



OCASI

BY-LAW Number 2018

BY-LAW NUMBER 2018

A by-law to repeal and replace the organizational By-laws dated September, 2011 relating generally to the transaction of the business and affairs of

OCASI

BE IT ENACTED as a by-law of OCASI-Ontario Council of Agencies Serving Immigrants (referred to in this By-law as **OCASI**) as follows:

1. DEFINITIONS

In this By-law, the terms set out below shall have ascribed to them the following meanings:

- 1.1 **Associate Member Agencies** has the meaning set in Section 6.3 of this By-law.
- 1.2 **Board** means the board of directors of OCASI.
- 1.3 **Director** means an individual occupying the position of director on the Board.
- 1.4 **Director Member** has the meaning set out in Section 6.4 of this By-law.
 - a. **Francophone Director** means a Director of OCASI who is elected by Francophone Member Agencies.
 - b. **Francophone Member Agency** means a Member Agency whose services and programs are principally offered and provided in French, and whose language of work (including its internal governance) is French.
- 1.5 **Immigrant** means any individual in Canada not born in Canada (including refugees).
- 1.6 **in good standing** means, in reference to a Member, a Member who has paid fees for the current year.
- 1.7 **Member** means a member of OCASI, and includes Member Agencies, Associate Member Agencies and Director Member.
- 1.8 **Member Agencies** has the meaning set out in Section 6.2 of this By-law.
- 1.9 **Provincial Director** means a Director of OCASI who is not a Regional Director.
- 1.10 **Region** means a geographical area within the province of Ontario whose boundaries are established from time to time by the Board.
- 1.11 **Regional Director** means a Directors of OCASI who is elected at a Regional Members Meeting.
- 1.12 **Regional Members Meeting** means a meeting of Member Agencies whose head offices are located within a specified Region.

2. NAME

The name of the organization shall be OCASI, which represents the Ontario Council of Agencies Serving Immigrants

3. **MISSION**

The Mission of OCASI is to achieve equality, access and full participation for immigrants and refugees in every aspect of Canadian life.

4. **PRINCIPLES**

As a Council of autonomous non-profit community-based agencies which serve the immigrant communities of Ontario, in particular,

- 4.1 OCASI asserts the right of all persons to participate fully and equitably in the social, cultural, political and economic life of Ontario.
- 4.2 OCASI affirms that immigrants and refugees to Canada should be guaranteed equitable access to all services and programs.
- 4.3 OCASI believes that Canada must be a land of refuge and opportunity, a country known for humanity and justice in its treatment of immigrants and refugees.
- 4.4 OCASI believes that in cooperation with other groups and communities that promote human rights and struggle against discrimination, OCASI will see these principles realized.

5. **OBJECTIVES**

The objectives of OCASI shall be:

- 5.1 to act as a collective voice for Members serving immigrants in matters related to immigration, settlement and integration;
- 5.2 to work to improve services provided to immigrants in Ontario;
- 5.3 to act as an advisory and resource body for community service agencies, government and other stakeholders in regard to matters related to immigrants, immigration, settlement and integration;
- 5.4 to stimulate and conduct research on the needs of immigrants and the effectiveness of services being provided as well as methods of delivery of services;
- 5.5 to encourage the exchange of information among Members;
- 5.6 to receive and expend monies as required to carry out the above;
- 5.7 subject to Provincial and Canadian laws to accept donations, gifts, grants, legacies and bequests; and
- 5.8 to include such other objectives as the membership shall determine from time to time.

6. **MEMBERSHIP**

6.1 **General**

- a. Membership in OCASI shall consist of the following three classes: Member Agencies, Associate Member Agencies and Director Members.

- b. The Board may, by resolution, reject any membership at its discretion. Municipalities, colleges, universities, school boards and hospitals are not eligible to be admitted as Member Agencies of OCASI.

6.2 Member Agencies:

Member Agencies must be:

- a. 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 their application for membership;
- b. have an elected board of directors or such other decision-making structure which is elected by its membership;
- c. 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;
- d. involve immigrants and refugees in their decision-making;
- e. actively demonstrate a commitment to OCASI's mission and principles; and
- f. be approved for membership by the Board of OCASI.

6.3 Associate Member Agencies:

Associate Member agencies must be:

- a. 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;
- b. have an elected board of directors or such other decision-making structure which is elected by its membership;
- c. 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;
- d. involve immigrants and refugees in their decision-making;
- e. actively demonstrate a commitment to OCASI's mission and principles; and
- f. be approved for membership by the Board of OCASI.

