COMMUNITY LIVING
Ontario
Inspiring Possibilities

INTÉGRATION COMMUNAUTAIRE
Ontario
Inspirant des possibilités

CONSTITUTION
and
BY-LAWS

Current as of September 2016
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CONSTITUTION

NAME

The Community Living Ontario was formed originally as the Ontario Association for Retarded Children on April 27/1953 and incorporated by Letters Patent April 23/1954 under the Companies Act (now Corporations Act) of the Province of Ontario. The Association changed its name in 1965 to the Ontario Association for the Mentally Retarded and in May of 1987 to the Ontario Association for Community Living - Association pour l'integration communautaire de l'Ontario and subsequently in June 2002 to Community Living Ontario (in English). In May 2003 the Board of Directors passed a motion to change the French name to Intégration communautaire Ontario.

PURPOSE (OBJECTS)

The purpose of the Association as adopted in May, 1994 and stated in the Objects of the Letters Patent are three-fold:

1. To further the social well-being of people who have intellectual disabilities by ensuring that they have opportunities for optimal personal development and the necessary support to realize personal aspirations and that the likelihood of acquiring a handicap is minimized.

2. To encourage respect of people with intellectual disabilities as equal citizens by educating and encouraging the community and furthering development of the community's capacity to include, support and accommodate people who have intellectual disabilities.

3. To unify the efforts of Associations by linking together those Associations as a Confederation in the pursuit of the Objects of the Association.

BY-LAWS

1. HEAD OFFICE

The Head Office of the Association shall be in the City of Toronto in the Province of Ontario and at such place therein as the Board of Directors may from time to time determine.

2. MEMBERSHIP

2.1 Composition

(1) Community Living Ontario shall be an Association of individuals and organizations that subscribe to the Vision and Goal of Community Living Ontario and that seek membership. The Members shall be in four categories:

(a) **Individual Members** shall be persons who seek to be members of Community Living Ontario as individual persons within the terms of these By-Laws;

(b) **Affiliate Associations** shall be organizations that subscribe to the Vision and Goal of Community Living Ontario and have as a primary objective the delivery of services to people who have an intellectual disability;

(c) **Partner Associations** shall be organized groups or corporations that subscribe to the Vision and Goal of Community Living Ontario and seek membership including advocacy organizations, parent and family organizations, and other allied community organizations that do not have as a primary objective the delivery of services to people who have an intellectual disability; and

(d) **Honorary Life Members** shall be persons who have made an outstanding contribution to the Association or to the Community Living movement and on whom Honorary Life Membership has been conferred by the Board of Directors as provided in these By-Laws.

(2) Each Affiliate or Partner Association shall enter into a Membership Agreement with Community Living Ontario. Membership Agreements shall specify the Vision and Goal of Community Living shared between the two associations, and the mutual obligations and benefits of membership for both associations. Membership Agreements shall be for a fixed term of one year beginning April 1 and ending March 31 of the following year, renewable annually.

(3) Each individual member of a Member Association shall enjoy the rights and privileges of individual membership in Community Living Ontario. The Member Association shall act on behalf of its individual members in respect of all duties and prerogatives under the By-laws of Community Living Ontario as specified in their membership agreement. All other persons who wish to become an Individual Member

of Community Living Ontario, not by means of membership in a Member Association, may apply to the Board of Directors for Individual Membership in Community Living Ontario.

2.2 Eligibility for Office

(1) Any individual member in good standing of a Member Association, provided he or she is not an employee of the Association at any level, shall be deemed to be an individual member of Community Living Ontario and thereby eligible for nomination and election to the Board of Directors.

(2) Any person who is an Individual Member in good standing shall be eligible for nomination and election to the Board of Directors.

2.3 Rights and Privileges

(1) Individual Members are entitled to full participation in the activities of Community Living Ontario excluding only the right to vote at Annual General Meetings or Special General Meetings of Community Living Ontario.

(2) Affiliate Associations are entitled to full participation in the activities of Community Living Ontario including the right to vote at Annual General Meetings or Special General Meetings of Community Living Ontario according to the system of delegated voting defined in these By-Laws.

(3) Partner Associations are entitled to full participation in the activities of Community Living Ontario excluding only the right to vote at Annual General Meetings or Special General Meetings of Community Living Ontario

2.4 Responsibilities

Members are responsible for holding the Board of Directors accountable and monitoring its activities.

3. CONFEDERATION

The form of Community Living Ontario shall be that of a confederation of like-minded individuals and organizations united in a common purpose.

3.1 Composition

Community Living Ontario shall be composed of local Associations that are joined together in a common cause including Individual Members, Affiliate Associations and Partner Associations, as provided in Article 2 of these By-laws.

