managed by a board of twelve (12) directors, representing Huron and Perth Counties, each of whom at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the Corporation.

**Section 2.2 Shall be elected to hold office.** Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, each director shall be elected to hold office until the first annual meeting after he shall have been elected or until his successor shall have been duly elected and qualified.

**Section 2.3 Eligible for re-election.** A retiring or past director is eligible for re-election if otherwise qualified.

**Section 2.4 Term Limits.** A member of the Board who serves as a result of his occupying an officer position may serve an unlimited number of one-year terms, as a director. A member of the Board who is elected to one three-year term as a Director may serve not more than two consecutive three-year terms. However, the following exceptions shall apply:

(a) A Director who is appointed under Section 2.4 to fill a vacancy for part of an unexpired three-year term may be reappointed to serve one (1) additional full three (3) year term;

(b) A Director who serves two consecutive three-year terms may be elected, annually, to serve one more one-year term (or portion thereof) on the Board or, until a replacement shall be appointed.

**Section 2.5 Vacancies.** Vacancies on the board of directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy.

**Section 2.6 Show of hands.** The election may be by a show of hands unless a ballot be demanded by any member.

**Section 2.7 Absence.** If within a twelve month period, a member of the board of Directors misses three meetings the board may declare the position vacant and appoint a new director to serve until the next meeting of the Corporation.

**Section 2.8 Expulsion.** The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

### **Article 3 QUORUM - BOARD OF DIRECTORS**

**Section 3.1 Quorum.** A majority of the directors on record at the date and time of a vote being called, shall form a quorum for the transaction of business. .

**Section 3.2 Absence of a quorum – hold harmless.** If the Chief Executive Officer brings to a scheduled meeting of the Board of Directors a matter requiring approval by those directors and a quorum of directors is not present and, the matter is time sensitive, provided the directors - whatsoever the number-agree on the action to be taken, then the Chief Executive Officer will be held harmless for taking the stated direction and, such action shall be ratified at the next meeting of directors at which a quorum is present.

## **Article 4 MEETINGS – BOARD OF DIRECTORS**

- Section 4.1 Location.** Except as otherwise required by law, the Board of Directors may hold its meetings at such place as it from time to time determines.
- Section 4.2 Electronic Participation in Meetings.** Any number of directors may participate in any meeting of the Board of Directors by or through the use of any means of communication (including but not limited to speakerphone, conference call, or webcam conferencing, or other video conferencing) by which all members participating may contemporaneously hear or otherwise perceive each other's statements during the meeting.
- Section 4.3 Calling meeting.** Directors' meetings may be formally called by the President or Vice-President or, by the Secretary on direction in writing of two directors.
- Section 4.4 Notice of Board Meetings.** Except as given elsewhere in this Article, the Chief Executive Officer must give written notice of each regular or special meeting to each Board member not less than one (1) day prior to the meeting date, by personal delivery, fax, e-mail, or not less than ten (10) days prior to the meeting date, by first class mail at the Board members' respective addresses as shown by Corporation's records. Any Board member may give a written waiver of any defect in or un-timeliness of a notice of a regular Board meeting. A Board member who attends a meeting of the Corporation Board (either in person or by Electronic Participation) who does not state an objection to the timeliness or content of the notice is conclusively treated as waiving any defect in the notice of that meeting
- Section 4.5 Board Members' Consent to E-Mailed Notices.** If a member of the Board of Directors provides the Chief Executive Officer or the President with that member's e-mail address, then that Board member consents to receive all official notices from the Corporation Board members (including but not limited to notices of regular and special meetings, proposed meeting agendas, minutes of past meetings, and notices of proposed voting items) by e-mail at the last e-mail address designated by that Board member
- Section 4.6 No notice required** The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.
- Section 4.7 Statutory Declaration:** The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- Section 4.8 Any business may be conducted.** The Directors may consider or transact any business either special or general at any meeting of the Board.

**Section 4.9** **Robert's Rules of Order shall govern** all meetings of members and directors In the absence of a Bylaw or approved policy to the contrary.

## **Article 5 ERRORS IN NOTICE, BOARD OF DIRECTORS**

**Section 5.1** **Error not to invalidate meeting.** No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last physical or electronic address recorded on the books of the Corporation.