6.4 Director Member

An individual who is elected or appointed as a Director of OCASI shall automatically, as of the effective date of his or her election or appointment, become a Director Member of OCASI and shall remain a Director Member for so long as he or she remains a Director of

OCASI. Upon ceasing to be a Director of OCASI, an individual shall automatically cease to be a Director Member.

6.5 Membership Fee

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 General Meeting by the Members entitled to vote at such meeting.

7. MEMBERSHIP RIGHTS AND RESPONSIBILITIES

7.1 Rights

a. Member Agencies:

- i. Each Member Agency in good standing:
 - A. is entitled to notice of all meetings of the membership; and
 - B. except as provided for in the paragraph that immediately next follows, 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.
- ii. Only Francophone Member Agencies may vote for the election of a Francophone Director.
- iii. Each Member Agency shall receive minutes and other materials of OCASI.
- iv. Each Member Agency 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.

c. Director Member

Each Director Member in good standing 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.

7.2 Annual General Meetings

- a. An Annual General Meeting shall be held once during each calendar year.
- b. Notice and agenda of the Annual General Meeting shall be sent at least three (3) weeks in advance of the date of the Annual General Meeting.

- c. At each Annual General Meeting, the following items of business shall be transacted, in addition to such other items as may be determined by the Board:
 - i. the receiving of reports of the activities of OCASI bearing on the preceding year, the annual financial statement and the report of the auditor,
 - ii. the election of Provincial Directors and the Francophone Director, if necessary, and
 - iii. the appointment of an auditor.

7.3 Special and General Meetings

- a. A special meeting may be called by a majority of the Board, by the President or in the absence of the President, by any one of the Vice-Presidents, or by notice in writing to the Board from twelve Member Agencies in good standing.
- b. The business to be transacted at a special meeting shall be as specified in the notice of the meeting.
- c. A Regional Members Meeting at which the election of a Regional Director or Regional Directors is to take place shall, for the purpose of the election, be deemed to be a general meeting of the Members.

7.4 Quorum

One third of the Member Agencies in good standing shall constitute a quorum for the purposes of voting at the Annual General Meeting and special meetings of Members.

7.5 Errors In Notice, Membership Meetings

No error or omission in giving notice of any annual or general meeting or any Regional Members Meeting or any adjourned meeting, whether annual or general or special or Regional, of the Members will invalidate that meeting or make void any decisions made at it and any Member may at any time give up her or his right to notice of any such meeting and may approve and confirm any or all decisions made at it. For the purpose of sending notice to any Member, Director or officer for any meeting or otherwise, the address of any Member, Director or officer is her/his last address recorded on the books of OCASI.

7.6 Voting

- a. Each Member Agency that is in good standing has one vote and shall appoint a voting representative to exercise the vote on behalf of the Member Agency. The voting representative shall speak on behalf of his/her respective agency and vote on the agency's behalf. The representative shall act as a liaison person and distributor of information to and from OCASI and his/her respective agency.
- b. Subject to Section 7.7 of this By-law, the voting representative must be present at the Annual General Meeting and Special Meetings in order for the respective Member Agency to exercise its voting rights.

- c. Votes shall be cast only by the voting representative of the Member Agency or by the Member Agency's proxy appointed in accordance with the by-laws.
- d. At meetings of the membership, every question shall be decided by a majority of the votes cast unless otherwise required by law or by-laws. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member entitle to vote.

7.7 Proxy Voting

- a. Notice of each meeting of Members must remind each Member entitled to vote that it has the right to vote by proxy. Proxy forms may be submitted by facsimile or electronic mail, as well as by personal delivery or mail. A proxy may be in the following form, or such other form as the Board may from time to time determine by resolution:

“I, _____ a voting member of OCASI appoint (name of proxy), or failing such person (insert another name) as my proxy, to attend and act at the meeting of the Members to be held on (date) at (place) and at any postponement or adjournment thereof, in the same manner and to the same extent and with the same powers as if I was present at the meeting. (signature and date).”

- b. The Directors may by resolution fix a time not exceeding 48 hours excluding Saturdays, Sundays and holidays, preceding any meeting or adjourned meeting of the Members before which time proxies to be used at that meeting must be deposited with OCASI or an agent of OCASI, and any period of time so fixed shall be specified in the notice calling the meeting.
- c. The person appointed proxy of a Member Agency need not be a Member of OCASI.