3.2 Eligibility

(1) Individual members and Associations in good standing are those Individual Members, Affiliate Associations and Partner Associations, of Community Living Ontario for which the assessment or membership fee for the previous year has been paid in full or for which suitable arrangements satisfactory to the Board of Directors to fulfill that obligation have been made.

(2) Any voluntary organization that requests designation as an Affiliate Association or Partner Association may be granted status by the Board of Directors in accordance with these By-Laws and procedures determined by the Board from time to time, and provided that applicants supply evidence that:

(a) the association is an organization with Purposes that are consistent with those of Community Living Ontario as specified in the Agreement of Membership in Community Living Ontario;

(b) the association is membership-based and structurally accountable to that membership;

(c) the association agrees to abide by legal and ethical standards consistent with the Purpose of Community Living Ontario and the underlying Goal and Vision as specified in the Agreement of Membership in Community Living Ontario.

3.3 Certificate of Membership in Community Living Ontario

Evidence of Membership shall be in the form of a Certificate signed by the President or Secretary of Community Living Ontario. A certificate of Membership in Community Living Ontario shall be issued upon receipt at the head office of an Agreement of Membership signed by a signing officer of each of the parties to the agreement.

3.4 Rights and Privileges

3.4.1 Individual Member

Any individual over the age of 18 who wishes to be a Member of Community Living Ontario in order to participate in the Association and who pays a membership fee as determined by the Board of Directors shall enjoy the rights and privileges of membership which shall include:

a) acting on one's own behalf in respect of duties and prerogatives under these By-Laws;

b) access to digital communications and information systems provided by Community Living Ontario to Members of Community Living Ontario;

c) rights and privileges as determined by the Board of Directors from time to time including non-voting participation in Annual and Special General Meetings and speaking to business under consideration at such meetings.

3.4.2 Affiliate Associations

Affiliate Associations of Community Living Ontario shall enjoy all rights and privileges of affiliation which shall include:

(a) acting on behalf of their individual members in respect of duties and prerogatives under these By-Laws;

(b) use of the name, logo, and branding of Community Living Ontario in public identification and promotion;

(c) access to digital communications and information systems provided by Community Living Ontario to Affiliates;

(d) determination of the means by which their members choose delegates to represent them at Annual General Meetings or Special General Meetings of Community Living Ontario;

(e) proposal of amendments to the By-Laws and other governing instruments of Community Living Ontario;

(f) the right to vote at Annual General Meetings or Special General Meetings of Community Living Ontario; and

(g) support from Community Living Ontario subject only to limitations imposed by the adopted policies and budgetary requirements of Community Living Ontario.

3.4.3 Partner Associations

Groups or organizations that have demonstrated their support for the work and Vision of Community Living Ontario may be admitted as a Partner Association of Community Living Ontario and shall enjoy certain rights and privileges of association which shall include:

(a) acting on behalf of their individual members in respect of duties and prerogatives under these By-Laws;

(b) access to digital communications and information systems provided by Community Living Ontario to Partner Associations;

(c) determination of the means by which their members choose delegates to represent them as non-voting participants at Annual General Meetings or Special General

Meetings of Community Living Ontario;

(d) proposal of amendments to the By-Laws and other governing instruments of Community Living Ontario; and

(e) support from Community Living Ontario subject only to limitations imposed by the adopted policies and budgetary requirements of Community Living Ontario

3.5 Assessments and fees

Annual assessments or fees shall be levied on Individual Members, Affiliate Associations and Partner Associations of Community Living Ontario, provided that:

(a) the assessment formula and Individual Member fee shall be determined by the Board of Directors and approved by the delegates at the Annual General Meeting or a Special General Meeting called for that purpose;

(b) the assessed amount for Affiliate Associations and Partner Associations shall be on a scale reflecting ability to pay but shall not exceed twenty thousand dollars

(c) assessments shall be paid quarterly by affiliated local Associations by April 1, July 1, October 1, and January 1 of the fiscal year in which they are due and interest shall be charged on outstanding assessments commencing on the day following their due date at the prime rate as set by the Association's principle Schedule A Bank(s); and

(d) the assessment formula shall remain in effect until amended by the delegates at the Annual General Meeting or at a Special General Meeting called for that purpose.

3.6 Revocation of Affiliate Associations, Partner Associations, and Individual Members Status

The status of any Individual Member, Affiliate Association, or Partner Association may be revoked for a stated cause by a three fourths (3/4) vote of all Community Living Ontario Directors, regardless of the number of Directors present, provided that the Board of Directors has sixty (60) days notice that such a vote will be held. The Individual Member, Affiliate Association, or Partner Association being considered has the right to attend the Board meeting to make representation regarding the matter and explain why they should be allowed to remain a member. Such notice and any subsequent revocation shall be in writing to the Individual Member, Affiliate Association, or Partner Association and sent by verifiable mail.

