



**OTTAWA CHINESE COMMUNITY SERVICE CENTRE**

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## **BY-LAW No. 1**

A by-law to repeal and replace the organizational constitution and by-laws dated October 7, 2015 relating generally to the transaction of the business and affairs of Ottawa Chinese Community Service Centre

### **1 INTERPRETATION**

For the purpose of this constitution:

“Act” means the *Not-for-Profit Corporations Act, 2010*, SO 2010, c 15, and any regulations made thereunder, as amended, re-enacted, or replaced from time to time, and means any successor legislation governing the creation, content and amendment of the by-laws of the Centre;

"Board" means the board of directors;

“By-law” means this By-law No. 1 and all other by-laws of the Centre as amended, and which are, from time to time, in force;

“Centre” means Ottawa Chinese Community Service Centre, a non-profit, non-partisan, charitable organization incorporated under the *Corporations Act*, R.S.O. 1990, c. 38., and continuingly governed by the Act

“Member” or “Members” means any one or more persons, respectively, who have been admitted to membership in accordance with the By-law and registered in the record of the Centre.

### **2 NAME**

2-1 The Centre shall be known as "Ottawa Chinese Community Service Centre".

### **3 MISSION**

The mission of the Centre is to advance the social, cultural, and economic integration and participation of all newcomers, immigrants, refugees, as well as, people of Chinese heritage.

### **4 HEAD OFFICE**

4-1 The head office of the Centre shall be in the City of Ottawa, in the Province of Ontario, and at such place therein as the Board may from time to time determine.

### **5 MEMBERSHIP**

5-1 Membership shall be open to any member of the public who supports the objectives of the Centre. The Board reserves the right to not accept a membership application if the applicant in question does not support the objectives of the Centre.

- 5-2 Membership participation in the Centre will be free from discrimination in accordance with the principles set forth by the Charter of Rights and Freedoms and the Ontario Human Rights Code.
- 5-3 The Board may establish membership rules, providing, among other things, for a term of membership and the admission process. Membership fees, if so prescribed by the membership rules, shall be required to maintain a member in good standing, and, in whole or in part, are not refundable.
- 5-4 The term of the membership shall be valid for one year from the date of registration. It is renewable on an annual basis. Multi-year membership is also available.
- 5-5 Each Member in good standing shall be entitled to one vote on each matter arising at any special or general meeting of Members.
- 5-6 Members in good standing shall be entitled to nominate candidates for the Board. Nominations shall be made in writing no later than 30 days prior to the set date of the elections. Nominations are to be endorsed by at least two Members in good standing. Names of the nominees are to be sent to the chair of the Governance Committee.
- 5-7 A member may at any time resign by notice in writing to the Board. Where a Member contravenes the By-law or any objectives of the Centre, the Board may by a two third (2/3) vote suspend his/her membership subject to review by the general membership at the annual meeting or at a special meeting.
- 5-8 Only Members in good standing can run for office.

## **6 ANNUAL AND OTHER MEETINGS OF MEMBERS**

- 6-1 The annual meeting shall be held each calendar year in compliance within the time limits required by the Act, and subject thereto, at such a place within the City of Ottawa and on such a day and at such a time as the Board may determine.
- 6-2 Right of Members to Requisition. A report of the activities of the Centre for the previous year, a financial statement, and the auditors' report shall be presented at each annual meeting. Any Member, upon request, shall be provided, not less than 21 days or other number of days 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.
- 6-3 Business to be transacted at annual meeting. 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;
  - 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 directors, provided that the term of one of more directors has expired in the year of such annual meeting of Members; 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's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

- 6-4 Notice. Subject to the Act, not less than 10 days 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 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
- 6-5 Special Meeting. The directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than ten (10) Members for any purpose connected with the affairs of the Centre that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.
- 6-6 Quorum. A quorum of eleven (11) voting Members in good standing of the Centre shall be necessary to properly constitute any meeting of the Members.
- 6-7 Chair of the meeting. The President of the Centre shall be the chair of the meeting of the Members. If the President is absent from the meeting, Vice-President shall be the chair of the meeting of the Members. If both the President and Vice-President are absent from the meeting, the Members present shall choose one of their number as chair of the meeting.
- 6-8 Voting of Members. At meetings of Members, the question before the meeting shall be decided by a majority of the voting Members present unless otherwise required by the Act or the By-law. All votes at meetings shall be taken by ballot if so demanded by the chair of the meeting or by at least ten (10) voting Members present. If no demand is made, then the vote shall be taken in the usual way by show of hands.

