

CMHA
By-Laws

**THE CANADIAN MENTAL HEALTH ASSOCIATION
NEWFOUNDLAND AND LABRADOR DIVISION**

**A BODY CORPORATE CREATED UNDER AND BY VIRTUE OF
THE CORPORATIONS ACT OF NEWFOUNDLAND**

BY-LAW NO. 3

A by-law relating generally to the conduct of the affairs of the Corporation, The Canadian Mental Health Association, Newfoundland and Labrador Division.

INTERPRETATION

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

(a) "Act" means The Corporations Act, S.N. 1986 c.12 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;

(b) "Regulations" means the Regulations under the Act as published or from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any reference in the by-laws of the Corporation to provisions of the Regulations shall be read as references to the substituted provisions therefore in the new regulations;

(c) "By-law" means any by-law of the Corporation from time to time in force and effect;

(d) "Division" means the Canadian Mental Health Association, Newfoundland and Labrador Division;

(e) "Branch" means a branch of the Division created by the adoption of a constitution approved by the Division Board of directors under paragraph 5 of this Bylaw

(f) all terms which are contained in the by-laws of the Corporation and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations; and

(g) the singular shall include the plural and the plural shall include the singular; the masculine shall include the feminine; and the word "person" shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons.

REGISTERED OFFICE

2. The registered office of the Corporation shall be in the place within Newfoundland and Labrador specified in the Articles of the Corporation and at such location therein as the Directors may, from time to time, determine .

SEAL

3. The corporate seal adopted for the Division shall be such as the Board of Directors may by resolution from time to time approve.

MEMBERSHIP

4. Membership in the Division shall consist of all individuals, societies, partnerships or corporations resident in Newfoundland and Labrador who have paid their annual membership fee as is from time to time prescribed by the Division Board of Directors. A member of the Division shall automatically be a member of the Canadian Mental Health Association and any local Branch that is or may be established in the jurisdiction in which such member resides. Membership in the Division shall automatically terminate on the date of the Annual General Meeting unless the annual membership fee for the succeeding year is paid. Each member of the Division shall at all meetings of members be entitled to one vote or he may vote by proxy. Such proxy must be a member and before voting must produce and deposit with the Secretary a sufficient appointment in writing. No member shall be entitled either in person or by proxy to vote at meetings unless he has paid all membership fees then payable.

BRANCHES

5. A Branch of the Division may be organized by members of the Division in any geographic area of the Province in which a Branch does not already exist. Six or more members in such a geographical area may apply to the Division Board of Directors for authority to form a Branch and if authority is granted to the applicants by a resolution of the Division Board of Directors, they shall constitute a Steering Committee authorized to organize a Branch.

6. The Steering Committee organizing a Branch, and the Branch, shall adopt the statement of purpose established by the Division Board of Directors and shall accept and adhere to all policies and procedures established by the Division Board of Directors. No Branch incorporation shall include conditions in conflict with the Division's operating principles, administrative standards and procedures. Failure of the Branch to abide by the principles, standards and procedures and other policies approved by the Division Board of Directors may result in withdrawal of its Branch status.

7. A Branch shall organize itself in accordance with the model branch constitution provided to the Steering Committee by the Division Board of Directors, subject to those modifications which are authorized by the Division Board of Directors.

8. The membership of a Branch shall consist of all the persons who by paying the membership fee and residing in the locality over which the Branch has jurisdiction become "paid-up members".

9. Although autonomous (guided by its own Board of Directors), the affairs of every Branch shall be organized and administered to meet the standards approved by the Division.

10. Once a Branch is created, the Division may, by resolution of the Division Board of Directors, wind up the affairs of a Branch

(a) immediately if the Branch requests the Division do so by a resolution of its members, or

(b) on 6 months written notice to the Branch President, if, in the opinion of the Division Board of Directors, the Branch has not operated in accordance with Division policies, provided that the Branch shall be given written notice of the Division Board's intention to wind up the affairs of the branch and that the Branch be given a reasonable opportunity to take remedial action.