4. AFFILIATION WITH THE CANADIAN ASSOCIATION FOR COMMUNITY LIVING

The Association shall maintain affiliation with the Canadian Association for Community Living (CACL) and participate in the activities of CACL in accordance with the CACL By-Laws provided that:

(a) delegates representing Community Living Ontario at Annual or Special General Meetings of CACL must be members of the Association as defined in these By-Laws;

(b) delegates representing Community Living Ontario shall be approved by the Board of Directors or by those authorized by the Board of Directors to designate such delegates.

5. GENERAL MEETINGS

5.1 Annual General Meeting

(1) The Annual General Meeting shall be held at a time and a place to be determined by the Board of Directors, for transaction of the following business:

(a) approval of the minutes of the previous General Meeting;

(b) receipt and disposition of the Report of the Board of Directors and approval of the actions of the Board during the previous year;

(c) receipt and disposition of the report on assessment revenue reflected in the budget;

(d) receipt and disposition of the annual financial statement and Report of the Auditors;

(e) appointment of Auditors to hold office until the next Annual General Meeting and authorization of the Board to determine remuneration;

(f) election of Directors and Officers of the Association;

(g) amendment of By-laws when applicable;

(h) disposition of policy Resolutions; and

(i) the transaction of any other business, which is pertinent to the interests of the membership except business, which may not properly come before the assembly without prior notice.

(1) At the discretion of the Board of Directors, provision can be made for members to participate in the Annual General Meeting from a remote location using, telephone conference calls, video conference or other means of distant interactive communication.

5.2 Special General Meetings

(1) A Special General Meeting may be called by the President or by the Vice-President in the absence of the President, or by notice in writing to the Secretary from fifteen (15) Affiliate Associations.

(2) The business to be transacted shall be limited to those Motions and Resolutions specified in the notice calling the meeting except that:

(a) action may be taken on a matter for which no notice has been given if it is determined by a two-thirds (2/3) vote that either substance or timing demands such action; and

(b) action thus taken is ratified by the delegates at the next Annual General Meeting or Special General Meeting called for the purpose.

(3) At the discretion of the Board of Directors, provision can be made for members to participate in a Special General Meeting from a remote location using, telephone conference calls, video conference or other means of distant interactive communication.

5.3 Notice

(1) Notice of Meetings shall include the time and place of the meeting, the agenda and notices of Motions and Resolutions where applicable under these By-Laws.

(2) Notice shall be given to all members, current and incoming Directors, any group designated within the terms of these By-Laws to represent self-advocates, Honorary Life Members.

(3) Notice shall be distributed at least sixteen (16) weeks prior to an Annual General Meeting and at least six (6) weeks prior to a Special General Meeting.

5.4 Quorum

The quorum for Annual and Special General Meetings shall be the presence of delegates carrying votes that constitute 33% of votes to which delegations are entitled under Article 7.5 (1). (2003)

5.5 Voting

(1) Each affiliated local Association in good standing shall be entitled to three (3) votes and may name as many delegates as it has votes.

(2) Any affiliated local Association in good standing may appoint an additional delegate who must be between the ages of thirteen (13) and twenty-three (23) and the additional delegate, if present, shall be entitled to one (1) vote.

(3) Any affiliated local Association in good standing may appoint an additional delegate who must be a self-identified self-advocate and the additional delegate, if present, shall be entitled to one (1) vote.

(4) Each affiliated local Association shall appoint a Chief Delegate who may, in the absence of one or more members of the delegation, cast the balance of the three (3) votes to which all delegations are entitled.

(5) Votes allocated to additional delegates who are between the ages of thirteen (13) and twenty-three (23) or to additional delegates who are self-identified self-advocates may not be cast in their absence.

(6) Each affiliated local Association shall provide credentials for its delegation to the Secretary of the Association prior to an Annual or Special General Meeting.

5.6 Resolutions

Resolutions are an instrument for expressing the collective will of the membership and fall in one of the following three categories:

(a) To give direction or set limits on what means the Board of Directors may or may not use in the pursuit of Association goals;

(b) To add, amend or repeal a social policy position being advocated by Community Living Ontario; or

(c) To recognize the achievements and good work of members or external organizations, groups, or individuals.

Resolutions must relate to one of the three purposes above and they must meet the following requirements for submission:

(a) Resolutions may be submitted by any member, the Board and any group designated within the terms of these bylaws to represent self-advocates.