7.8 Revocation of Membership

- a. Membership may be revoked by the Board if the conduct of the Member is not in keeping with the mission and principles of OCASI, or if the Member no longer meets the membership requirements under Article 6 of this By-law.
- b. The revocation of a Member and Associate Member Agency membership in OCASI requires a vote of a majority of the Directors then in office, which vote shall occur at a meeting of the Board.

8. BOARD OF DIRECTORS, OFFICERS AND COMMITTEES

8.1 Composition of the Board

- a. The affairs of OCASI shall be governed by a Board composed of 18 individuals, who are elected from Member Agencies in good standing, in accordance with the requirements set out in the by-laws of OCASI. Of the 18 positions on the Board, eight shall be occupied by Regional Directors, nine shall be occupied by Provincial

Directors and one shall be occupied by the Francophone Director. One of the nine provincial directors shall be designated as a “women’s issues” position.

- b. In addition to the 18 elected positions on the Board, the Board shall also include on it the position of the Past President, which shall be without vote.

8.2 Qualifications of Directors

In order to be eligible to be elected or appointed as a Director, a person must, at the time of his or her election or appointment:

- a. be an individual who is 18 years or older;
- b. be a member, director, officer or employee of, or otherwise designated in writing as affiliated with a Member Agency and
- c. not be an undischarged bankrupt.

8.2 A. Qualifications of the Provincial Director designated Women’s Services/Issues

In addition to satisfying the requirements in Section 8.2 of this By law, to be eligible to be elected or appointed to the Provincial Director position designated “Women’s Issues”, a person must also satisfy such other requirements and conditions as are prescribed by resolution of the Board from time to time.”

1. INTERPRETATION – Except as specifically defined in this By-law, capitalized words used in this By-law shall have the same meanings ascribed to them as in By-law Number 2011 (as amended by By-law Number 2014 and By-law Number 2015-1).

CONSOLIDATION OF THE AMENDMENTS

- Following the confirmation of this By-law Number 2018-1 by the Members of OCASI, with or without variation, the Board shall cause the amendments contained in this By-law Number 2018-1 to be consolidated into By-law Number 2011 (as amended by By-law Number 2014 and By-law Number 2015-1) (the **Consolidated Version**).
- The Executive Director of OCASI shall cause the publication of the Consolidated Version, with such stylistic changes as may be necessary and appropriate.
- Upon the publication of the Consolidated Version, the President and the Secretary of OCASI are authorized and directed to sign it.

EFFECTIVE DATE – Subject to the *Act*, the effective date for this By-law shall be the date that it is passed by the Board in accordance with the by-laws of OCASI.

8.3 Powers and Responsibilities of the Board

- a. The Board manages and directs the business of OCASI. It can enter into any kind of contract which the law allows OCASI to make and use all the powers of OCASI, unless the *Corporations Act* or the by-laws say that a Members' meeting is needed to decide on a specific matter. The Board can act only by a decision at a proper Board meeting or by a resolution in writing signed by all of the Directors.
- b. The Directors of OCASI may from time to time:
 - i. borrow money or otherwise obtain credit upon the credit of OCASI in such amounts and upon such terms as may be considered advisable;
 - ii. issue, reissue, sell or pledge debt obligations of OCASI, including without limitation, bonds, debentures, debenture terms, covenants and conditions and at such prices as may be deemed expedient;
 - iii. charge, mortgage, hypothecate, pledge, assign, transfer or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable property of OCASI, including among other things, book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any money borrowed or any other debt or liability of OCASI;
 - iv. guarantee to financial institution the indebtedness and liability of any person, firm or corporation, in either a limited or unlimited amount and either with or without security; and
 - v. Delegate to one or more of the officers and Directors of OCASI as may be designated by the Directors all or any of the powers conferred by the foregoing clauses of these By-Laws to such extent and in such manner as the Directors shall determine at the time of each delegation.
- c. Without limiting the generality of the foregoing, the Board shall have the authority to establish and amend, from time to time, the boundaries of the Regions.