BOARD OF DIRECTORS

11. Number of Directors. The business and affairs of the Division shall be managed by a Board of Directors consisting of a minimum of 5 directors and a maximum of 20 directors.

12. Term of Office. All Directors shall hold office for a term of two years. Directors may be re-elected for additional terms.

13. Election and Removal. Any ordinary member of the Corporation shall be eligible to be elected a Director and/or Officer of the Corporation. Directors and Officers shall be elected by the members on a show of hands unless a ballot is demanded, in which case such election shall be by ballot. The yearly election of Directors shall take place at the annual meeting but, if qualified, any retiring Director shall be eligible for re election, provided always that the members may, by ordinary resolution passed at a special meeting of members, remove any Director or Officer from office. A vacancy created by the removal of a Director may be filled at the meeting of the members at which the Director is removed.

14. Vacation/Termination of Office. The office of a Director or Officer shall ipso facto be vacated: (a) if he becomes bankrupt or suspends payment of his debts generally or compounds with his creditors or makes an authorized assignment or is declared insolvent; (b) if he is found to be of unsound mind by a court in Canada or elsewhere; or (c) if by notice in writing to the Division he resigns his office. Any such resignation shall be effective at the time it is sent to the Division or at the time specified in the notice, whichever is later (d) if he is absent from three successive board meetings or four board meetings in any twelve month period. If such a member requests reinstatement within two months, the board may reinstate the seat, though this provision may not be used for any member more than once per term.

15. If an election of Directors and/or Officers is not held at the proper time, the incumbent Directors and/or Officers shall continue in office until their successors are elected or appointed or until they resign. Directors and/or Officers shall be eligible for re-election.

16. Nominating Committee. The Division Board of Directors may each year, appoint a Nominating Committee composed of not less than three nor more than five members of the Division. The Committee shall prepare a list of nominees for the Board of Director and Executive Committee positions and obtain the written consent of each nominee to act as a member of the Board if elected. The Committee shall submit a report to the Secretary at least 3 weeks prior to the Annual Meeting, which report shall include:

(a) the list of nominees as prepared by the committee, together with the written consent of the nominees;

(b) the names of any additional nominations arising from the membership. Such nominations shall be signed by two members of the Division and accompanied by the written consent of the nominee to act as a member of the Board if elected.

17. A copy of all nominations shall be mailed by the Secretary to each local branch and to each voting member at least 2 weeks before the Annual Meeting. No person other than those so nominated shall be eligible for election.

POWERS

18. The Division Board of Directors shall have the government and management of the Division, of its assets, funds and property, both real and personal, and the management and control of its affairs and business and, in particular, shall have the exclusive control of any real property of the Division, including the increase of all permanent funds including gifts for special or general purpose and gifts and bequests for endowment or in trust. The Division Board shall for any and all purposes of the Division be deemed to represent the Division. The Division Board shall ensure the Division is operating pursuant to a Strategic Plan, to be reviewed annually. The Division board may make or cause to be made for the Division, in its name, any kind of contract which the Division may lawfully enter into, and generally may exercise all such other powers and do all such other acts and things as the Division is, by its charter, or otherwise, authorized to exercise and do. Nothing in this clause shall limit or restrict the borrowing of money by the Division on bills of exchange or promissory notes made, drawn, accepted or endorsed, by or on behalf of the Division.