(b) Resolutions so submitted shall be referred to the Resolutions committee and refined if necessary in consultation with the originators.

(c) Notice of Resolutions shall be forwarded to Members by the Secretary at least twelve (12) weeks prior to the date of the Meeting.

(d) Resolutions in final form shall be distributed to Individual Members, Affiliate Associations, Partner Associations, Directors, The Council and The Provincial Executive Directors Coordinating Committee designated within the terms of these By-Laws.

(e) A Resolution for which no notice has been given may be presented to the Secretary or the Chair of the Annual General Meeting in writing and shall include a specific explanation as to why its substance or timing indicates sufficient urgency so as to justify consideration by the assembly. It may then be moved from the floor of the Annual General Meeting. The assembly shall determine, a two-thirds (2/3) vote, if the late resolution shall come before it.

6. NOMINATIONS AND ELECTIONS

6.1 Nomination Committee

(1) The Nomination Committee shall consist of a Chairperson and two (2) members elected or appointed by and from the Board of Directors and three (3) members of the Association who are not Directors. Appointment to the Committee shall not disqualify any otherwise eligible member from nomination to the Board.

(2) The Nominations Committee must include at least one member who currently resides in Northern Ontario.

(3) Appointment to the Committee shall not disqualify any otherwise eligible member from nomination for any position.

(4) The Nominating Committee shall strive to ensure that the composition of the Board is balanced geographically and includes members with the range of competencies needed for the organization to succeed in achieving its goals.

(5) The Nomination Committee shall meet at the call of the Chair at least twice (2) in the year and shall:

(a) inform Individual Members, Affiliate Associations, Partner Associations, current Directors and any group designated within the terms of these By-Laws to represent self-advocates of the qualifications and procedures for nomination and election, the positions to be filled by election at the next Annual General Meeting and the date twelve (12) weeks prior to the Annual General Meeting by which suggestions of potential nominees must be received if they are to be considered by the Committee and put forward to the AGM;

(b) prepare a list of all nominees for all vacant positions together with biographical information about each nominee in the interest of a balanced Board composition,

provided that each nominee shall have provided biographical information for publication and agreed by appropriate means to serve if elected; and

(c) circulate the list as in (b) above, at least eight (8) weeks prior to the Annual General Meeting.

6.2 Election of Directors

(1) The Chairperson of the Annual General Meeting shall call for the Chairperson of the Nomination Committee to present the list of nominees for all vacant positions of Director.

(2) There shall be no nominations from the floor.

(3) Election shall be by ballot.

(4) All two-year (2) and remainder-of-term positions shall be filled in descending order of votes received provided that the terms of Article 6.1 are met.

(5) Vacancies in elected positions held by Directors shall be filled by the Board for the remainder of the term unless the next Annual General Meeting will occur in less than sixty (60) days.

6.3 Installation

The Directors shall affirm their commitment to the Goal, Vision and Objects of the Association at an installation ceremony following the election.

7. BOARD OF DIRECTORS

At the end of the 2013 Annual General Meeting all current Regional Directors and Directors-at-large will be Directors-at-large and will be eligible to fulfill the balance of the term for which they were elected whether that was as a Regional Director or a Director-at-large. (2013)

If necessary, the provision describing the size of the Board will come into effect as current Directors complete their elected terms. (2013)

7.1 Composition

The Board of Directors shall consist of one (1) Director ex-officio who shall be the immediate Past President and twelve (12) elected Directors-at-large of whom at least two (2) shall be a family member of a person who has an intellectual disability and at least one (1) shall be a self-identified “self-advocate”. Directors-at-large shall be elected by delegates at an Annual General Meeting. In addition:

(a) One (1) Director shall be a self-identified "self-advocate" appointed by the Council. This position shall be filled by Council appointment when vacated.

(b) One (1) Director shall be an executive director of an Affiliate Association appointed by the Provincial Executive Directors' Coordinating Committee (PEDCC). This position shall be filled by PEDCC appointment when vacated. The position shall have the same rights, privileges, and duties as other members of the Board except the position has no vote.

(c) The Chief Executive Officer shall be a member of the Board with all rights, privileges, and duties as other members of the Board except the position has no vote.

7.2 Eligibility

(1) All Directors shall be aged eighteen (18) years or over, Members of an Affiliate Association, a Partner Association, or an Individual Member as defined in Article 2 of these by-laws and who have affirmed their commitment to the purposes of the Association.

(2) No Director may serve more than four (4) consecutive terms except that a candidate who has served four consecutive terms as a Director and is the current President is eligible for re-election to the office of President.

(3) Any employee of or any person who receives payment for services rendered to an Affiliate Association, a Partner Association, Community Living Ontario or the Canadian Association for Community Living, is not eligible to be a voting member of the board.