## **7 BOARD OF DIRECTORS**

- 7-1 Powers and Composition of the Board

- a. The affairs of the Centre will be managed by a Board consisting of a minimum of seven (7) and a maximum eleven (11) members.

#### 7-2 Quorum

- a. A majority of directors shall form a quorum for the transaction of business. Transaction of business can be conducted by teleconference if warranted and agreed upon by all members of the Board.

#### 7-3 Election of the Board of Directors

- a. Directors shall be elected at an annual or special meeting of the Members.
- b. The term of office for board members shall be three years from the date of their election.
- c. Each director, upon expiration of his or her first full term, will be eligible for re-election to a second and third three-year term. After serving three consecutive terms, or a maximum of nine consecutive years, a board member is retired and is not eligible for re-election until the member takes a rest period of one year. During this rest period, the member may offer her/his services and participate as a volunteer in Centre committees and activities.
- d. The Board shall ensure Board continuity through a rotation of directors maintained by staggered terms of office.

#### 7-4 Vacancies. The director shall be automatically vacated:

- a. if the director ceases to be a Member of the Centre;
- b. if the director resigns or retires by delivering a notice of resignation to the secretary, which resignation or retirement shall be effective at the time it was received or at the time specified in the notice, whichever is later;
- c. if the director is found to be in breach of any board policy or rules of conduct of the Centre by a vote of the majority of other directors present at a duly constituted board meeting;
- d. if the director is removed from office pursuant to section 9-8;
- e. the director is removed from office by any ordinary resolution of the voting Members at a Special Meeting called for the purpose of deciding on the removal of the director;
- f. if the director becomes bankrupt, or is found incapable of managing property by a court, or under the laws of Ontario; or

- g. the director dies or fails to maintain the qualifications of directors pursuant to the Act.

#### 7-5 Filling Vacancies

- a. The Board shall have the power by a majority vote of the Board to fill any vacancies on the Board during the period between annual meetings as long as a quorum of directors remain in office.
- b. The term of office for vacancies filled by the Board pursuant to paragraph 9-5 a. shall coincide with that of the vacancy. However, if the remaining term of the vacancy is less than a year it shall not be considered as constituting a term.
- c. In the event that a vacancy results in a lack of quorum, or there has been a failure to elect the minimum number of directors as set out in the By-law, then the remaining directors shall forthwith call a special meeting of the voting Members to fill the vacancy.

- 7-6 Qualification. To be eligible to run for the Board, she/he must be a Member in good standing of the Centre.

#### 7-7 Meeting of Directors

- a. The Board shall meet at least once in each month, except the months of July and August, at a time and place as may be determined by the Board. Notice may be sent by prepaid mail, facsimile, email or other electronic means to any director at their latest address shown in the records of the Centre. Notice shall be given at least seven (7) days prior to the meeting being held. Notice may be waived at any time in writing by the director entitled thereto.
- b. If all of the directors consent, a director may participate in a meeting of a Board, or of a committee of directors by telephone or by electronic or virtual means that permit all participants to communicate well with each other during a meeting. A director participating by such means is deemed present.

#### 7-8 Absence from Board Meetings

- a. Except where a director has been given a leave of absence, any director, who, having been properly notified of an upcoming Board meeting, misses more than three (3) meetings, without explanation, during each year of office, shall be asked to resign from the Board or explain her/his absence. Failing such resignation or explanation accepted by a majority of the Board, such director may be removed from his/her position by a majority vote of the Board.