8.4 Election of Directors

a. Provincial Directors

- i. The Board Development Committee shall present a slate of candidates for election as Provincial Directors to the Board. Nominations of candidates for election to the Board shall not be allowed to be made from the floor of the Annual General Meeting or other meeting of the Members at which an election of Directors is being held.
- ii. Nine of the Provincial Directors shall be elected by the Members entitled to vote at the Annual General Meeting. Their terms of office shall be held in rotation. At each Annual General Meeting, Provincial Directors shall be elected to fill the positions of those Provincial Directors whose term of office has expired and each Provincial Director so elected shall hold office for a term of two years or until the second Annual General Meeting after their election.

b. Regional Directors

- i. The Regional Directors will be elected at Regional Members Meetings, which shall occur at least 21 working days prior to the Annual General Meeting.
- ii. Each Regional Director so elected shall hold office for a term of two years or until the second Annual General Meeting after the date of his or her election. The term of each Regional Director shall commence as of the end of the Annual General Meeting that immediately next follows the date of his or her election.
- iii. The rules for the Regional Members Meetings shall be similar to the rules for the Annual General Meeting, except as specifically provided for in this By-Law. The Board shall determine how the Regional Directors' election process shall be conducted.
- iv. A quorum for the purpose of the election of Regional Directors at Regional Members Meetings shall be determined as follows:
 1. For a Region that has ten or fewer Member Agencies, a quorum shall be set at 50% of the Member Agencies of the Region.
 2. For a Region that has 11 to 25 Member Agencies, a quorum shall be 30% of the Member Agencies of the Region.
 3. For a Region that has 26 or more Member Agencies, a quorum shall be set at 20% Member Agencies of the Region.
- v. A Member Agency of a Region may participate in Regional Members Meeting held for the election of Regional Directors and vote in such elections by any one of the following means:

1. by appointment of a voting representative of the Member Agency to attend the Regional Members Meeting, in accordance with the requirements for the appointment of voting representatives that ordinarily apply for annual or general meetings of the Members;
 2. by means of conference, telephone or other communications equipment by means of which all persons participating in the Regional Members Meeting can hear each other;
 3. by means of a written proxy appointing a proxy holder to attend and act at the Regional Members Meeting on behalf and for the Member Agency, in the manner and to the extent authorized by the proxy, in accordance with the requirements for the appointment of proxies that ordinarily apply for annual or general meetings of the Members;
 4. by mail ballot, in accordance with the provisions set out in this By-law; and
 5. by electronic mail ballot, in accordance with the provisions set out in this by-law.
- vi. A Member Agency participating in a Regional Members Meeting pursuant to 8.4bv shall, for the purposes of determining quorum, be deemed to be present at the Regional Members Meeting.

c. Voting – Regional Directors

Voting with respect to the election of Regional Directors at a Regional Members Meeting may take place in one or more of the following ways:

- i. by show of hands or roll call of the voting representatives or proxies of the Member Agencies are in attendance at the meeting;
- ii. by ballots cast by the voting representatives or proxies of the Member Agencies are in attendance at the meeting;
- iii. by mail ballot, in accordance with the provisions set out in this By-law, and
- iv. by electronic mail ballot, in accordance with the provisions set out in this By-law.

a. Francophone Director

- 1.

- i. If at an Annual General Meeting or at a special or general meeting of the Members an election of the Francophone Director is to be held, then the Francophone Member Agencies entitled to vote shall meet (called the **Nominations Meeting**) at least 21 business days prior to, as the case may be, the Annual General Meeting or the special or general meeting of the Members.
 - ii. Quorum for the purpose of the Nominations Meeting shall be 30% of the Francophone Member Agencies, and the Nominations Meeting shall be for the purpose of nominating one or more qualified candidates for the election of the Francophone Director, as well as such other purposes as may be permitted. Those individuals who are duly nominated at the Nominations Meeting as candidates in the election for the Francophone Director are referred to as the “Francophone Director Candidates”.
 - iii. The Francophone Director Candidates shall be submitted as candidates in the election for the Francophone Director at, as the case may be, the Annual General Meeting or the special or general meeting of the Members at which such election is to be held. Nominations of candidates in the election for the Francophone Director shall not be allowed to be made from the floor of the Annual General Meeting or other meeting of the Members at which the election is to be held.
 - iv. The election of the Francophone Director shall be by the Francophone Member Agencies entitled to vote at the Annual General Meeting or other meeting of the Members at which the election is being held from among the Francophone Director Candidates.
 - v. The Francophone Director shall be elected for a term of two years or until the second Annual General Meeting after his or her election.”
2. INTERPRETATION – Except as specifically defined in this By-law, capitalized words used in this By-law shall have the same meanings ascribed to them as in By-law Number 2011 (as amended by By-law Number 2014).
3. CONSOLIDATION OF THE AMENDMENTS
 - 3.1 Following the confirmation of this By-law Number 2015-1 by the Members of OCASI, with or without variation, the Board shall cause the amendments contained in this By-law Number 2015-1 to be consolidated into By-law Number 2011 (as amended by By-law Number 2014) (the Consolidated Version). And, for greater certainty, the Consolidated Version shall incorporate, if not already incorporated, the amendments contained in By-law Number 2014.
 - 3.2 The Executive Director of OCASI shall cause the publication of the Consolidated Version, with such stylistic changes as may be necessary and appropriate.