7.3 Terms of Office

Term of office shall be two (2) years to take effect immediately following the adjournment of the Annual General Meeting at which the election takes place provided that the terms of Directors shall be on a rotational basis, six (6) of the terms commencing in one year and six (6) of the terms commencing the following year.

7.4 Vacancies

Notwithstanding provisions elsewhere in these By-Laws for electing Directors, vacancies except in that Directorship held ex-officio by the immediate Past President shall be filled by the Board of Directors before the next scheduled meeting of the Board from among members eligible for election and for the remainder of the unexpired term provided that:

(a) a majority of Directors remains in office;

(b) vacancies shall be filled in a manner which maintains the requisite number of Directorships held by "self-advocates" and family members; and

(c) vacancies shall be filled in accordance with a contingency policy established by the Board at its first meeting after the Annual General Meeting.

7.5 Responsibilities

The Board of Directors shall assume all duties and responsibilities, formulate, record, and ensure the implementation of policy necessary for the conduct of the affairs of the Association in accordance with the Letters Patent and these By-Laws and in so doing:

(a) the Board of Directors shall elect from among their number at the first meeting of the Board following the Annual General Meeting the following Officers:

- President,
- Vice-President,
- Treasurer, and
- Executive Member-at-large;

(b) shall engage the Chief Executive Officer and exercise through the President such direction over the administrative affairs as necessary for effective pursuit of the Association's Objects;

(c) shall ensure that sufficient support is available to enable each Director to participate effectively and shall designate a body of self-advocates to represent the interests of self-advocates in matters before the Board;

(d) shall designate at least one (1) Director to monitor that the rights and interests of francophone members are being addressed;

(e) shall promote and support the interests and involvement of families at all levels of the Association;

(f) shall promote and support the interests and involvement of young people between the ages of thirteen (13) and twenty-three (23) at all levels of the Association;

(g) may authorize necessary expenditures including the purchase or rental of property and the making of contracts;

(h) may authorize the borrowing of money upon the credit of the Association on cheques, promissory notes, bills of exchange or otherwise in such amounts and subject to such terms as may be considered advisable;

(i) may assign, transfer, convey, hypothecate, mortgage, charge or pledge to or in favor of a bank or other financial institution any property of the Association, real or personal, movable or immovable, present or future, including book debts, unpaid

calls, rights, powers, undertakings, franchises and the Association's own debentures, as security for the fulfillment of any liabilities or obligations, present or future, of the Association to a bank or other financial institutions;

(j) may empower a bank or other financial institution or any person or persons to sell by public or private sale, assign, transfer or convey from time to time any such property;

(k) may sign, make, draw, accept, endorse, execute and deliver on behalf of and in the name of the Association all such cheques, promissory notes, bills of exchange, drafts, acceptances, order for the payment of money, warehouse receipts, bills of lading, agreements to give security, assignments, transfers, conveyances, hypothecs, mortgages, pledges, securities and other agreements, documents and instruments as may be necessary or useful in connection with the borrowing of money and other banking or financial business of the Association;

(l) may authorize at least two (2) or more Directors, Officers, employees or agents of the Association to exercise the responsibility of any of the rights, powers and authorities conferred by sub-sections (h), (i), (j), and (k); (1998) and

(m) may authorize the borrowing of money from a bank or other financial institution from time to time and the giving of security therefore;

(n) may authorize the signing by such Officers, employees or agents as shall be determined by the Board of Directors, of all cheques, bills of exchange or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Association;

(o) may establish procedures for obtaining such information from affiliated local Associations as may be necessary for the proper conduct of the affairs of the Association provided that the privacy and autonomy of affiliates is respected;

(p) may confer Individual Membership in Community Living Ontario on persons who have applied for membership;

(q) may confer Partner Association Membership in Community Living Ontario on organized groups or corporations that subscribe to the Vision and Goal of Community Living Ontario and seek membership including advocacy organizations, parent and family organizations, and other allied community organizations that have applied for;

(r) may confer Honorary Life Memberships in the Association on persons who have made outstanding contributions to the Association or to the Community Living movement; and

(s) shall provide a summary of the regular meetings minutes of the board of directors of Community Living Ontario to the presidents and executive directors of affiliated local

Associations by electronic transmission or mail within 30 calendar days on which the regular board meeting was held.

7.6 Accountability

Any action of the Board of Directors may be reviewed at the next Annual General Meeting or Special General Meeting called for the purpose but no act done or right acquired by such action shall be prejudicially affected by any amendment or rejection of the action.