OFFICERS AND EXECUTIVE COMMITTEE

19. The active control and direction of the affairs of the Division shall be in the hands of an Executive Committee to be composed of the Officers, and additional members of the Board up to a total of seven Executive Members. The president shall be Chairperson of the Executive Committee. The Chairperson shall preside at all meetings and shall have a second vote in case of a tie. During the intervals between the meetings of the Division Board of Directors, the Executive Committee shall possess and may exercise (subject to any regulations from time to time made by the Directors) all the powers of the Division Board of Directors in the management and direction of the Division, except such acts as must by law be performed by the Directors themselves. All action by the Executive Committee shall be reported to the Board at its meeting next succeeding such action and shall be subject to revision or alteration by the Board; provided that no acts or rights of third parties shall be affected or invalidated by any such revision or alteration. Three members of the Executive Committee shall constitute a quorum. To provide a quorum at any meeting of the Executive Committee the Chairperson may invite another Director or Directors to attend.

20. Powers and Duties. All Officers shall sign such contracts, documents or instruments in writing as requires their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board.

21. Duties may be delegated. In case of the absence, inability or vacation of office of any officer of the Division or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of such officer to

any other Officer or to any Director temporarily or until the next Annual Meeting.

22. President of the Board. The President shall, when present, preside at all meetings of the board of directors, the Executive Committee and the members and shall be a member of all committees appointed by the Board. The President shall sign all instruments which require his signature, perform all duties incident to his Office, be charged with the general supervision of the affairs and operations of Division, possess and exercise such powers, propose Chairperson(s) of committees of the Board, represent the Division as an appointed member on the Board of Directors of National Office and fulfill such duties as the board shall from time to time determine by resolution. The president, when presiding at meetings of the Board, shall have a casting vote in the event of a tie.

23. Vice-President of the Board. If the President is absent or is unable or refuses to act, the Vice-President shall, when present, preside at all meetings of the Board of Directors, the Executive Committee and the members. The Vice-President shall be vested all powers and shall perform all duties of the President in the absence or disability or refusal to act as President. The Vice-President shall have also such powers and duties as may from time to time be assigned to him by the Board.

24. Treasurer. The Treasurer shall also perform all duties incident to his office or that are properly required of him by the Board. The Treasurer shall collect all Corporation fees and, subject to the provisions of any resolution of the Board, shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall keep or cause to be kept at the Registered Office of the Corporation or at such other place or places as the Board may direct, proper books of account of the sums of money received and expended by the Corporation and the matters in respect of which sums, receipts and expenditures take place, and of the assets, credits and liabilities of the Corporation. The Treasurer may be required to give such bonds for the faithful performance of his duties as the Board in its uncontrolled discretion may require but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

25. Secretary. The Secretary shall perform all the duties incident with his office or that are properly required of him by the Board. The Secretary shall

- (a) issue or cause to be issued notices of all meetings of the Board, members or committees when directed to do so, and may delegate the Executive Director of Division to do same
- (b) have charge of the minute book and membership record books of Division; and/or ensure both are maintained in good order within Division Office

- (c) sign with the President or other designated signing officers of Division such instruments as require his signature
- (d) perform such other duties as the terms of his engagement call for, or the Board may from time to time properly require of him/her
- (e) be responsible for ensuring the safe custody of the corporate seal of Division

26. Past President. The immediate Past-President shall sit as an ex officio member of the Executive Committee for a one year term and shall perform such duties as may be delegated to him by the Executive Committee or Board of Directors.

27. Special Advisor. A special advisor may be appointed to the Executive Committee and shall act as a resource to the other members of the Executive. The special advisor shall perform such duties as may be delegated to him by the Executive Committee or Board of Directors.

28. All officers of the Division shall hold office for two years. Officers may be re-elected for additional terms.

EXECUTIVE DIRECTOR

29. The Board of Directors may from time to time appoint an Executive Director. The Board of Directors may delegate to him full power to (1) manage and direct the day-to-day business and affairs of the Division (except such matters and duties as by law must be transacted or performed by the Board of Directors and/or by the members) and (2) employ and discharge agents and employees of the Division or delegate to them any lesser authority. Any agent or employee appointed by the Executive Director shall also be subject to discharge by the Board of Directors. The Executive Director shall conform to all lawful orders given to him by the Board of Directors of the Division and shall at all reasonable times give to the Directors, information that they may require regarding the affairs of the Division. The Executive Director as an employee shall be an ex-official member of the Division Board of Directors, the Executive Committee and all other committees of the Board. The Executive Director, as an employee, will have no voting privileges. The Executive Director shall report directly to the Executive committee through the position of the President.

