

ByLaws of the Civitan International Foundation of Canada

MISSION STATEMENT:

The following mission statement was established some years ago for inclusion with the foundation's listing in the Canadian Donor's Guide.

Financially support research, education, public awareness and services to aid the mentally, physically and developmentally challenged.

Section 1 - General

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of trustees of the Corporation;
- c. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the corporation that has passed these by-laws under the *Act* or that is deemed to have passed these by-laws under the *Act*;
- f. "Trustee" means an individual occupying the position of trustee of the Corporation by whatever name he or she is called;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation; and
- i. "Officer" means an officer of the Corporation.

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1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

1.04 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.05 FUNDAMENTAL PURPOSE OF THE FOUNDATION – it is to be a charitable corporation which seeks to encourage and recognize the ideals and projects of Civitan in Canada; to develop understanding of basic human freedoms; to support major projects with special emphasis on aid to the mentally challenged and the physically challenged.

1.06 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Trustees. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

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Section 2 - Trustees

2.01 Election and Term

The Trustees shall be elected by the Members at the first meeting of Members and at each succeeding annual meeting. The term of office of the Trustees (subject to the provisions, if any, of the articles) shall be from October 01 to September 30 of the calendar year.

2.02 Vacancies

The office of a Trustee shall be vacated immediately:

1. if the Trustee resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
2. if the Trustee dies or becomes bankrupt;
3. if the Trustee is found to be incapable by a court or incapable of managing property under Ontario law; or
4. if, at a meeting of the Members, the Members by ordinary resolution removes the Trustee before the expiration of the Trustee's term of office.

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Trustee appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Trustee's predecessor:

1. if the vacancy occurs as a result of the Members removing a Trustee, the Members may fill the vacancy by an ordinary resolution;
2. if there is not a quorum of Trustees or there has been a failure to elect the number or minimum number of Trustees set out in the articles, the Trustees in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Trustees in office, the meeting may be called by any Member; and
3. a quorum of Trustees may fill a vacancy among the Trustees.

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4. MEMBERSHIP – There shall be three (3) types of memberships in the Foundation, namely: District Members, Club Members and Independent Members. a. District Members – District members shall be all members of each districts' Board of Directors. b. Club Members – Each Civitan club of Civitan International in Canada, upon payment of the annual membership dues in accordance with the provisions of the by-law of the Foundation and set forth by the Board of Trustees of the Civitan International Foundation of Canada, shall be entitled to one (1) representative or delegate at all meetings of the members of the Foundation. Such representative or delegate may be either the president of the club or another member of such club appointed by such president to serve in this capacity.
. INDEPENDENT MEMBERS – The Independent Members consist of the applicants for the incorporation of the Foundation and such other individuals and such corporations, partnerships and other legal entities as are admitted as members by the board of trustees. They shall pay annual membership dues in accordance with provisions of the by-law of the Foundation. Save as aforesaid each member shall be entitled to one (1) vote on each question arising at any special or general meeting of the members of the Foundation.
5. ANNUAL AND OTHER MEETINGS OF MEMBERS – There shall be an annual meeting of the Foundation's members which shall be held during the annual convention of Region 5 of Civitan International, if possible, and at the same place as such annual convention. If a suitable time and location at said convention cannot be arranged then the Foundation board of trustees shall call said meeting as close to the end of the Civitan International fiscal year as possible at a location selected by the Foundation trustees. In the absence of the Chair, the members present will select a Chair pro tem from among their numbers. At every annual meeting, in addition to any other business that may be transacted, the report of the trustees and the financial statements and the report of the auditors shall be presented. A board of trustees shall be elected and the auditors for the ensuing year shall be appointed and the remuneration fixed. Members may consider and transact any business either special or general without any notice thereof at any meeting of the members.
6. No error or omission in giving notice of the annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Foundation shall invalidate such meetings or make void any proceedings taken thereat. Any member may at any time waive notice of any such meeting. It may ratify, approve and confirm any or all proceedings taken or had thereat for the purpose of sending notice to any member, trustee or officer for any meeting or otherwise. The address of any member, trustee or officer shall be his or her last address recorded on the books of the Foundation.

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7. **VOTING OF MEMBERS** – Subject to the provisions, if any, contained in “Letters Patent” of the Foundation, each member of the Foundation shall at all meetings of members be entitled on one (1) vote in the case of a club member by its representative or delegate. This representative or delegate need not be a members. No member shall be entitled at meetings of the Foundation, either in person, or delegate, to vote unless he or she has paid all dues and fees, if any, then payable by him or her. At all meetings of members each question shall be decided by a majority of the votes of the members present in person or delegate unless otherwise required by the by-laws of the Foundation. Each question shall be decided in the first instance by a show of hands unless a poll is demanded. Upon a show of hands every member having voting rights shall have one (1) vote unless a poll is demanded. A declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Foundation shall be admissible in evidence as prima facia proof of the fact without proof of the numbers or proportion of the votes accorded in favour or against such resolution. The 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 delegates and such poll shall be deemed the decision of the Foundation in general meeting upon the matter in question. In the case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote.

8. **BOARD OF TRUSTEES** – The affairs of the Foundation shall be managed by a board of eight (8) trustees; a. One (1) whom shall be appointed from within the board of each district of Region 5 of Civitan in Canada.
Two (2), to be elected, at the annual meeting by the club members, one from each district.
c. Two (2), to be elected, at the annual general meeting by the independent members, one from each district.