**Section 5.2** **Presumption of e-mail receipt.** If the Corporation Board, a Corporation officer, or Corporation staff sends an official notice or other message by e-mail to a Board member who has previously designated his e-mail address and successful transmission or "transfer" of the e-mail is confirmed in the "Message properties," that Board member will be conclusively presumed to have received and read that e-mail, unless an auto-reply or similar e-mailed response indicates that the Board member is away from his home or office or has not seen the e-mail. Each Board member who provides his e-mail address to the Corporation's Chief Executive Officer or President must promptly notify one of those officers of each change in his e-mail address. At any time, and upon written notice that is e-mailed or otherwise delivered to the Chief Executive Officer or President, any Board member may nullify his consent to receive notices by e-mail under this Section.

## **Article 6 VOTING, BOARD OF DIRECTORS**

**Section 6.1** **Deciding on Questions.** Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the Chairman, in addition to his original vote, shall have a second or casting vote.

**Section 6.2** **Ballot if demanded; effort to form a consensus.** All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the Chair will make an effort to form a consensus of opinions and, in the absence of unanimous consent, the vote shall be taken in the usual way by assent or dissent with the count of those for and those against be recorded..

**Section 6.3** **Declaration admissible.** A declaration by the Chairman that a resolution has been carried and an entry to that effect made in the minutes shall be admissible in evidence of the fact without necessary proof of the number or proportion of the votes being recorded in favour of/ or against such resolution.

**Section 6.4 Voting by e-mail.** Voting by members or directors by way of e-mail shall not be permitted.

## **Article 7 ADJOURNMENT**

**Section 7.1 Meetings of Members or directors may adjourn.** Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be notwithstanding that no quorum is present.

## **Article 8 POWERS**

**Section 8.1 Does not preclude presumptive authority.** In the absence of the Chief Executive Officer for whom presumptive authority is defined elsewhere in these Bylaws, this Article applies.

**Section 8.2 Directors may administer.** The directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

**Section 8.3 Directors are empowered.** Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

## **Article 9 RENUMERATION OF DIRECTORS**

**Section 9.1 No remuneration.** The Directors and Officers shall receive no remuneration for acting as such.

**Section 9.2 Out-of-pocket expenses.** The Board of Directors may approve or ratify reimbursement to any volunteer officer or Director of out-of-pocket expenses that are

(a) personally incurred or paid by the officer or director,

(b) reasonably incurred in furtherance of the business and objectives of the Corporation, and

(c) documented by the officer or director with appropriate receipts, canceled checks, or other proof of the nature and amount of the expenses. However

**Section 9.3 Prior approval required.** No reimbursement for out-of-pocket expenses shall be made prior to approval in principle and, in advance of the event, by the Board of Directors.

**Section 9.4 Automobile Allowance.** Directors and Officers may receive an automobile allowance computed at a rate equal to staff allowances and measured from their respective residences when travelling for the Corporation including meetings of the directors, committees and other travel in furtherance of the business and objectives of the Corporation activities.

## Article 10 OFFICERS

**Section 10.1 Required.** There shall be a President, Vice-President, and such other officers as the Board of Directors may determine by by-law from time to time.

**Section 10.2 More than one office.** One person may hold more than one office except the offices of President and Vice-President.

**Section 10.3 Hold office until their successors are elected.** The President and Vice-President shall be elected by the Board of Directors from among their number at the first meeting of the Board after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected.

**Section 10.4 Not members of the Board.** The other officers of the Corporation, before election, (except President and Vice-President) need not be members of the Board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the Board.

**Section 10.5 Chief Executive Officer remunerated.** The Chief Executive Officer is the only officer entitled to receive compensation (in an amount and on other terms approved from time to time by the Board of Directors).

## Article 11 DUTIES OF PRESIDENT AND VICE-PRESIDENT

**Section 11.1 Presiding Officer.** The President has all the powers customarily exercisable by the president of a not-for-profit corporation under the law of the Province of Ontario. The president shall ensure that in matters of governance of the Corporation, the active

management of the organization shall be the responsibility of the Chief Executive Officer who reports to and works under the direction of statements of policies approved by the Corporation's Board of Directors. The President presides at all meetings of the Board of Directors and Members.

**Section 11.2 Sign bylaws and member certificates.** The President with the Secretary or other officer appointed by the Board for the purpose shall sign all by-laws and membership certificates

**Section 11.3 Absence or inability.** During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice- President, or such other director as the Board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

**Section 11.4 Ex Officio.** The President shall be an ex officio member of any committees of the Board of Directors.

## **Article 12 DUTIES OF SECRETARY**

**Section 12.1 Shall be or become.** The Secretary shall be a member of the Board of Directors.

**Section 12.2 Attend and record.** The Secretary shall attend all meetings of the Board of Directors and record, or cause to be recorded, all facts and minutes of all proceedings in the books kept for that purpose.