BOARD MEETINGS

30. The Division Board may hold its meetings at such time and place as may be decided. It shall meet not less than four (4) times in any one year.

31. Notice. A meeting of directors may be convened by the President, the Vice-President or the Executive Director, or any two Directors at any time. The Secretary, when directed or authorized by any of such Officers or any two Directors, shall convene a meeting of Directors. Notice of the time and place of each meeting of Directors shall be given to each Director, by telephone, not less than 48 hours before the time of the meeting or, by written notice (post, fax or electronic mail), not less than four business days before the day of the meeting and, subject to the Act, need not specify the purpose of or the business to be transacted at the meeting. Meetings of the Directors may be held at any time without notice if all the Directors have waived or are deemed to have waived notice. If the first meeting of the Board of Directors is held immediately following its election no notice shall be necessary to the newly elected Directors in order to legally constitute the meeting, provided that a quorum of the Directors is present.

32. Quorum. 5 Directors present at any such meeting shall form a quorum for the transaction of business and, notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors. No business shall be transacted at a meeting of Directors unless a quorum of the Board is present. A Director may, if a majority of the Directors of the Division consent, participate in a meeting of Directors or of the Executive Committee by means of such telephone or other communication facilities as permit and all persons participating in such a meeting by such means are deemed to be present at that meeting.

33. Voting. Questions arising at any meeting of the Board of Directors and Executive Committee shall be decided by a majority of votes. In case of an equality of votes the chairperson of the meeting in addition to his original vote shall have a second vote. The President when present and in his absence, the Vice-President when present, shall preside and act as chairperson of all meetings of the Board. In the absence of both of them, the Directors present shall choose one of their number to be chairperson of the meeting.

34. Resolution in lieu of meeting. Notwithstanding any of the foregoing provisions of this by-law a resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Directors or the Executive Committee is as valid as if it had been passed at a meeting of the Directors or the Executive Committee.

35. Conflict of Interest. A Director or Officer who is a party to, or who is a Director or Officer of, or has a material interest in any person who is a party to a material contract, or proposed material contract with the Corporation, shall disclose the nature and extent of his interest at the time and in the manner provided by the Act.

36. Remuneration and Expenses. The Directors shall not be entitled to any remuneration for their services as Directors, but may be reimbursed any money expended by them in performance of their duties. If any Director or Officer of the Division shall perform additional services for the Division, the fact of his being a Director or Officer of the Division shall not disentitle such Director or his employer from receiving proper remuneration for such services.

37. Indemnities to Directors and Officers. Subject to the provisions of Sections 201 and 202 of the Act, the Division shall indemnify a Director or Officer, or a former Director or Officer, and 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 in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Division, if (a) he acted honestly and in good faith with a view to the best interests of the Division; (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful. The Division shall also indemnify any such person in such other circumstances the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law to the extent permitted by the Act or law.

38. Cheques, Drafts and Notes. All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchanges shall be signed by such Officer or Officers or person or persons, whether or not officers of the Division, and in such manner as the Board of Directors may from time to time designate by resolution.

39. Execution of Instruments. Contracts, documents or instruments in writing requiring the signature of the Division may be signed by any two of the President, the Vice-President, and Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Division without any further authorization or formality. The corporate seal of the Division may be affixed to contracts, documents and instruments in writing signed as aforesaid.

40. Committees. The Board of Directors of the Division may establish Committees as deemed necessary and shall provide Terms of Reference and operating guidelines for such Committees. The Directors may delegate any of their powers to committees consisting of such number of their body as they think fit. Any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Board.

