



**OCASI**

**BY-LAW NUMBER 2-2022**

**OCASI – ONTARIO COUNCIL OF AGENCIES SERVING IMMIGRANTS**

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**BY-LAW NUMBER 2-2022**

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

**OCASI – ONTARIO COUNCIL OF AGENCIES SERVING IMMIGRANTS**

(referred in this By-law as **OCASI**)

**Section 1. General**

**1.1 Definitions**

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

- (a) **Act** means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time.
- (b) **Ad Hoc Committee** means a committee established by the Board in accordance with section 8.2.
- (c) **articles** means any document or instrument that incorporates OCASI or modifies its incorporating document or instrument, including restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special statute.
- (d) **Associate Member Agencies** or **Associate Member Agency** means collectively or individually, as applicable, a member of the body corporate that is OCASI referred to in Section 11.1 and having the qualifications and entitlements described in Section 11.2(b) of this By-law.
- (e) **Board** means the board of directors of OCASI.
- (f) **Business Day** means any day, other than a Saturday, Sunday or any other day on which the principal chartered banks located in the City of Toronto are not open for business during normal banking hours.
- (g) **By-laws** means this by-law and all other by-laws of OCASI as amended and which are, from time to time, in force and effect.
- (h) **Chair** means the chair of the Board.
- (i) **Committees** means a committee established by the Board pursuant to Section 8.1 or, where the context permits, a subcommittee of such committee, and includes Ad Hoc Committees.
- (j) **Director** means an individual occupying the position of director of OCASI by whatever name such position is called.
- (k) **Francophone Director** has the meaning given to it in Section 2.2(a) of this By-law.

- (l) **Francophone Group Member Agencies** the meaning given to it in Section 11.4(b) of this By-law.
- (m) **Governance and Nominating Committee** means a governance and nominating committee of the Board.
- (n) **Ineligible Individual** has the meaning given to it in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time.
- (o) **in good standing** means, in reference to a Member, a Member who has paid dues for the current year.
- (p) **Member** includes Member Agencies and Associate Member Agencies.
- (q) **Member Agencies** or **Member Agency** means collectively or individually, as applicable, a member of the body corporate that is OCASI referred to in Section 11.1 and having the qualifications and entitlements described in Section 11.2(a) of this By-law.
- (r) **Officer** means an officer of OCASI.
- (s) **Ordinary Resolution** means a resolution submitted to a meeting of Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to by a resolution in writing of the Members.
- (t) **Provincial Director** has the meaning given to it in Section 2.2(c) of this By-law.
- (u) **Region** has the meaning given to it in Section 11.3 of this By-law.
- (v) **Regional Director** has the meaning given to it in Section 2.2(b) of this By-law.
- (w) **Regional Group Member Agencies** the meaning given to it in Section 11.4(a) of this By-law.
- (x) **Special Resolution** means a resolution submitted to a special meeting of Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to in writing by each Member of OCASI entitled to vote at a meeting of the Members or by the Member's attorney;
- (y) **Standing Committee** means a committee established by the Board in accordance with section 8.1; and
- (z) **telephonic or electronic means** any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks.

## **1.2 Interpretation**

Other than as specified in Section 1.1, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

## **1.3 Severability and Precedence**

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

## **1.4 Seal**

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

## **1.5 Execution of Documents**

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

## **Section 2. Directors**

### **2.1 Authority and Responsibility**

Subject to the *Act* and the articles, the Board shall manage or supervise the management of the activities and affairs of OCASI.

### **2.2 Number and Composition of the Board**

Subject to the articles or as otherwise determined in accordance with the *Act*, the Board shall consist of 18 Directors of which:

- (a) one Director, known as the “Francophone Director,” shall be elected by the Francophone Group Member Agencies from the list of one or more nominees from Francophone Group Member Agencies, which list shall be



established in accordance with the nominations process as specified in the By-laws and the Nomination and Election Policy;

- (b) eight Directors, known as the “Regional Directors,” shall be elected on the following basis:
  - i) subject to clause “ii)” immediately following, with respect to each Region one Regional Director shall be elected by the Regional Group Member Agencies of the Region from the list of one or more nominees from the Region, which list shall be established in accordance with the nominations process as specified in the By-laws and the Nomination and Election Policy; and
  - ii) in the case of the OCAS Toronto Region, two<sup>1</sup> Regional Directors shall be elected by the Regional Group Member Agencies of that Region from the list of one or more nominees from that Region, which list shall be established in accordance with the nominations process as specified in the By-laws and the Nomination and Election Policy; and
- (c) nine Directors, known as the “Provincial Directors” (and one of which shall be designated as a “Women’s Services/Issues” position), shall be elected by the Member Agencies from the list of one or more nominees from Member Agencies, which list shall be established in accordance with the nominations process as specified in the By-laws and the Nomination and Election Policy.

### 2.3 Qualifications of Director

- (a) Each Director shall:
  - i) be an individual who is at least 18 years of age;
  - ii) be a member, director, officer, or employee of, or otherwise be designated in writing addressed to OCASI as being associated with, a Member Agency or an Associate Member Agency;
  - iii) not have the status of bankrupt;
  - iv) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
  - v) not be a person who has been declared incapable by any court in Canada or elsewhere;
  - vi) consent in writing to hold office as a Director within 10 days after his or her election or appointment, provided that where a Director consents in writing more than 10 days after election or appointment,

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<sup>1</sup> NTD – to be confirmed

it shall not invalidate his or her election or appointment as a Director;  
and

vii) not be an Ineligible Individual who has made disclosure to the Board as required by Section 2.5, unless that person has received approval of the Board to remain a Director within 30 days after such disclosure is made.