**Section 12.3 Cause notices to be given.** The Secretary shall give, or cause to be given-all notices required to be given to members and to directors.

## **Article 13 DUTIES OF OTHER OFFICERS**

**Section 13.1 The Chief Executive Officer.** The Chief Executive Officer (CEO) of the Corporation reports to the Corporation's President and the Corporation's Board of Directors as a whole. The CEO must see that all orders or resolutions of the Corporation Board of Directors are carried out.

**Section 13.2 Other Officers.** The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

## **Article 14 STANDING COMMITTEES**

**Section 14.1 Standing Committees shall include:** Audit and Risk Management Committee, Governance Committee, Long Range Planning Committee, Salaries and Benefits Committee, CEO Evaluation Committee.

**Section 14.2 Must meet at least once annually.** Each Standing Committee shall meet a minimum of once each year that terminates on the 31st day of March

**Section 14.3 Meet as they see fit.** Subject to the by-laws and policies of the Directors, committees shall meet for the transaction of business, adjourn and otherwise regulate their meetings as they see fit. Fifty percent of the members of any committee shall constitute a quorum at all meetings of such committee.

**Section 14.4 CEO Evaluation Committee.** The CEO Evaluation Committee shall be the President and the Chair from each of the Standing Committees and, one additional director in the event that continuity of participation from the previous administrative year is not otherwise affected.

**Section 14.5 Succession planning a requirement.** The CEO Evaluation Committee and Long Range Planning Committee are responsible, jointly, to maintain a current assessment of succession alternatives capable of being enacted on with relatively short notice.

**Section 14.6 Record of members.** The minutes of the Board of Directors shall record the members named to committees.

**Section 14.7 Minutes.** Minutes shall be kept for all meetings of committees.

## **Article 15 MEMBERSHIP OF STANDING COMMITTEES**

**Section 15.1 Committee membership.** Participation as members on any committee, except the CEO Evaluation Committee, shall be determined through discussion among the directors and the Chief Executive Officer.

**Section 15.2 Community persons possible.** From time-to-time, Directors may elect to committee membership, other than the CEO Evaluation Committee, one or more persons who is/are not a director or member of the Corporation.

**Section 15.3 Ex-Officio role.** Each committee shall include the Chief Executive Officer and/or a Manager who will serve the committee, ex-officio.

**Section 15.4 Sole function of Vice-Chair.** The sole function of the vice-chair of a committee shall be to serve as chair of the committee during any absence or disability of the appointed chair.

**Section 15.5 Any committee.** The Board may at any meeting establish any committee and appoint the chair and vice-chair. For any committee so established, the Board shall prescribe terms of reference.

**Section 15.6 Bylaws to be under current maintenance.** The Standing Committee on Governance shall be required to maintain the currency of the Bylaws, recommend on amendments to the



Board of Directors for consideration at such meetings of the members as urgency dictates and, report on actions taken, to the Annual General Meeting

All changes made to the Bylaws, howsoever inconsequential shall be recorded in the appendix to the bylaws "Record of subsequent Amendments now included" with a copy of the revised Bylaws being made available to the directors/members as deemed necessary but in any event every new director shall receive the most recently amended copy.

## **Article 16 RULES OF CONDUCT**

**Section 16.1 Conflict of Interest.** The Directors shall design or, cause to be designed, and ensure implementation of a conflict- of-interest policy based on the principles of

- (a) Commitment to duties,
- (b) The duty of undivided loyalty,
- (c) The duty of care,
- (d) Prohibition against self-dealing,
- (e) Need for accountability and stewardship.

**Section 16.2 Privacy.** The Directors shall design and ensure on-going implementation of a privacy policy to comply with Canada's Personal Information Protection and Electronic Documents Act ("PIPEDA"), the Personal Health Information Protection Act ("PHIPA") and industry standards.

**Section 16.3 Harassment.** The Directors shall design or, cause to be designed, and ensure on-going implementation of a policy providing an environment in which all people are equal in dignity, rights and responsibilities when it comes to employment and/or the provision of goods, services, accommodation or facilities customarily available to the public.

**Section 16.4 Acceptance.** The directors and all persons occupying a position of authority over another individual- staff and/or volunteer- shall be informed of the contents of this section as well as related policies and procedures.