- 7-9 All Members of the Centre have the right to attend Board meetings as observers. The Board reserves the right to go 'in camera' where such a decision is warranted.

- 7-10 Questions arising at any meeting of directors shall be decided by a majority of votes. In the case of a tie vote, the President, in addition to his original vote, shall have a second or casting vote.
- 7-11 The directors of the Centre may administer all of the affairs of the Centre and make or cause to be made for the Centre, any kind of contract which the Centre may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Centre by its constitution or otherwise that it is authorized to exercise and do.
- 7-12 The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his/her position as such; provided that a director may be paid or reimbursed for reasonable expenses incurred by him/her in the performance of his/her duties. Notwithstanding the foregoing, no director shall be entitled to any remuneration for services as a director or in any other capacity unless the law applicable to charities is complied with.

## **8 OFFICERS**

- 8-1 There shall be a President, a Vice-President, a Treasurer, a Secretary, and such other officers as the Board may determine from time to time.
- 8-2 A person may hold more than one office except the offices of President and Vice-President.
- 8-3 The Officers shall be elected by the Board from among their number at the first meeting of the Board after the annual election of such a Board.
- 8-4 Duties of Officers
- a. President - The President shall, if present, preside at all meetings of the directors and of Members. He/she shall sign all instruments which require his/her signature and shall perform all duties incidental to his/her office and shall have such powers and duties as may from time to time be assigned to him/her by the directors.
  - b. Vice-President - The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence of disability or refusal to act of the President. The Vice-President shall have such powers and duties as may from time to time be assigned by the directors.
  - c. Secretary - The Secretary, shall, when present, act as secretary of all meetings, shall have custody of the minute books of the Centre and the documents and registers according to the Act and shall perform such other duties as the directors require.
  - d. Treasurer - The Treasurer shall be responsible for supervising the general financial operations of the Centre. He/she shall be responsible for seeing that full and accurate accounts of all financial transactions of the Centre are kept in proper books of account and that all funds are deposited in the name and to the credit of the Centre. He/she shall ensure that all funds of the Centre are properly disbursed, that

proper vouchers are prepared therefore and shall render to the Board, at regular meetings thereof or whenever required of him/her, an account of all financial positions of the Centre. He/she shall be responsible for ensuring that all budgets are prepared for consideration by the Board. He/she shall also perform such other duties as may be determined from time to time by the Board.

## **9 EXECUTIVE DIRECTOR**

9-1 The Executive Director is the chief executive officer of the Centre and is responsible to the Board for the effective management of the Centre's operations and staff.

## **10 NON-PROFIT**

10-1 This Centre shall be carried on without the purpose of gain for its directors, officers or Members and any profits or other accretions shall be exclusively used in the promotion of its charitable objects.

## **11 BORROWING**

11-1 The Board may from time to time:

- a. borrow money on the credit of the Centre;
- b. issue, sell or pledge security of the Centre;
- c. charge, mortgage, hypothecate or pledge all or any or the real or personal property of the Centre to secure any securities or any monies borrowed, or other debt, or any other obligation or liability of the Centre.

## **12 POWER TO HOLD LAND**

12-1 The Centre shall possess the power to acquire by purchase, lease or otherwise and to hold any land or interest therein necessary for the carrying out of its objects, and when no longer so necessary, to sell, alienate and convey the same.

12-2 Land, or any interest therein, if purchased shall be held in such manner as the Board shall from time to time determine.

## **13 DISSOLUTION**

13-1 Upon the dissolution of this Centre and after payment of all debts and liabilities, the remaining property of the Centre shall be distributed or disposed of to Canadian charities registered under the Income Tax Act (Canada), to be designated by the then Members of the Centre.

## **14 SPECIAL PROVISIONS REQUIRED OF INCORPORATED CHARITIES**

14-1 The Centre shall be subject to the *Charities Accounting Act* and the *Charitable Gifts Act*.

14-2 The Board shall serve as such without remuneration and no director shall directly or indirectly receive any profit from their positions as such, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.