(b) If a person ceases to be qualified as provided in this section 2.3, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 2.12.

(c) Without limiting the generality of the forgoing, if the Member Agency or the Associate Member Agency of which a Director is a member, director, officer, or employee of, or has otherwise been designated in writing addressed to OCASI as being associated with, as the case may be, the Member Agency or the Associate Member Agency ceases to be a Member of OCASI, then the Director shall automatically cease to hold the office of Director.

#### **2.4 Qualification of Provincial Director Designated Women's Issues**

In addition to satisfying the requirements in Section 2.2 of this By-law, to be eligible to be elected or appointed to the Provincial Director position designated "Women's Services/Issues", a person must also satisfy such other requirements and conditions as are established by resolution of the Board from time to time.

#### **2.5 Duty to Disclose**

Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer. If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer qualified pursuant to section 2.3 and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed in section 2.12.

#### **2.6 Nominations Process**

(a) The Board, or the Governance and Nominating Committee, as may be determined, shall develop such processes, timelines and related procedures for the application and nomination of Director nominees (the **Nomination and Election Policy**). All nominations made pursuant to Section 2.2 shall be made in accordance with this By-Law and subject to the Nomination and Election Policy; provided that the Board, or the Governance and Nominating Committee, as may be determined, shall seek to balance the skills, experience, diversity, and qualities of Directors, including special requirements of OCASI from time to time.

- (b) All Member Agencies may submit to the Board, or the Governance and Nominating Committee, as may be determined, names of one or more nominees to stand for election as a Provincial Director. Such nominations must be received no later than 45 days prior to the annual meeting of the Members.
- (c) With respect to a Region:
- i) all Regional Group Member Agencies of that Region may submit to the Board, or the Governance and Nominating Committee, as may be determined, names of one or more individuals to be considered for approval at the Regional Group Member Agencies Nomination Meeting (as defined below) as nominees for election at the annual meeting of Members as a Regional Director for that Region; provided that any individual identified as a Regional Director nominee for a Region must be (i) a member, director, officer, or employee of, or otherwise be designated in writing addressed to OCASI as being associated with, a Regional Member of the Region; and (ii) an individual residing in the Region; and further provided that all such nominations must be received no later than 45 days prior to the annual meeting of the Members;<sup>2</sup> and
  - ii) the Regional Director nominees for that Region shall be nominated at a meeting of the Regional Group Member Agencies of the Region (the **Regional Group Member Agencies Nomination Meeting**), which meeting shall be held at least 21 Business Days before the annual meeting of Members.
- (d) The rules for the Regional Group Member Agencies Nomination Meetings, including the participation of the Regional Group Member Agencies in, and voting at, the Regional Group Member Agencies Nomination Meetings, shall be similar to the rules for an annual meeting Members or special meeting of Members, except as may be specifically otherwise provided for in the By-Laws.
- (e) A quorum for the purpose of a Regional Group Member Agencies Nominations Meeting shall be determined as follows:
- i) for a Region that has ten or fewer Regional Group Member Agencies, a quorum shall be set at 50% of the Regional Group Member Agencies of the Region;
  - ii) for a Region that has 11 to 25 Regional Group Member Agencies, a quorum shall be 30% of the Regional Group Member Agencies of the Region; and

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<sup>2</sup> NTD – to be confirmed

- iii) for a Region that has 26 or more Regional Group Member Agencies, a quorum shall be set at 20% Regional Group Member Agencies of the Region.
- (f) All Francophone Group Member Agencies may submit to the Board, or the Governance and Nominating Committee, as may be determined, names of one or more individuals to be considered for approval at the Francophone Director Nomination Meeting (as defined below) as nominees for election at the annual meeting of Members as the Francophone Director; provided that all such nominations must be received no later than 45 days prior to the annual meeting of the Members.
- (g) With respect to the nomination of a Francophone Director the Francophone Director nominees shall be nominated at a meeting of the Francophone Group Member Agencies (the **Francophone Director Nomination Meeting**), which meeting shall be held at least 21 Business Days before the annual meeting of Members.
- (h) The rules for the Francophone Director Nomination Meeting, including the participation of the Francophone Member agencies in, and voting at, Francophone Director Nomination Meetings, shall be similar to the rules for an annual meeting Members or special meeting of Members, except as may be specifically otherwise provided for in the By-Laws.
- (i) Quorum for the purpose of the Francophone Director Nomination Meeting shall be 30% of the Francophone Group Member Agencies.
- (j) In the event that no Regional Director nominee is identified for one of the Regions or no Francophone Director nominee is identified by the Francophone Group Member Agencies, then such Regional Director seat or Francophone Director seat, as the case may be, shall be declared a “Provincial Director” seat and shall be elected by the same process established by the Board, or the Governance and Nominating Committee, as may be determined, to elect a Provincial Director; provided, however, such “Provincial Director” seat shall, at the expiry of the term of the Director holding such office, revert to, as applicable, a Regional Director seat or Francophone Director seat.<sup>3</sup>
- (k) For certainty, the nomination of candidates for election to the office of Director must follow the provisions of this Section and any other provisions in the Nomination and Election Policy, and no nomination of candidates for election to the office of Director shall be permitted at the annual meeting of

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<sup>3</sup> NTD – to be confirmed

Members that has not complied with this Section and any other provisions in the Nomination and Election Policy.