9. Two (2) trustees shall be appointed at the first meeting of the elected Foundation trustees following the annual meeting. These appointments will be made from the general membership of the Foundation. The appointed and elected trustees shall hold office until the first annual meeting after he or she has been elected. The board shall be retired but those trustees who are elected shall be eligible for reelection if otherwise qualified. The district’s representative trustees shall hold the Foundation trustee position until his or her successor shall have been duly elected and their successors take office. The election of trustees may be by a show of hands unless a ballot is demanded by a member.

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10. . In the event the eight trustees feel none of them is qualified to assume the treasurer position, a person they feel is qualified may be appointed for a honorarium and their expenses would be reimbursed.

2.04 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number a managing Trustee or a committee of Trustees and may delegate to the managing Trustee or committee any of the powers of the Trustees except those powers set out in the *Act* that are not permitted to be delegated; and
2. Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.05 Remuneration of Trustees.

The Trustees shall serve as such without remuneration and no Trustee shall directly or indirectly receive any profit from occupying the position of Trustee; subject to the following:

1. Trustees may be reimbursed for reasonable expenses they incur in the performance of their Trustees' duties;
2. Trustees may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Trustees, provided that the amount of any such remuneration or reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions of the *Act*; and
3. Notwithstanding the foregoing, no Trustee shall be entitled to any remuneration for services as a Trustee or in other capacity if the Corporation is a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

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Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Trustees may be called by the Chair, president or any two Trustees at any time and any place on notice as required by this By-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Trustee may call the first meeting of the Trustees by giving not less than five days' notice to each Trustee, stating the time and place of the meeting.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Trustee, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this By-law to every Trustee of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Trustees are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Trustees is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Trustees present shall choose one of their number to act as the Chair.

3.05 Voting

The Foundation will conduct its business using Roberts Rules.

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3.06 Participation by Telephonic or Electronic Means

If all of the Trustees of the Corporation consent, a Trustee may participate in a meeting of the Board or of a committee of Trustees by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Trustee participating by such means is deemed to be present at that meeting.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on September 30 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 - Officers

5.01 Officers

The Board shall appoint from among the Trustees a Chair and may appoint any other person to be president, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- a. the Officer's successor being appointed,
- b. the Officer's resignation, or
- c. such Officer's death.

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5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Secretary

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

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Section 6 - Protection of Trustees and Others

6.01 Protection of Trustees and Officers

No Trustee, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Trustee, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

1. complied with the *Act* and the Corporation's articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the *Act*

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Trustee who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Trustee shall attend any part of a meeting of Trustees during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

7.02 Charitable Corporations

No Trustee shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

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Section 8 - Members

8.01 Members

Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board.

8.02 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.

8.03 Disciplinary Act or Termination of Membership for Cause

1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Canada fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;

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- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f. election of Trustees; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Trustees may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

9.03 Notice

Subject to the *Act*, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Trustee and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

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9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Trustee as chair and if no Trustee is present or if all of the Trustees present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes.

The Foundation will conduct its business using Roberts Rules.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Trustees, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the *Act* or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

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Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Trustee or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Trustee at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

10.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Trustee, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 11 – Dissolution of the Foundation

11.01 (1) Upon a winding up,

(a) the liquidator shall apply the property of the Foundation in satisfaction of all its debts, obligations and liabilities;

(b) after satisfying the interests of the Foundation's creditors in all its debts, obligations and liabilities, if any, the liquidator shall distribute the remaining property,

(2) if it is a charitable corporation, to a Canadian body corporate that is a registered charity under the *Income Tax Act* (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada,

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Section 12 - Adoption and Amendment of By-laws

12.01 Amendments to By-laws

The Board may from time to time in accordance with the *Act* amend or repeal and replace this By-law.

Enacted [insert date, except where Corporation is deemed to have passed this by-law under subsection 18(1) of the *Act*].

INTERPRETATION – In this by-law and all other by-laws of the Foundation hereafter passed unless the context otherwise requires, words importing the singular gender or the masculine gender shall include the plural or the feminine gender as the case may be and the vice versa and references to persons shall include firms and corporations.

Passed by the membership and sealed with the corporate seal this _____

day of _____

President/Chair

Secretary

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Schedule A

Position Description of the President

Role Statement

If appointed, the president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The president shall be entitled to receive notice or and to attend and speak at all meetings of the Board and of meetings of Members as a non-member thereof without the right to vote, save and except when the Board is discussing the position, salary or benefits of the president.

Responsibilities

Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies, planning and performance information are appropriately presented to the Board.

Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

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Representation

Assign a Trustee as the Board's primary contact with the public.

Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct

Set a high standard for Board conduct and enforce policies and By-laws concerning Trustees' conduct.

Mentorship

Serve as a mentor to other Trustees. Ensure that all Trustees contribute fully. Address issues associated with underperformance of individual Trustees.

Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership

Serve as member on all Board committees.

Schedule B

Position Description of the Treasurer

Role Statement

If appointed, the treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

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Responsibilities

Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship

Serve as a mentor to other Trustees.

Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Keep a roll of the names and addresses of the Members.

Schedule C

Position Description of the Secretary

Role Statement

If appointed, the secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

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Responsibilities

Board Conduct

Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Trustees' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.