7.7 Indemnity for any action, suit or proceeding

Every Director, and the heirs, executors and administrators, and estates and effects, respectively, of every Director, may, with the consent of the Association, given at an Annual or Special General Meeting of the Association, from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against:

(a) all costs, charges and expenses whatsoever that are sustained or incurred by the Director, in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by the Director in or about the execution of the duties of his or her office; and

(b) all other costs, charges or expenses that are sustained or incurred by the Director in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the willful default or neglect.

7.8 Remuneration

Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from the position of Director provided that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties.

7.9 Conflict of Interest

(1) Every Director who in any way directly or indirectly or who has a family member who in any way directly or indirectly has an interest in a proposed or existing contract or transaction of the Association shall make a full and fair declaration of the nature and extent of the interest at a meeting of the Board of Directors. (1998)

(2) In the case of a proposed contract or transaction, the declaration of interest shall be made at the meeting of the Board of Directors at which the question of entering into the contract or transaction is first taken into consideration or, if the Director or the Director's family member is not at the date of that meeting interested in the proposed contract or transaction, at the next meeting of the Board of Directors held after the Director or the Director's family member becomes so interested. (1998)

(3) In the case of an existing contract or transaction, the declaration shall be made at the first meeting of the Board of Directors after the Director assumes the office.

(4) After making such a declaration no Director shall vote on such a contract or transaction nor shall he or she be counted in the quorum in respect of such a contract or transaction.

(5) If a Director has made a declaration of an interest in a contract or transaction in compliance with the clause the Director is not accountable to the Association for any profit realized from the contract or transaction.

(6) If a Director fails to make a declaration of interest in a contract or transaction in compliance with this clause, the Director shall account to and reimburse the Association for all profits realized, directly or indirectly, from such contract or transaction.

7.10 Termination/Removal for Cause

(1) A Director whose conduct inhibits the functioning of the Association may be removed from office before the expiration of his or her term by a two-thirds (2/3) vote on a Motion at an Annual or Special General Meeting provided that notice of such Motion has been given.

(2) No Director shall knowingly disclose confidential information from Board meetings or use it to advance personal, financial or other interests which breach may result in removal from office. (1998)

(3) Upon a second consecutive absence of any member of the Board, without a reason or reasons for the absences that are determined by a policy of the Board, the President shall inform said member that his or her membership is terminated. Subsequently, the Director may appeal once to the Board for reinstatement. (1998)

8. MEETINGS OF THE BOARD OF DIRECTORS

8.1 Regular Meetings

(1) Regular Meetings shall be held at any place in Ontario not less than three (3) times a year.

(2) Meetings of the Board of Directors may be held by telephone conference or other means of distant communication at the Boards discretion.

8.2 Special Meetings

Meetings may be called by the President or by the Vice-President in the absence of the President or on petition to the Secretary by any eight (8) Directors provided that business transacted at a special meeting shall be limited to that specified in the Notice calling the meeting.

8.3 Notice

Notice shall be communicated to all Directors at least two (2) weeks in advance of the meeting and shall include a tentative agenda in the case of a regular meeting and shall specify the business to be transacted in the case of a special meeting.

8.4 Quorum

A quorum shall be a majority of Directors.

8.5 Executive Session (in camera)

The Board may move into executive session (in camera) only if the business to be transacted would otherwise breach employee confidentiality or jeopardize internal or external contract negotiation or cause discomfort or harm to any person or the family of any person or others with pertinent information relating to a situation involving a person in whose interests or to whose benefit the Association has in any way become involved.

9. OFFICERS

9.1 Composition

(1) The Elected Officers of the Association shall be a President, a Vice-President and a Treasurer.

(2) The Office of Secretary shall be filled by appointment of the Chief Executive Officer of the Association.

9.2 Eligibility

Candidates for office shall be Directors of the Association.

9.3 Term of Office

The term of office shall be one (1) year.

9.4 Vacancies

(1) If the Office of President becomes vacant, a meeting of the Board of Directors shall be held at the earliest opportunity to elect a new President and in the interim anything required or authorized to be done by the President may be done by the Vice-President.

(2) Vacancies in other Offices shall be filled for the balance of the unexpired terms by the Board of Directors from amongst those eligible to serve.

9.5 Responsibilities

(1) The President shall be the chief elected Officer of and spokesperson for the Association and exercise general supervision over its activities and in so doing shall:

(a) preside over all meetings of the Association, the Board of Directors and the Executive Committee or designate a substitute; and

(b) be a member ex-officio of all Committees and Task Forces with the exception of the Nomination Committee.

(2) The Vice-President shall assume the duties of the Presidency in the absence of the President and carry out such other duties as may be assigned by the Board of Directors or the President.