## **2.7 Election and Term**

- (a) The Directors shall be elected at each annual meeting at which an election is required. Elections shall be as follows:
  - i) in the case of Provincial Directors, by the Member Agencies entitled to vote;
  - ii) in the case of the Francophone Director, by the Francophone Group Member Agencies entitled to vote; and
  - iii) in the case of each Regional Director for a Region, the Regional Group Member Agencies of the Region.
- (b) The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the second annual meeting immediately following or until their successors are elected or appointed.

## **2.8 Re-Election**

A Director, if otherwise qualified, is eligible to serve for a maximum of six consecutive years, and thereafter is not eligible for re-election until a period of 12 months has elapsed from the date of retirement of such Director.

## **2.9 Partial Terms**

Despite anything to contrary in this By-law, in the circumstance where a Director has been appointed or elected to fill a vacancy on the Board and has completed the term of the vacancy, then, if otherwise qualified, the Director is eligible for re-election for three consecutive terms of any length provided in this By-law, provided that no Director shall hold office for any consecutive period of more than three full terms following his or her completion of the term of office created by the vacancy.

## **2.10 Removal of Directors**

Any Director may be removed before the expiration of his or her term of office as follows:

- (a) in the case of Provincial Directors, by Ordinary Resolution of the Members entitled to vote, passed at a general meeting of the Members of which notice specifying the intention to pass such resolution has been given, and the Members entitled to vote may, at that same meeting, elect any qualified person in his or her stead for the remainder of the term of the removed Director;

- (b) in the case of the Francophone Director, by Ordinary Resolution of the Francophone Group Member Agencies entitled to vote, passed at a meeting of the Francophone Group Member Agencies of which notice specifying the intention to pass such resolution has been given, and the Francophone Group Member Agencies entitled to vote may, at that same meeting, elect any qualified person in his or her stead for the remainder of the term of the removed Director;
- (c) in the case of a Regional Director, by Ordinary Resolution of the Regional Group Member Agencies of the Region of which the Director is the Regional Director and that are entitled to vote, passed at a meeting of the Regional Group Member Agencies of that Region of which notice specifying the intention to pass such resolution has been given, and the Regional Group Member Agencies of that Region that are entitled to vote may, at that same meeting, elect any qualified person in his or her stead for the remainder of the term of the removed Director.

A Director is entitled to give OCASI a statement opposing his or her removal.

#### **2.11 Vacancies**

The office of a Director shall be vacated immediately:

- (a) if the Director resigns office by written notice to OCASI, which resignation shall be effective at the time it is received by OCASI or at the time specified in the notice, whichever is later;
- (b) if the Director dies or becomes bankrupt;
- (c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- (d) if, at a meeting of the Members held in accordance with Section 2.10, the Director is removed before the expiration of the Director's term of office.

#### **2.12 Filling Vacancies**

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

- (a) if the vacancy occurs as a result of the removal of a Director pursuant to Section 2.10, the Members so entitled may fill the vacancy as provided for in Section 2.10;
- (b) if a Provincial Director resigns or dies before the end of the Director's term of office, a quorum of Directors may by appointment fill the vacancy to hold office for the remainder of the Director's unexpired term of office;
- (c) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
- (d) if the Francophone Director resigns or dies or is removed before the end of the Director's term of office, the vacancy thereby created may be filled only by a vote of the Francophone Group Member Agencies;
- (e) if a Regional Director resigns or dies or is removed before the end of the Director's term of office, the vacancy thereby created may be filled only by a vote of the Regional Group Member Agencies of the Region of which the Director is the Regional Director; and
- (f) except as provided for in the foregoing clauses, a quorum of Directors may fill a vacancy among the Directors.

### **2.13 Remuneration of Directors**

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

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their duties;
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to OCASI in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - i) considered reasonable by the Board;
  - ii) approved by the Board for payment by resolution passed before such payment is made; and
  - iii) in compliance with the conflict of interest provisions of the *Act*; and
- (c) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in any other capacity if OCASI is a charitable corporation, unless the provisions of the *Act* and the law

applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

### **Section 3. Board Meetings**

#### **3.1 Calling of Meetings**

Meetings of the Directors may be called by the Chair, or any two Directors at any time and any place on notice as required by this By-law.

#### **3.2 Regular Meetings**

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

#### **3.3 Notice**

- (a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 13 of this By-law to every Director of OCASI not less than five days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of OCASI.
- (b) A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with one or more of the following matters, in which case the notice must specify that matter:
  - i) To submit to the Members any question or matter requiring the approval of the Members.
  - ii) To fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of OCASI.
  - iii) To appoint additional Directors.
  - iv) To issue debt obligations except as authorized by the Directors.
  - v) To approve any financial statements.
  - vi) To adopt, amend or repeal By-laws.
  - vii) To establish contributions to be made, or dues to be paid, by Members.



**3.4 Quorum**

A quorum for the transaction of business at meetings of the Board shall be at least majority of the Directors. No business shall be conducted at any meeting of the Board unless a quorum of Directors is present throughout the meeting.

**3.5 Chair**

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-Chair shall preside at Board meetings, and if the Vice-Chair is unable or unwilling to do so, the Directors present shall choose one of their number to act as the chair of the meeting.