## **Article 17 EXECUTION OF DOCUMENTS**

**Section 17.1 Authority to bind.** The Chief Executive Officer is presumptively authorized to sign and deliver any contract, cheque, deed, lease, or other document to carry out an action or complete a transaction that has been authorized by the Corporation's Board or (subject to the full Board's approval or ratification) the Executive Committee.

**Section 17.2 In the absence of CEO.** In the absence of the CEO then the authority to bind the organization as described in Section 17.01, transfers to The Senior Clinical Manager.

**Section 17.3 May sign.** Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, deeds, transfers, licences, contracts, and engagements on behalf of the

Corporation may be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix, or cause to be affixed, the seal of the Corporation to such instruments as require the same.

**Section 17.4 May enter into contracts.** Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, or by any person authorized by the Board.

**Section 17.5 Directors may direct execution.** Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

**Section 17.6 Directors ultimately responsible.** The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **Article 18 MEMBERSHIP OF THE CORPORATION**

**Section 18.1 Composition of membership.** The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such Directors, partnerships and other legal entities each as is admitted as a member by the Board of Directors.

**Section 18.2 Secretary to advise.** Each member shall promptly be informed by the Secretary of his admission as a member.

## **Article 19 DUES**

**Section 19.1 No dues.** There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by unanimous vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

**Section 19.2 If dues deemed necessary.** The Secretary shall notify the members of the dues or fees at any time payable by them and, if any are not paid within 30 days of the date of such notice the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

## **Article 20 ANNUAL AND OTHER MEETINGS OF MEMBERS**

**Section 20.1 Place and time of meeting.** The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said directors shall appoint.

**Section 20.2 Appoint auditor.** At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year.

**Section 20.3 Business requires due notice.** The members may consider and transact any business, either special or general, provided that notice thereof be received in writing at the Head Office of the Corporation at least five days, exclusive of Saturday, Sunday or Statutory Holiday, in advance of the meeting.

**Section 20.4 Power to call a meeting.** The Board of Directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation.

**Section 20.5 Public notice shall be given.** Public notice of members' meetings, annual or general, shall be published on the website of the Corporation.

**Section 20.6 Notice to members required.** Notice of the time and place of every such meeting shall be given to each member not less than ten (10) days before the time fixed for the holding of such meeting, by sending the notice pursuant to Article 26 of these bylaws; provided that any meetings of members may be held at any time and place without such notice.

## **Article 21 ERROR OR OMISSION IN NOTICE**

**Section 21.1 Meeting not invalidated.** No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

**Section 21.2** Any meetings of the Corporation or of the directors may be adjourn to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place.

**Section 21.3** No notice shall be required of any such adjournment. Such adjournment may be notwithstanding that no quorum is present.

## **Article 22 VOTING OF MEMBERS, MEMBER QUORUM**

**Section 22.1 One vote; must be present.** Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members to be entitled to one vote on a question-

**Section 22.2 Dues if applicable to be paid.** No member shall be entitled to vote at meetings of the Corporation unless he is in good standing.

**Section 22.3 Majority of votes.** At all meetings of members every question shall be decided by a majority of the votes of the members present in person unless otherwise required by the by-laws of the Corporation, or by law.

**Section 22.4 Show of hands.** Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

**Section 22.5 If poll demanded and not withdrawn.** The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the President shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a second or casting vote.

**Section 22.6 Quorum of members.** A quorum for the transaction of business at any meeting of members shall consist of 50% of the total members plus one member present in person. For greater certainty, when 50% results in a fraction then, the number will be rounded up to the next whole to which one (1) shall be added.

## **Article 23 FINANCIAL YEAR**

**Section 23.1 March 31.** Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

## **Article 24 CHEQUES ETC.**

**Section 24.1 Signing Officers by Resolution.** All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 24.2 Only one to endorse.** Any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same way be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose.

**Section 24.3 Same one to settle etc.** Any one of such officers or, agents so appointed, may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

## **Article 25 DEPOSIT OF SECURITIES FOR SAFEKEEPING**

**Section 25.1 Depositories of securities.** The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors.

**Section 25.2 Corporation to approve deposit removal.** Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances.

**Section 25.3 Institutions to be held harmless.** The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## **Article 26 NOTICE**

**Section 26.1 Method of giving notice.** Whenever under the provisions of the by-laws of the Corporation, notice is required to be given, such notice may be given by ordinary mail or by any other method, including registered mail, certified mail, prepaid courier or electronic means.

**Section 26.2 Time sent clarified.** A notice or other document so sent by post shall be held to be received three (3) business days after the time when the same was deposited in a post office or public letter-box as aforesaid.