(3) The Treasurer shall oversee the financial affairs of the Association and in so doing shall:

(a) ensure that full and accurate accounts of all receipts and disbursements are maintained;

(b) ensure that all monies or other valuable effects in the name of and to the credit of the Association are deposited in such banks or other financial institutions as may be directed by the Board of Directors;

(c) ensure that funds are disbursed in accordance with the direction of the Board of Directors;

(d) ensure that the books of account are submitted for audit at the close of the financial year and present the audited financial statements to the membership at the Annual General Meeting; and

(e) be a member ex-officio of any Committee or Task Force that deals with the financial affairs of the Association.

(4) As the appointed Officer, the Chief Executive Officer shall act as Secretary to the Board of Directors and to the Executive Committee and shall ensure that Association business is conducted in accordance with the Letters Patent and By-Laws and in so doing shall:

(a) have custody of the Corporate Seal of the Association;

(b) supervise and manage the operation of the Association to achieve its goals and objectives;

(c) provide guidance, assistance and recommendations as necessary for the formulation of policy;

(d) advise the Board on matters relating to the securing of funds;

(e) select, assign and supervise all staff; and

(f) be a member ex-officio of all Committees except the Nomination Committee.

9.6 Termination/Removal for Cause

An Officer who fails to perform his or her duties or whose conduct inhibits the functioning of the Association may be removed from office before the expiration of his or her term by two-thirds (2/3) vote on a Motion of the Board provided that notice of such Motion has been given.

10. EXECUTIVE COMMITTEE

10.1 Composition

(1) The Executive Committee shall consist of those Officers who are Directors, one (1) additional member elected by and from the Board and the immediate Past President.

(2) An additional member of the Committee may be elected by and from the Board if the immediate Past President does not serve on the committee. (1997)

10.2 Eligibility

Any Director is eligible for election as a Member-at-Large on the Executive Committee.

10.3 Term of Office

The term of office shall be one (1) year.

10.4 Vacancies

Vacancies shall be filled immediately by the Board for the balance of the term provided that:

(a) vacancies in Member-at-Large positions or a vacancy caused by the unavailability of the Past President shall be filled from amongst eligible Directors;

(b) vacancies in positions held by Officers shall be filled only in accordance with Article 8.4; and

(c) vacancies may be filled by Resolution of the Executive Committee and ratified at the next meeting of the Board of Directors if the Board is not scheduled to meet before the next Executive Committee meeting.

10.5 Responsibilities

The Executive Committee shall assume the responsibilities of the Board in the period between meetings of the Board and any additional responsibilities that the Board may determine.

10.6 Meetings

(1) Meetings of the Executive Committee shall be at the call of the President or on written request from three (3) members of the Committee.

(2) Meetings may be held by telephone conference call or any other means of distant communication at the Committee's discretion.

10.7 Notice

Notice specifying time, place and agenda shall be communicated to members at least two (2) weeks prior to the meeting except that when the meeting is to be held by conference call notice may be waived by agreement of all Executive Committee members.

10.8 Quorum

A quorum shall be a majority of members.

11. STANDING COMMITTEES, WORK GROUPS AND TASK FORCES

Standing Committees and Task Forces shall be established by the Board of Directors as necessary to carry on the work of the Association provided that:

(a) Standing Committees may be constituted only to carry out responsibilities relating to the work of the Board that is ongoing and such Standing Committees may establish Work Groups as required to address specific areas of responsibility;

(b) Task Forces shall be constituted to carry out work that is task specific and not ongoing;

(c) all Committees and Task Forces shall be accountable to the Board;

(d) terms of reference shall be either formulated or ratified by the Board; and

(e) all Chairpersons shall be appointed by the President subject to ratification by the Board.

11.1 Composition

(1) Standing Committees shall contain at least two (2) Directors, one of whom shall chair the Committee, and one (1) or more additional members as required who may be appointed by the President in consultation with the Chairperson. (2004)

(2) Task Forces shall contain at least one (1) Director who shall not necessarily be the Chairperson and such other members as required who may be appointed by the Board or by the President in consultation with the Chairperson.

11.2 Eligibility

Unless otherwise provided, members of Standing Committees, Work Groups and Task Forces need not be members of the Association.

11.3 Terms of Appointment

(1) Terms of appointment to a Standing Committee or its Work Groups shall be one (1) year or until the Annual General Meeting.

(2) Terms of appointment to Task Forces shall be until completion of the task or the Annual General meeting whichever comes first.

11.4 Vacancies

Vacancies shall be filled by the Chair in consultation with the President provided that all requirements of these By-Laws are met.

11.5 Responsibilities

(1) Standing Committees shall be responsible for formulation and recommendation of policy and advice to the Board on matters related to their areas of responsibility and such other duties as are determined by the Board from time to time.