**3.6 Voting**

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes cast. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

**3.7 Participation by Telephonic or Electronic Means**

If a majority of the Directors consent generally or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by telephonic or electronic means or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by such means or device is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

**3.8 Adjournments**

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

**Section 4. Financial****4.1 Banking**

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

**4.2 Financial Year**

The financial year of OCASI ends on the last day of March in each year or on such other date as the Board may from time to time by resolution determine.

**Section 5. Auditor****5.1 Annual Appointment**

- (a) Subject to the *Act*, the Members entitled to vote shall, at each annual meeting, appoint an auditor or a person to conduct a review engagement of OCASI, who shall hold office until the close of the next annual meeting, or pass an extraordinary resolution to dispense with an auditor or to have a review engagement, as applicable.
- (b) If an appointment is not made and the Members entitled to vote do not pass an extraordinary resolution to have a review engagement or dispense with an audit, then the incumbent auditor continues in office until a successor is appointed.

**5.2 Removal of Auditor**

- (a) The Members may by Ordinary Resolution at a special meeting of Members, remove any auditor or a person appointed to conduct a review engagement before the expiration of the term of office in accordance with the *Act*, and may appoint a replacement to fill such vacancy. Where the Members entitled to vote do not fill the vacancy, the Directors may do so in accordance with section 5.3.
- (b) OCASI shall give the auditor at least two days to prepare a statement giving reasons opposing the auditor's removal. The auditor shall provide any such statement to the Board. Any such statement provided by the auditor shall be included in the notice of the special meeting of Members called to remove the auditor.

**5.3 Vacancy in the Office of Auditor**

Subject to the articles, the Board shall fill any vacancy in the office of auditor or a person appointed to conduct a review engagement.

**5.4 Remuneration of Auditor**

The remuneration of an auditor may, by Ordinary Resolution, be fixed by the Members entitled to vote, or if the Members entitled to vote do not do so, then the remuneration shall be fixed by the Directors.

**Section 6. Borrowing by OCASI****6.1 General Borrowing Authority**

Subject to the limitations set out in the By-laws or in the articles of OCASI, the Directors may, without authorization of the Members:

- (a) borrow money on the credit of OCASI;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of OCASI;

- (c) give a guarantee on behalf of OCASI to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of OCASI, owned or subsequently acquired, to secure any obligation of OCASI.

The Directors may delegate these powers to a Director, Committee, or Officer.

## **Section 7. Officers**

### **7.1 Officers**

- (a) The Directors may elect or appoint, as applicable, the following Officers, each of whom if so elected or appointed, unless otherwise provided in the By-Laws, shall be elected or appointed at the first meeting of the Board following an annual meeting of Members:
  - i) a Chair of the Board, who shall be appointed by the Board from among the Directors;
  - ii) a Vice-Chair of the Board, who shall be appointed by the Board from among the Directors;
  - iii) a Secretary, who may, but is not required to, be a Director, appointed by the Board;
  - iv) a Treasurer, who may, but is not required to be a Director, appointed by the Board;
  - v) a Past-Chair, who may, but is not required to, be a Director, appointed by the Board; and
  - vi) an Executive Director, who shall not be a Director, and who may be appointed at any time by, and hold office at the pleasure of, the Board.
- (b) This section does not preclude the Board from, at any time, filling a vacancy occurring among the Officers for the remainder of the term of the Officer who has vacated his or her office.

### **7.2 Office Held at Board's Discretion**

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

- (a) the Officer's successor being appointed,
- (b) the Officer's resignation,
- (c) such Officer's death, or
- (d) if the Officer is an employee of OCASI, he or she shall hold office at the pleasure of the Board, or pursuant to terms of employment.

### 7.3 Duties of the Chair

The Chair of the Board, subject to the authority of the Board, provides leadership to OCASI, is one of two primary spokespersons for OCASI, and when present shall preside at all meetings of the Board and Members. The Chair of the Board shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board, may be required by law or as the Board may determine from time to time.

### 7.4 Duties of the Vice-Chair

The duties and powers of the Chair of the Board may be exercised by the Vice-Chair of the Board when the Chair is absent or unable to act. If the Vice-Chair of the Board exercises any of those duties or powers, the Chair's absence or inability to act shall be referenced in the minutes. The Vice-Chair of the Board shall also perform the other duties prescribed by the Board or incident to the office.

### 7.5 Duties of the Executive Director

The Executive Director, if any, shall be the chief executive officer of OCASI and shall, subject to the direction of the Board, supervise and control the operations of OCASI. The Executive Director shall have the right to receive notice of, to attend and to speak at, but not to vote (unless otherwise also a Director) at, all meetings of the Board, any Committee, and any meeting of the Members, except those meetings where the terms of employment, compensation or performance of the Executive Director are discussed. The Executive Director shall also be one of two primary spokespersons for OCASI (along with the Chair of the Board).<sup>4</sup>

### 7.6 Duties of the Treasurer

The Treasurer shall:

- (a) keep or cause to be kept full and accurate accounts of all receipts and disbursements of OCASI in proper books of account;
- (b) deposit all moneys or other valuable effects in the name and to the credit of OCASI in the bank or banks from time to time designated by the Board;
- (c) disburse the funds of OCASI under the direction of the Board;
- (d) render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of OCASI;
- (e) co-operate with the auditors of OCASI during any audit of the accounts of OCASI; and
- (f) perform the other duties prescribed by the Board.