**Section 26.3 Last known address proper.** For the purpose of sending any notice the address of any member, Corporation or officer shall be his last mailing or electronic address as recorded on the books of the Corporation.

## **Article 27 BORROWING**

**Section 27.1** The directors may from time to time:

(a) borrow money on the credit of the Corporation; or

(b) issue, sell or pledge securities of the Corporation; or

(c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights powers, franchises and undertakings, to secure any securities or any money borrowed, or other debts, or any other obligation or liability of the Corporation.

**Section 27.2** From time to time the Directors may authorize any director, officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

## **Article 28 INSURANCE**

**Section 28.1 Directors and officers to be indemnified.** Every director and every officer of the Corporation and his heirs, executors, administrators and other legal personal representatives shall, from time to time and at all times, be indemnified and saved harmless by the Corporation from and against:

(1) any liability and all costs, charges and expenses that he/she sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of anything done or permitted by him in respect of the execution of the duties of his office; and

(2) all other costs, charges and expenses that he/she sustains or incurs in respect of the affairs of the Corporation;

provided that no director or officer of the Corporation shall be indemnified by it in respect of any liability, costs, charges or expenses that he/she sustains or incurs in or about any action, suit or other proceeding as a result of which he/she is adjudged to be in breach of any duty or responsibility imposed upon him under the Business Corporations Act, or under any other statute, unless in an action brought against him in his capacity as a director or officer he has achieved complete or substantial success as a defendant.

**Section 28.2 Insurance shall be purchased.** The Corporation shall purchase and maintain such insurance for the benefit of its directors and officers as the board may from time to time determine, except insurance against a liability, cost, charge or expense of the Corporation or officer incurred as a result of a contravention of Section 144 of the Business Corporations Act.

## **Article 29 DISSOLUTION**

**Section 29.1** In case of the dissolution of the Huron-Perth Centre, after providing for the debts and obligations of the organization, all remaining assets shall be distributed to one or more registered charities recognized under the Income Tax Act as qualified recipients of the donation, with the first choice being a qualified recipient with a mandated focus of diagnosis and treatment of mental health issues in children and youth.

## **Article 30 INTERPRETATION**

**Section 30.1** In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to person shall include firms and Directors.

**Section 30.2** The highlighted words at the commencement of each section are for ease of reference and shall not be interpreted to have substance in the meaning of the Bylaws.

## **Article 31 RECORD OF CHANGES**

**Section 31.1** Original Bylaws PASSED by the Board of Directors and sealed with the Corporate Seal 1976.

**Section 31.2** AMENDED by Special Resolutions during the period from the year 1976 until the year 2010.

**Section 31.3** Original Bylaws and subsequent Special Resolutions RESCINDED AND REPLACED BY THIS DOCUMENT by Special Resolution, PASSED by the Members and sealed with the Corporate Seal this day of October, 2011

PRESIDENT -

SECRETARY-

**Record of subsequent Amendments now included**

- 1 **Head Office** - from Clinton to Stratford – AGM Holmesville, September 27, 2012
- 2 **Standing Committees** – “Audit” renamed “Audit and Risk Management”; additional Committee on “Governance”-Special Meeting- Clinton, March 21, 2013
- 3 **Quorum** – amended (at 3.1) to mean directors on record at the date and time of a vote being called. AGM Stratford, June 19, 2014.

*The following revisions 4, 5, 6 and 7 approved at a special meeting of the members –Stratford, November 20, 2014.*

- 4 **Robert’s Rules of Order shall govern** - added as Section 4.9
- 5 **Sign the minutes after approval and with corrections noted** – added as Section 12.5
- 6 **Secretary to “, or cause to be recorded,”** – added to reference the recording of minutes at Section 12.4
- 7 **The position of Secretary made gender neutral** - in Sections 12.4 and 12.6.

*The following revisions 8, 9, 10 and 11 approved at a special meeting of the members –Stratford, January 22, 2015.*

- 8 **Article 30** be renumbered to Article 31 and the existing Article 29 be renumbered Article 30.
- 9 **Dissolution** – added as Article 29.
- 10 **Bylaws to be under current maintenance** – added as Section 15.6
- 11 **Article 18 “Books and Records”** renumbered to Section 17.6 to correct numbering error

*The following revisions 12 and 13 approved at a special meeting of the members – Dublin, November 10, 2016.*

- 12 **Section 13.1** changing Chief Operating Officer to Chief Executive Officer.
- 13 With **Section 13** being renumbered, sections in Articles 30 and 31 to agree with article renumbering.