14-3 The funds of the Centre shall be invested in such a manner as determined by the directors, and in making such investments the directors shall not be subject to the Trustees Act, provided that such investments are reasonable, prudent and sagacious under the circumstances and do not constitute, either directly or indirectly, a conflict of interest.

## **15 COMMITTEES**

15-1 The Board shall have the power to appoint a committee to deal with particular matters as it may direct, except those powers set out in the Act that are permitted to be delegated.

15-2 Each committee as appointed shall be headed by a director, and be composed of such number as the Board may determine.

## **16 EXECUTION OF DOCUMENTS**

Contracts, deeds, transfers, licences and agreements on behalf of the Centre shall be signed by any two of the five signing authorities, which include the President, Vice- President, Treasurer, Secretary, and Executive Director. Any director or officer may certify a copy of any instrument, resolution, by-law, or other document of the Centre to be a true cope thereof.

## **17 BANKING**

17-1 One or more bank accounts shall be kept at such chartered bank or banks in Canada as the Board may determine.

17-2 All cheques and/or other negotiable instruments and notes shall be signed for and on behalf of the Centre by any two of the five signing authorities, which include the President, Vice President, Treasurer, Secretary, and Executive Director.

## **18 BOOKS AND RECORDS**

18-1 The Board shall see that all necessary books and records of the Centre required by the By-law or by any applicable statute or law are regularly and properly kept.

## **19 AUDITOR**

19-1 The Board shall appoint one or more auditors who shall make such audit of the financial books and records as she/he or they, as the case may be, in his/her or their opinion deem necessary.

19-2 The auditor of the contracted auditing firm shall prepare and certify all annual and audited financial statements.

19-3 The annual financial statement shall be sent to each Member at the time of giving the notice of the upcoming annual meeting of Members.

## **20 FINANCIAL YEAR**

Unless otherwise determined by the Board, the fiscal year of the Centre shall terminate on the 31st day of March in each year.

## **21 AMENDMENT**

These Bylaws may, at any time, be amended, altered or revoked pursuant to a resolution passed by a two thirds vote of the Members present at a special, general or annual meeting of members duly called for that purpose, and for which due notice of such amendment, alteration or revocation shall have first been given to each Member in the notice calling for such a meeting.

## **22 ERROR OR OMISSION IN GIVING NOTICE**

No error or omission in giving notice of any Board meeting or any Members meeting shall invalidate the meeting or void any proceeding taken at the meeting.

## **23 INDEMNIFICATION AND INSURANCE**

23-1 Every director or officer of the Centre or other person who has undertaken or is about to undertake any liability on behalf of the Centre are indemnified and saved harmless out of the funds of the Centre from and against:

- a. all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such director, officer or other person, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such director, officer or other person, in or about the execution of the duties of such director's, officer's or other person's office or in respect of any such liability; and
- b. all other costs, charges and expenses which a director, officer or other person sustains or incurs in or about or in relation to the affairs of the Centre, except such costs, charges or expenses as are occasioned by such director's, officer's or other person's own wilful neglect or default.

23-2 Subject to the law applicable to charities, the Centre shall purchase and maintain such insurance for the protection of such directors and officers or other person, as the Board may from time to time determine.

23-3 Liability of Directors and Officers for Others. No director or officer of the Centre shall be liable for the acts or omissions, in good faith or otherwise, of any other director, officer, or employee of the Centre, and shall also not be liable for any contract or transaction being accepted by another officer or director of the Centre, which contract was not properly submitted to the Board to be formally approved.

23-4 Conflict of Interest. Any director or officer who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Centre shall make the disclosure required by the Act. Except as provided by the Act, no such director or officer shall attend any part of a meeting of directors or of a committee or vote on any resolution to approve any such contract or transaction.

**24 PREVIOUS BY-LAW SUPERCEDED**

Upon this By-law coming into force, the By-laws of the Centre dated October 7, 2015, is repealed, provided that such repeal shall not affect the previous operation of such by-law or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to such by-law prior to its repeal.