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<sup>4</sup> NTD – to be confirmed

**7.7 Duties of the Secretary**

The Secretary shall:

- (a) act as secretary of each meeting of OCASI and the Board;
- (b) attend all meetings of OCASI, the Board to record all facts and minutes of those proceedings in the books kept for that purpose;
- (c) give all notices required to be given to the Members and to the Directors;
- (d) be the custodian of the corporate seal of OCASI and of all books, papers, records, correspondence and documents belonging to OCASI; and
- (e) perform the other duties prescribed by the Board.

**7.8 Past Chair**

- (a) The appointment of a Past Chair will be made by resolution of the Board, at the discretion of the Board.
- (b) No person will be appointed to the office of Past Chair unless, at the time of the appointment, the person is the one who most recently occupied the office of Chair.
- (c) If appointed, the term of Past Chair shall be for three years, or until a new Chair is appointed, whichever occurs first.
- (d) The Past Chair shall perform such duties as may from time to time be assigned to him or her by the Board by resolution and may perform such additional duties as may be requested of him or her by the Chair.

**7.9 Delegation of Duties**

Except when otherwise required by law, any Officer may delegate the duties of the office to another person, provided that the delegating Officer remains responsible for ensuring that such duties are carried out.

**7.10 Establishment of other Offices and Appointment of other Officers**

The Board may from time to time establish other offices of OCASI and appoint such other Officers to hold such other offices as it considers expedient, and may specify the term of such Officers as well as their duties and remuneration (if any).

**7.11 Holding more than One Office**

Except for office of Chair of the Board, a person may be nominated or selected for, elected or appointed to, and hold, more than one office.

**7.12 Removal from Office**

An Officer may be removed by resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors.

**7.13 Remuneration of Officers or Employees**

An Officer who is a Director shall not be entitled to remuneration for acting as such, but shall be entitled to reimbursement for reasonable expenses incurred in carrying out their duties. The Board shall fix the remuneration of the Executive Director, if any. The Board shall fix the remuneration of any other employees or may delegate such responsibility to the Executive Director.

**7.14 Transition – Officers**

As of the date that this By-law comes into effect, those persons who are the Officers shall continue in their respective offices until the first meeting of the Board after the annual Meeting of members that immediately next follows the effective date of this By-law, unless they are earlier removed in accordance with the By-laws. For greater certainty, the person who is the President as of the date that this By-law comes into effect shall continue as the Chair of the Board, the person who is the Vice-President as of the date that this By-law comes into effect shall continue as the Vice-Chair, and the person who is the Past President as of the date that this By-law comes into effect shall continue as the Past Chair. At such first meeting of the Board, the Board shall appoint the Officers of OCASI according to the provisions of this By-law.

**7.15 Transition – Executive Director**

Despite section 7.14 of this By-law, the person who is the Executive Director of OCASI as of the effective date of this By-law shall continue in that office, subject to the provisions of this By-law applicable to that office.

**Section 8. Committees****8.1 Power to Establish Committees**

The Board may from time to time constitute such committees as it deems necessary or advisable (each a **Committee**), and subject to the *Act* (including Committee composition requirements and the limitations on delegation set out therein), for such purposes and with such powers as may be prescribed by the Board, whose members shall serve at the pleasure of the Board.

**8.2 Terms of Reference**

Subject to Sections 8.3 and 8.4, the Board will approve terms of reference for all Committees, including, but not limited to, mandate, composition, powers, responsibilities, reporting, quorum, and meeting frequency.

**8.3 Executive Committee**

The Executive Committee of the Board shall be subject to the following provisions:

- (a) The Executive Committee shall consist of the:
  - i) Chair of the Board,
  - ii) Vice-Chair of the Board,
  - iii) Secretary, and
  - iv) Treasurer,

provided that, if the offices of Secretary and Treasurer are occupied at any time and from time to time by the same person, then the fourth position on the Executive Committee shall be filled by a Director appointed by resolution of the Board from among the Directors.
- (b) During the intervals between the meetings of the Board, the Executive Committee shall have the authority to exercise the decision-making powers of the Board (subject to any regulations which the Board may from time to time impose and to the *Act*) in the management and direction of the affairs and business of OCASI, in such manner as the Executive Committee shall deem best for the interest of OCASI in all cases in which specific directions shall not have been given by the Board.
- (c) The Executive Committee shall report all decisions back to the Board at the next regular meeting of the Board.
- (d) A quorum for a meeting of the Executive Committee shall be a majority of the members of the Executive Committee.
- (e) Meetings of the Executive Committee may be held at the head office of OCASI or at any other place within or outside Ontario.

#### 8.4 Governance and Nominating Committee

The Governance and Nominating Committee shall be constituted as a permanent Committee of the Board. The Governance and Nominating Committee shall advise and make recommendations to the Board on: (i) matters relating to the Board's governance structure and processes, (ii) the evaluation of the Board's effectiveness, (iii) the recruitment, education and evaluation of Directors, and (iv) such other matters as the Board may determine from time to time.

#### 8.5 Ad Hoc Committees

There may be such *ad hoc* Committees (each an **Ad Hoc Committee**), for such purposes and comprised of such members, as the Board may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon whichever of the following occurs first:

- (a) the delivery of its report;
- (b) the completion of the mandate assigned to it by the Board; or
- (c) a resolution to that effect of the Board by which it was constituted.

