

## BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of

### **CANADIAN COUNCIL ON REHABILITATION AND WORK (CCRW)** (the “Corporation”)

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BE IT ENACTED as a By-law of the Corporation as follows.

Upon this By-law coming into effect, all previous By-laws of the Corporation are revoked.

## **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 Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) “Board” means the Board of Directors of the Corporation and “Director” means a member of the Board;
- d) “By-law” means this By-law and any other By-law of the Corporation as amended and which are, from time to time, in force and effect;
- e) “Meeting of Members” includes an annual Meeting of Members or a Special Meeting of Members; “Special Meeting of Members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f) “Ordinary Resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g) “Officer” means Officer of the Corporation as set out in Section 7;
- h) “Special Resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **1.02 Interpretation**

In the interpretation of this By-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these By-laws.

## **1.03 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed in a manner, which the Board, in accordance with Board policy, shall set from time to time by Board Resolution. In addition, the Board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed and who may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

## **1.04 Financial Year End**

The financial year-end of the Corporation shall be March 31 in each year.

## **1.05 Annual Financial Statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

# **SECTION 2 — Membership – Matters Requiring Special Resolution**

## **2.01 Membership Conditions**

Membership is comprised of current Directors of the Corporation

## **2.02 Notice of Meeting of Members**

Notice of the time and place of a Meeting of Members shall be given to each member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be

held.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a Special Resolution of the members is required to make any amendment to the By-laws of the Corporation to change the manner of giving notice to members entitled to vote at a Meeting of Members.

## **SECTION 3 — MEMBERSHIP**

### **3.01 Termination of Membership**

Membership in the Corporation is terminated when the member ceases to be a Director of the Corporation.

## **SECTION 4 — MEETINGS OF MEMBERS**

### **4.01 Persons Entitled to be Present**

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors, the President & CEO, if appointed, and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

### **4.02 Votes to Govern**

At any Meeting of Members every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by a majority of the votes cast on the questions. In case of an equality of votes the motion will fail.

### **4.03 Members' Meetings Held Entirely by Electronic Means**

If the Directors or members of the Corporation call a Meeting of Members pursuant to the Act, those Directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

## **SECTION 5 — DIRECTORS**

### **5.01 Termination of Office**

The office of a Director shall automatically be vacated if:

a) the Director resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the

resignation;

b) the Director is removed from office or is or is otherwise terminated in accordance with the Articles or By-laws;

c) the Director's term in office is completed;

d) the Corporation is liquidated or dissolved under the Act; or

e) dies, or is disqualified from office under the Act.

Subject to the Articles, upon any termination of a Director, the rights of the Director, including any rights in the property of the Corporation, automatically cease to exist.

### **5.02 Number of Directors**

The Board shall consist of the minimum and maximum number of directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number of the Directors, by resolution of the Board

### **5.03 Election and Term**

Subject to the Articles, the members will elect the directors at the first Meeting of Members and at each succeeding annual meeting at which an election of Directors is required, and the Directors shall be elected to hold office for a term expiring not later than the close of the third annual Meeting of Members following the election, to a maximum of three consecutive terms. A candidate may apply for re-election after one year.

## **SECTION 6 — MEETINGS OF DIRECTORS**

### **6.01 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. The Board shall hold a minimum of 6 (six) times per year. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice. The Board may determine that any meeting shall be held, in accordance with the Act and the Regulations, entirely by means of telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

### **6.02 Votes to Govern**

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the motion fails.

## SECTION 7 — OFFICERS

### 7.01 Description of Offices

The Officers of the Corporation shall be elected or appointed by the Board of Directors. The Officers shall consist of an elected Chair, Vice-Chair, Treasurer and Secretary and, if appointed, the President & CEO plus such other Officers as the Board may, by resolution, determine. The Vice-Chair, Treasurer and Secretary shall be elected for a one (1) year term. The election of the Chair will be for a three (3) year term. The Officers, who are not employees, shall not receive any remuneration for their service on the Board.

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are elected or appointed, shall have the following duties and powers associated with their positions:

a) **Chair of the Board** - The Chair of the Board, if one is to be appointed, shall be a Director. The Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Chair shall have such other duties and powers as the Board may specify.

b) **Vice-Chair of the Board** - The Vice-Chair of the Board, if one is to be appointed, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members. The Vice-Chair shall have such other duties and powers as the Board may specify.

d) **Secretary** – If appointed, the Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at meetings of the Board and committees of the Board and at Meetings of Members; the Secretary shall give, or cause to be given, as and when instructed, notices to members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

e) **Treasurer** - If appointed, the Treasurer shall have such powers and duties as the Board may specify.

f) **President & CEO** - If appointed, the President & CEO shall have such powers and duties as the Board may specify and shall be required to attend Board meetings, at the discretion of the Board.

g) The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer

## SECTION 8 — NOTICES

### **8.01 Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a Meeting of Members or a meeting of the Board of Directors, pursuant to the Act, the Articles, the By-laws or otherwise to a member, Director, Officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of Directors) or section 134 (Notice of change of Directors) of the Act; or
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, Director, Officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, type-written or printed.

### **8.02 Invalidity of any provisions of this By-law**

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.

### **8.03 Omissions and Errors**

The accidental omission to give any notice to any member, Director, Officer, member of a committee of the Board or public accountant, 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 9 — INDEMNIFICATION**

## 9.01 Indemnification

No member of the Board of Directors or Officer shall be liable for the acts, receipts, neglects, or defaults of any other member of the Board of Directors or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of the council shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortuous acts of any person with whom any of the monies, securities, or effects of the Corporation shall be deposited, or for any loss occasioned by any error or judgment or oversight on her/his part, or for any other loss, damage, or misfortune whatever that shall happen in the execution of the duties of her/his office or in relation thereto; provided that nothing herein shall relieve any member of the Board of Directors or Officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any branch of any thereof.

### Indemnity

Subject to the limitations contained in the Act, the Corporation shall indemnify a member of the Board of Directors or Officer or a former member of the Board of Directors or Officer and her/his heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him/her in respect of any civil, criminal, or administrative action or proceeding to which she/he is made a party by reason of being or having been a member of the Board of Directors or Officer of the Corporation if:

- a) She/he acted honestly and in good faith with a view to the best interests of the Corporation and
- b) In the case of criminal or administrative action or proceeding that is enforced by a monetary penalty, she/he had reasonable grounds for believing that her/his conduct was lawful.

The Corporation shall also indemnify such person in such other circumstances, as the Act does not preclude.

## 9.02 Insurance

The Board shall cause to be purchased and maintained such insurance, as it considers advisable and necessary, to ensure that Directors, Officers and Board committee members will be indemnified and saved harmless in accordance with this By-Law. The premiums for such insurance coverage shall be paid from the funds of the Corporation.