(2) Task Forces shall be responsible for carrying out the task defined in their terms of reference.

(3) All Committees shall submit progress reports and an annual report to the Board in the form requested by the Board.

11.6 Meetings

Meetings shall be at the call of the Chair.

11.7 Quorum

The quorum shall be a majority of the Committee, Task Force or Work Group.

12. The Council

(1) The Council shall be sponsored and supported by the Board of Directors and will provide advice to ensure that at all times the Board is aware of the interests and needs of self-advocates as identified by self-advocates.

(2) The Council shall be free to determine its own membership and appoint its own liaison to the Board provided only that all members of the Council shall be members of the Association.

(3) The Council shall receive resources as determined by the Board annually in consultation with the Council to enable it to meet regularly with appropriate support through a Board appointed facilitator. (1997)

(4) Space shall be provided on all Board agendas for the Council to raise matters of its choosing.

(5) The Council shall be supplied with all information relating to Association policy and receive Notice of all Meetings and invitations to submit Resolutions and amendments to By-Laws.

(6) The Council may make independent Reports to the Annual Meeting.

13. Provincial Executive Directors Coordinating Committee

(1) The Provincial Executive Directors Coordinating Committee (PEDCC) shall be recognized by the Board of Directors as a semi-autonomous body that provides advice to the Board from the perspective of member associations.

(2) The PEDCC shall be free to determine its own composition according to mutually agreed upon Terms of Reference which shall be consistent with the Constitution and By-Laws of Community Living Ontario, provided that its members are the executive directors of Affiliate Members in good standing.

(3) The PEDCC shall appoint its own liaison member to the Board who shall attend Board meetings and may speak to matters before the Board but shall have no vote.

(4) Space shall be provided on all Board agendas for the liaison member to report on PEDCC activities and provide information to the Board on matters relevant to the work of Community Living Ontario.

(5) The PEDCC shall be self-supporting and shall not receive resources for its operations from Community Living Ontario.

(6) The PEDCC shall receive Notice of all Meetings and Resolutions and amendments to By-Laws at Annual and Special General Meetings.

(7) The PEDCC may make independent Reports to Annual or Special General Meetings and may speak for or against Resolutions and amendments to the By-Laws but shall have no vote.

14. FISCAL YEAR

The fiscal year of the Association shall extend from April 1 to March 31 of the following year.

15. FUND RAISING MATTERS

The Association may solicit and otherwise raise funds as necessary throughout the province provided that:

(a) the guidelines underlying such fund raising have been approved by the majority of delegates at an Annual General Meeting or Special General Meeting called for the purpose;

(b) such guidelines shall cover events and projects that are multi-level (national, provincial and local) or partnership (provincial and local or provincial and national) or provincial only; and

(c) where an Association at national or local level might be affected by a provincial fund raising effort, such fund raising to be conducted in agreement with that Association. (1997)

16. PARLIAMENTARY AUTHORITY

The rules contained in the current Robert's Rules of Order Newly Revised shall govern all proceedings of the Association to which they apply except as otherwise provided by these By-laws.

17. AMENDMENTS TO BY-LAWS

(1) Amendments to these By-laws or to the Letters Patent of the Association may be made upon a two-thirds (2/3) vote of the delegates at the Annual General Meeting or at a Special General Meeting called for the purpose subject to the required notice.

(2) The Secretary of Community Living Ontario may recommend to the Board of Directors any editorial, grammatical, typographical, or cross-reference changes to the Constitution and By-Laws, including article and section designations, that do not change the substance or the meaning of the Constitution or By-Laws, and the Board may approve such recommendation with or without amendment.

(3) All by-law amendments will come into effect at the end of the Annual General Meeting unless otherwise specified for a different time.

17.1 Eligibility

Amendments may be proposed by all members, the Board of Directors and any group empowered to propose amendments within the terms of these By-Laws.

17.2 Notice of Motion

The Notice of Motion to amend the By-laws must contain detailed wording of the proposed amendment and an explanation of the proposed change.

17.3 Deadline for Submission

Notice of Motion to amend the By-laws must be received by the Secretary of the Association at least sixteen (16) weeks prior to the date of the Annual or Special General Meeting at which proposed amendments are to be considered.

17.4 Deadline for Distribution

Copies of Notices of Motion shall be mailed by the Secretary to those individuals who have submitted Notices of Motion and Individual Members, Affiliate Associations, Partner Associations, Directors, The Council and The Provincial Executive Directors Coordinating Committee designated within the terms of these By-Laws at least twelve (12) weeks prior to the date of the Annual or Special General Meeting.