#### **8.6 Rules Governing Committees**

Except as otherwise provided by By-law, all Committees are subject to the following:

- (a) the chair and members of the Committee shall be appointed by the Board;
- (b) the Board may appoint additional members who are not Directors to all Committees, other than the Executive Committee, established under this Section 8, and those persons shall be entitled to vote at the Committee meetings;
- (c) a member of a Committee shall serve for a term ending at the annual meeting of Members following appointment, and is eligible for reappointment for one or more additional terms;
- (d) each Committee shall meet at least annually, and more frequently at the call of its chair or as required by its terms of reference, and as requested by the Board;
- (e) each Committee shall be responsible to, and report after each meeting to, the Board;
- (f) subject to any rules established by the Board, each Committee may establish its own rules of procedure and may appoint sub-committees.

#### **8.7 Restrictions on Authority of Committees**

No Committee has authority to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors or in the office of Auditor or of a person appointed to conduct a review engagement of OCASI;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements of OCASI;
- (f) adopt, amend or repeal any By-Law; or
- (g) establish contributions to be made, or dues to be paid, by Members.

#### **8.8 Participation by Telephonic or Electronic Means**

If a majority of the persons who are members of a Committee consent generally or in respect of a particular meeting, any person entitled to attend a meeting of the Committee may participate in a meeting by telephonic or electronic means or other



communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by such means or device is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

### **8.9 Resolution in Writing**

Any resolution signed by all of the members of a Committee entitled to vote is as valid and effective as if passed at a meeting of the Committee duly called, constituted and held for that purpose. The requirement that the resolution be signed is satisfied by an electronic signature.

## **Section 9. Protection of Directors and Others**

### **9.1 Directors and Officers – Exclusion of Liability**

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

- (a) complied with the *Act* and OCASI's articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the *Act*.

### **9.2 Insurance**

- (a) OCASI shall purchase and maintain appropriate liability insurance for the benefit of OCASI and each person acting or having previously acted in the capacity of a Director, Officer or any other capacity at the request, or on behalf, of OCASI, which insurance shall include:
  - i) property and public liability insurance;
  - ii) directors' and officers' insurance;
 and may include
  - iii) such other insurance as the Board sees fit from time to time, with coverage limits in amounts per occurrence, with an aggregate maximum limits and with insurers, all as deemed appropriate by the Board from time to time.

- (b) OCASI shall ensure that each Director and Officer is added as a named insured to any policy of directors' and officers' insurance maintained by OCASI.
- (c) No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of OCASI.
- (d) It shall be the obligation of any person seeking insurance coverage or indemnity from OCASI to cooperate fully with OCASI in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of OCASI.

### 9.3 Indemnity and Insurance Considerations

Before giving approval to the indemnities provided in section 9.4 herein, or purchasing insurance provided in Section 9.2 herein, the Board shall consider such factors as are prescribed under the *Charities Accounting Act* (Ontario).

### 9.4 Indemnification

- (a) Every person (in this section referred to as a "protected person"), including the respective heirs, executors and administrators, estate, successors and assigns of the person, who:
  - i) is a Director; or,
  - ii) is an Officer; or
  - iii) is a member of a Committee; or
  - iv) has undertaken, or, with the direction of OCASI is about to undertake, any liability on behalf of OCASI or any other corporation controlled by OCASI, whether in the person's personal capacity or as a director or officer or employee or volunteer of such other corporation,

shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) to a maximum limit per claim made as established by the Board from time to time, from and against all costs, charges and expenses which such protected person sustains or incurs:

- v) in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such protected person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or in respect of any such liability; or
- vi) in relation to the affairs of OCASI generally,

except for such costs, charges or expenses as are occasioned by the failure of such protected person to act honestly and in good faith in the performance of the duties of his or her office.

- (b) Such indemnity will only be effective:
  - i) upon the exhaustion of all available and collectible insurance provided to protected persons by OCASI inclusive of whatever valid and collectible insurance has been collected; and
  - ii) providing the protected person has carried out all duties assigned to him or her which are subject of the claim in good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

## **Section 10. Conflict of Interest**

### **10.1 Conflict of Interest**

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

### **10.2 Charitable Corporations**

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

## **Section 11. Members**

### **11.1 Members - General**

- (a) Subject to the articles, there shall be two classes of Members in OCASI, consisting of the following:
  - i) Member Agencies; and
  - ii) Associate Member Agencies.
- (b) Municipalities, colleges, universities, school boards and hospitals are not eligible to be admitted to the class of Member Agencies.

### **11.2 Conditions of Membership**

- (a) Member Agencies – The class of Member Agencies shall be comprised of those entities that satisfy the following conditions and whose application for

membership as a Member Agency in OCASI has been approved by resolution of the Board. To be eligible for admission as a Member Agency, an entity must:

- i) be organized and operated on a non-profit basis and have been incorporated in the Province of Ontario or federally for at least one year before the date of its application for membership;
- ii) have an elected board of directors or such other decision-making structure which is elected by its membership;
- iii) have a substantial focus of services and activities in the interests of immigrants or refugees or both, in at least one of social service delivery, public education or social planning;
- iv) involve immigrants and refugees in their decision-making; and
- v) actively demonstrate a commitment to OCASI's mission and principles.

(b) Associate Members -- The class of Associate Members shall be comprised of those entities that satisfy the following conditions and whose application for membership as a member Agency in OCASI has been approved by resolution of the Board. To be eligible for admission as an Associate Member, an entity must:

- i) be organized and operated on a non-profit basis and have been organized for at least one year before the date of their application for membership;
- ii) have an elected board of directors or such other decision-making structure which is elected by its membership;
- iii) have a stated interest in or, as part of their work and activity, provide some incidental service to or in connection with the interests of immigrants or refugees or both, in at least one of social service delivery, public education or advocacy;
- iv) involve immigrants and refugees in their decision-making; and
- v) actively demonstrate a commitment to OCASI's mission and principles.