3.3 Upon the publication of the Consolidated Version, the President and the Secretary of OCASI are authorized and directed to sign it.

4. EFFECTIVE DATE – Subject to the *Act*, the effective date for this By-law shall be the date that it is passed by the Board in accordance with the by-laws of OCASI.

d. **Voting – Mail Ballots and Electronic Mail Ballots**

The following provisions shall apply to votes cast by mail, or electronic mail, ballots for the election of Regional Directors held at a Regional Members Meeting:

- i. Notice of the vote shall be sent to all Members entitled to vote, no earlier than 45 days, and no later than 20 days, before the deadline for receiving completed ballots.
- ii. The notice shall set forth the matters to be voted on.
- iii. In order for a mail ballot, including an electronic mail ballot, to be valid and counted, it must be received back at the head office of OCASI or at the address set out in the notice, and in the case of an electronic mail ballot, at the electronic mail address set out in the notice, not later than the deadline for receiving the ballot, as set out in the notice of the vote.
- iv. A mail ballot, including an electronic mail ballot, shall ensure that the votes may be verified as having been made by Members entitled to vote and that OCASI is not able to identify how each Member entitled to vote voted.
- v. Within 10 days of Member Agencies ballots being received by OCASI, in accordance with the provisions set out in this paragraph, the votes shall be counted by a person or persons appointed by the President. The Secretary, or, in the absence or unavailability of the Secretary, such other person as the President may designate, shall supervise the counting of the ballots and shall determine the validity of any ballot.
- vi. Following the counting of the ballots and determination of the matter or matters, all ballots counted shall be kept for no less than 30 days before being destroyed.

8.5 Term Limitation

Directors may not serve for more than six successive years. A Director may stand for election after a lapse of one year.

8.6 Board Meetings

- a. The Board shall meet quarterly and/or as required. Meetings of the Board may be formally called by the President or a Vice-President, or by the Secretary on direction of the President or a Vice-President, or by the Secretary on direction in writing of two Directors.

- b. Except as otherwise required by law, the Board may hold its meetings at such place or places as the Directors decide.

8.7 Quorum for Board Meetings

A majority of the Board will constitute a quorum at any meeting of the Board.

8.8 Notice of Board Meetings

Notice of meetings shall be delivered, telephoned or transmitted by facsimile or electronic mail to each Director not less than one day before the meeting is to take place or shall be mailed to each Director not less than five days before the meeting is to take place. The statutory declaration of the Secretary or Vice-President or President that notice has been given pursuant to this By-law shall be conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A Directors meeting may also be held, without notice:

- a. immediately following the annual general meeting of OCASI; and
- b. if all Directors are present.

The Directors may consider or transact any business either special or general at any meeting of the Board.

8.9 Errors in And Waiver of Notice of Directors' Meeting

No error or omission in giving notice for a Directors meeting will invalidate that meeting or any decision made at it and any Director may at any time give up her or his right to notice of a meeting and may approve of any or all decisions made at it.

8.10 Teleconference and Other Electronic Meetings

If a majority of the Directors consent generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

8.11 Voting

Subject to the provisions of the *Corporations Act* (Ontario), a majority vote is needed to make a decision of the Board. Each Director is authorized to exercise one vote. If there is a tie, the decision is made in the negative. Votes will be by a show of hands, and by verbal assent or dissent in situations permitted pursuant to section 8.10, unless a Director requests a ballot.

8.12 Resolutions

A statement by the chairperson of the meeting that a decision has been made and/or a decision recorded in the minutes of the meeting is admissible as proof on its face that the decision was made without proof being required of the number of votes recorded in favour of or against such decision. If the President is absent, her/his duties may be carried out by the Vice-President or any other Director that the Board decides.