41. Minutes. The Board shall keep proper minutes of its proceedings. The Board shall cause minutes to be made in books provided for the purpose:

(a) of all appointments of Officers made by the Board;

(b) of the names of the Directors present at each meeting of the Board and of any committee of the Board;

(c) of all resolutions and proceedings at all meetings of the Corporation and of the Board, and of Committees of Board.

ANNUAL AND SPECIAL GENERAL MEETINGS

42. Annual Meetings of the Division shall be held at such time and place as shall be prescribed by the Board of Directors and not later than the last day of December, following the fiscal year end.

At every annual meeting, in addition to any other business that may be transacted,

(a) the report of the Division Board of Directors, including a balance sheet as of the immediately preceding March 31st along with a general statement of income and expenditure for the fiscal period ending upon the date of such balance sheet and the report of the auditors thereon shall be presented,

(b) auditors for the ensuing year shall be appointed, and

(c) members of the Division Board of Directors and Executive Committee, including Officers of the Division shall be elected.

43. A special general meeting of the Division may be called at any time by the Division Board of Directors, the Executive Committee or the President of the Division and shall be called by the Secretary upon receipt of written requests from the Board of Directors of the Division or of any two Local Branches.

44. Notice of the time and place of an Annual General Meeting or Special Meeting of the members shall be sent by electronic mail with confirmation of receipt, prepaid mail addressed to, or may be delivered personally to, the following people not less than 21 days or more than 50 days before the meeting:

(a) each member;

(b) each director; and

(c) the auditor of the Corporation

45. Notice of a Special Meeting or of an Annual General Meeting at which special business, as defined in Section 222 of the Corporations Act, is to be transacted shall state the nature of that business in sufficient detail to permit members to form a reasonable judgment on it and the text of any special resolution to be submitted to the meeting.

46. At any meeting of the members, annual or special general, a quorum for the transaction of business shall consist of 50 percent plus one of the members of the Division, present in person at such meeting. Each member present in person shall be entitled to act as proxy for any five other persons.

47. Any meeting of the Division may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting. No notice shall be required of any such adjournment and it may be made notwithstanding that no quorum is present.

48. At all meetings of the members, each member of the Division shall be entitled to one vote in person or by proxy. A proxy must be a division member and shall provide to the secretary written appointment of their proxy before voting. No member shall be entitled, either in person or by proxy, to vote at meetings unless he has paid all membership fees then payable.

NOTICES

49. Any notice to be given to any member, director or auditor shall be served either personally, via electronic mail with confirmation of receipt, or by sending it by prepaid mail to such member, director or auditor addressed to him at his latest address as shown in the records of the Corporation or, if no address be given therein, then addressed to the last address of such member, director or auditor known to the Secretary of the Corporation. With respect to every notice sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed with postage prepaid and deposited into a post office or into a post office box.

BY-LAWS

50. The Division Board of Directors may by resolution, add to, amend or repeal this by-law or any part thereof; but no such by-law, repeal, addition or amendment shall have

any force or effect to be acted upon until the same has been confirmed and sanctioned at a special general meeting or annual general meeting of the members. The members may, by ordinary resolution, confirm, reject or amend the by-law or its amendment or repeal.

51. A member entitled to vote at an annual meeting of the Corporation, may in accordance with Sections 224 and 232 of the Corporations Act make a proposal to make, amend or repeal a By-Law.

52. By-Law No. 2 as enacted by the Division on the 13th day of March, 1984 and subsequent amendments thereto is hereby repealed.

53. This By-Law shall come into force on the day on which it is approved by the membership.

Dated this th day of February, A.D., 2008.

PRESIDENT

VICE PRESIDENT

RESOLUTION

BE IT RESOLVED that Bylaw No. 2 and subsequent amendments thereto of the Canadian Mental Health Association Newfoundland Division, a body corporate created under and by virtue of the Corporations Act (Newfoundland) are repealed and replaced by Bylaw No. 3 attached hereto.

PRESIDENT

VICE PRESIDENT