### 11.3 Regions

The Board may establish or recognize regions of OCASI (**Regions**) comprised of specified geographical areas of Ontario as determined by the Board. Each Region, when established, shall be known as "OCASI (Specified Area) Region". As of the date of this By-law, the following are the Regions:

- OCASI North Region

- OCASI East Region
- OCASI Central East Region
- OCASI Toronto Region
- OCASI Central West Region
- OCASI West Region
- OCASI South Region.

#### 11.4 Members Agencies – Category Groups

The class of Member Agencies shall be divided into groups for the purpose of nominating and electing persons to the offices of Regional Directors and Francophone Director. The groups into which Member Agencies shall be divided are as follows:

- (a) Regional Group Member Agencies – Each Member Agency shall be part of the Region in which such Member Agency has its registered office located and shall, for the purpose of that Region, be a “Regional Group Member Agency.”
- (b) Francophone Group Member Agencies – Each Member Agency whose services and programs are principally offered and provided in French, and whose language of work (including its internal governance) is French shall be part of the group of “Francophone Group Member Agencies.” For greater certainty, each Francophone Member Agency will also be a Regional Group Member Agency.

#### 11.5 Membership Term

- (a) Unless terminated earlier in accordance with the By-laws, the membership of a Member shall terminate upon the expiry of the Member’s term specified by the Board in the notice of admission to membership.
- (b) A Member that is otherwise qualified may, at the discretion and by resolution of the Board, have its membership in OCASI renewed, upon and subject to the terms and conditions of established by the Board and in accordance with the By-laws.

#### 11.6 Members’ Rights

- (a) Member Agencies -- Each Member Agency in good standing:
  - i) is entitled to notice of all meetings of the membership;
  - ii) except for the nomination and election of Directors, may vote on all matters before the membership at Members’ meetings or by written

- resolution as may be provided for from time to time under this By-law or at law;
- iii) with respect to the nomination and election of Directors:
    - A. may nominate and vote for the election of Provincial Directors;
    - B. if also a Francophone Group Member Agency, may nominate and vote for the election of the Francophone Director; and
    - C. may nominate and vote for the Regional Director of the Region of which such Member Agency is a Regional Group Member Agency;
  - iv) shall receive minutes and other materials of OCASI; and
  - v) shall have the right to send delegates to workshops/seminars conducted by OCASI.
- (b) Associate Member Agencies -- Each Associate Member Agency in good standing:
- i) is entitled to notice of and to attend all meetings of the membership, but is not entitled to vote on any matter before the membership at Members' meetings or otherwise; and
  - ii) shall have the right to send delegates to workshops/seminars conducted by OCASI.

### 11.7 Membership – Transition

- (a) For greater certainty, all Members in the Member Agencies class as of the date that this By-law is enacted by the Board, and all Members in the Associate Member Agencies class as of the date that this By-law is enacted by the Board, shall continue as Members in, respectively, the Member Agencies class and the Associate Member Agencies class until their respective memberships expire or are otherwise terminated in accordance with the By-laws.
- (b) As of the date that this By-law is enacted by the Board, the individuals who, as the day immediately before that date, are Director Members (as defined in By-law Number 2018 of OCASI) shall cease to be Director Members, though, for greater certainty, such individuals shall continue to hold office as Directors until they cease to be Directors in accordance with the By-laws of OCASI.

### 11.8 Membership Fees

Payment of an annual membership fee for Member Agencies and Associate Member Agencies is required, and the amount of the membership fee applicable to a specified period of time and for each class of Member will be determined at the

annual meeting Members by Ordinary Resolution of the Members entitled to vote at the meeting.

### 11.9 Membership – Not Transferable

A membership in OCASI is not transferable, including between classes, and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the *Act*.

### 11.10 Disciplinary Act or Termination of Membership for Cause

- (a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws or policies of OCASI, or engaging in conduct that is contrary to the mission of OCASI, or ceasing to meeting the qualifications for being a Member.
- (b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

## Section 12. Members' Meetings

### 12.1 Annual Meeting

- (a) The annual meeting shall be held on a day and at a place within Ontario fixed by the Board, unless the Members entitled to vote decide in accordance with the *Act* to hold the meeting outside of Ontario. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.
- (b) The business transacted at the annual meeting shall include:
  - i) receipt of the agenda;
  - ii) receipt of the minutes of the previous annual and subsequent special meetings;
  - iii) consideration of the financial statements;
  - iv) report of the auditor or person who has been appointed to conduct a review engagement;
  - v) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;

- vi) election of Directors, if required; and
- vii) 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 the annual meeting unless a Member entitled to vote thereat has given notice to OCASI of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such item of new business can be included in the notice of the annual meeting.

## 12.2 Special Meetings

- (a) The Directors may call a special meeting of the Members. A special meeting of the Members meeting shall be at a place within Ontario fixed by the Board, unless the Members entitled to vote thereat decide in accordance with the *Act* to hold the meeting outside of Ontario.
- (b) The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

## 12.3 Meetings by Telephonic or Electronic Means

- (a) A Member may participate in a meeting of Members by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. Any person participating by telephonic or electronic means is deemed to be present at that meeting for all purposes, including, without limitation, for the purpose of determining quorum for the meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The Directors or, as the case may be, the Members entitled to vote may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

## 12.4 Notice

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

## 12.5 Quorum



A quorum for the transaction of business at a Members' meeting is the smallest whole number that is not less than one-third of the Member Agencies in good standing. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

#### **12.6 Chair of the Meeting**

The Chair of the Board shall be the chair of the Members' meeting; in the absence of the Chair of the Board, if the Vice-Chair is unable or unwilling to chair the meeting, the Members entitled to vote and that are present at any Members' meeting shall choose another Director as chair of the meeting, and if no Director is present or if all of the Directors present decline to act as chair of the meeting, the Members entitled to vote and that are present may choose another individual in attendance at the meeting to chair the meeting.

#### **12.7 Voting of Members**

Business arising at any Members' meeting shall be decided by Ordinary Resolution unless otherwise required by the *Act* or the By-law, provided that:

- (a) each Member entitled to vote shall have one vote on each question raised at any meeting of the Members;
- (b) votes shall be taken by a show of hands among all Members present unless otherwise required by a By-Law of OCASI or the *Act*, or unless a ballot is required by the chair of the meeting or requested by any Member;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) if there is a tie vote, the motion is lost; and
- (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

#### **12.8 Proxies**

- (a) Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner set out in the proxy, to the extent and with the power

conferred by the proxy and the regulations under the *Act*. A proxy shall be in writing.

- (b) A proxy shall be executed by:
  - i) the Member entitled to vote; or
  - ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney.
- (c) A proxy is valid only at the meeting for which it is given or at the continuation of that meeting after an adjournment.
- (d) Subject to the regulations under the *Act*, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.
- (e) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, such deadline shall not exceed 48 hours, excluding Saturdays and holidays before the meeting.

#### **12.9 Mail Ballots**

A Member entitled to vote at a meeting of Members may vote by mail-in ballot if OCASI has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to OCASI without it being possible for OCASI to identify how each Member voted.

Subject to the foregoing, the conduct of voting by mail-in ballot will be in accordance with the policies and procedures determined from time to time by the Board.

#### **12.10 Electronic Ballots**

A Member entitled to vote at a meeting of Members may vote by telephonic or electronic means if OCASI has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to OCASI without it being possible for OCASI to identify how each Member voted.

Subject to the foregoing, the conduct of voting by telephonic or electronic means will be in accordance with the policies and procedures determined from time to time by the Board.

#### **12.11 Adjournments**

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

### **12.12 Persons Entitled to be Present**

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

## **Section 13. Notices**

### **13.1 Service**

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

### **13.2 When Notice Considered Given**

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by telephone, notice is deemed given at the time of the telephone call;
- (b) if given in writing by prepaid letter post to the last address shown on OCASI's records, notice is deemed given on the third day after mailing;
- (c) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (d) if given by e-mail, notice is deemed given when sent; and

- (e) if provided by other electronic means, notice is deemed given when transmitted.

### **13.3 Declaration of Notice**

At any meeting, the declaration of the secretary or chair of the meeting that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

### **13.4 Computation of Time**

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that began the period and is deemed to terminate at midnight of the last day of the period, except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

### **13.5 Error or Omission in Giving Notice**

- (a) The accidental omission to give any notice to any Member, Director, Officer, member of a Committee or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where OCASI has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.
- (b) Any Director, Member or auditor may at any time waive notice of, and ratify and approve any proceeding taken at any meeting.

### **13.6 Waiver**

Where a notice or document is required to be sent pursuant to the By-Laws or the *Act*, as applicable, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

## **Section 14. By-laws and Effective Date**

### **14.1 Adopting, Amending and Repealing By-laws**

- (a) Subject to the *Act* or the articles, as applicable, the Board may from time to time in accordance with the *Act* make, amend or repeal and replace this By-law or any other By-law. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting

of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members entitled to vote.

- (b) If the By-Law, the amendment or the repeal is confirmed or confirmed as amended by the Members entitled to vote, it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members entitled to vote at the meeting.

#### 14.2 Effective Date of this By-law

Despite section 14.1(a) and subject to section 14.3, this By-Law shall come into force only upon approval of the Members by Ordinary Resolution, with or without amendment.

#### 14.3 Effective Date of Section 11.9 and Section 12.4

Sections 11.9 (Membership – Not Transferable) and 12.4 (Notice of Members' Meetings) shall only be effective upon approval of the Members by Special Resolution, with or without amendment.

### Section 15. Repeal of Prior By-laws

#### 15.1 Repeal

Subject to the provisions of section 15.2 of this By-law, all prior By-Laws, including, without limitation, By-law Number 2018 (as amended), and all resolutions and other enactments of OCASI inconsistent in either form or content with the provisions of this By-Law, are repealed and of no further force and effect as of the date this By-law comes into force.

#### 15.2 Prior Acts

The repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws, resolution or other enactment.

**ENACTED** by the Directors as a By-Law of OCASI – ONTARIO COUNCIL OF AGENCIES SERVING IMMIGRANTS this \_\_\_\_ day of \_\_\_\_\_, 2022.

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director

**CONFIRMED** by the Members OCASI – ONTARIO COUNCIL OF AGENCIES SERVING IMMIGRANTS in accordance with the *Not-for-Profit Corporations Act, 2010* on the \_\_\_\_ day of \_\_\_\_\_, 2022.

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director