8.13 Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties and which are authorized by the Board. Nothing herein contained shall be construed to preclude any Director from serving the corporation as an officer or in any other capacity.

8.14 Conflict of Interest

If a Director has any direct or indirect interest in a proposed contract or contract, he/she must disclose this interest at a meeting of the Directors as soon as the Director becomes aware of the conflict of interest. This declaration must be recorded in the minutes.

8.15 Removal of Directors

The Members entitled to vote can remove any Director before the end of the Director's term. Notice that a motion will be made to remove a Director must be included in the notice for the Members meeting at which the motion will be considered. This motion must be passed by at least a two-thirds majority of the votes cast. The Board may recommend that the Members remove a Director, if the Director:

- a. has not carried out the responsibilities of a Director;
- b. has acted in a manner contrary to the best interests or objects or policies of OCASI;
or
- c. has failed to adhere to the policies and principles of OCASI.

When the Members entitled to do so remove a Director, at the same meeting the Members entitled to vote can elect any qualified person to replace the Director for the rest of the term of the former Director. If the Members do not do this, then if there is still a quorum on the Board and subject to section 8.17 of this By-law, the Directors can appoint a qualified person for the rest of the term of the former Director. For greater certainty, the provisions in this section apply irrespective of whether the Director who it is proposed to remove is a Provincial Director, a Regional Director or the Francophone Director.

8.16 Automatically Vacated

A Director shall automatically cease to hold the office of Director:

- a. if he or she is absent from 3 consecutive Board meetings without leave of the Board;
- b. if he or she shall resign his or her office by delivering a written resignation to the President or Secretary of OCASI;
- c. if he or she becomes bankrupt or suspends payment or compounds with his or her creditors;
- d. if he or she ceases to be, for whatever reason, a Member;
- e. if he or she ceases to be a member, director, officer or employee of a Member Agency or an Associate Member Agency, or has his or her designation of affiliation with a Member Agency or an Associate Member Agency withdrawn by the Member Agency or the Associate Member Agency;
- f. if the Member Agency or an Associate Member Agency of which he or she is a member, director, officer or employee (or with which he or she is affiliated by written designation of the Member Agency or an Associate Member Agency) ceases to be a Member of OCASI; or
- g. on his or her death.

8.17 Vacancies:

The Directors shall have discretion to appoint replacements to fill any vacant positions. Where a Regional Director's position or the Francophone Director's position is vacated, the Directors shall request a recommendation for a replacement from, in the case of the Regional Director, the Members in that Region, and in the case of the Francophone Director, the Francophone Member Agencies. Such appointments shall be for the duration of the incumbent's term.

8.18 Executive Committee

The officers of the corporation comprise the Executive Committee. The Executive Committee shall be composed of: President, two Vice Presidents, Past-President, Secretary, Treasurer and the Executive Director. The Executive Director and Past-President shall be non-voting members of the Executive Committee. The Directors may delegate to the Executive Committee any of the duties of the Board of Directors, subject to the restrictions, if any, contained in the By-laws or imposed from time to time by the Directors.

8.19 Duties of officers

The duties of the officers of OCASI include the following, in addition to other duties that may from time to time be assigned to them by the Board:

a. **President**

The President will:

- i. provide leadership to the Directors in determining that the Board meets all legal and moral responsibilities;
- ii. serve as the chief spokesperson for the organization;
- iii. encourage Directors' participation in organizational activities aimed at achieving its goals; and
- iv. conduct all general meetings, the Annual General Meeting, Special Meetings and Board meetings or to delegate as required.

b. **Vice-President**

The Vice-President will:

- i. assume the responsibility of the President in her/his absence; and
- ii. assume the responsibilities of the President at the request of the President.

c. **Past President**

- i. The Past President is the office that is held from time to time and at any time by the person who immediately preceded the person currently occupying the office of President, but shall not include any person who is removed for cause by the Board from the office of President.
- ii. The Past President shall have a term of one year.
- iii. The Past President will provide continuity to the board and assume other duties as may be determined by the Board from time to time.

d. **Secretary**

The Secretary will:

- i. be responsible for recording and distributing minutes for general meetings, the Annual General Meeting, and in-camera meetings of the Directors;
- ii. provide notice to the Members of meetings, including annual, general and Regional meeting;
- iii. provide all other information to the Members; and

iv. maintain records, minute books and files of OCASI.

e. **Treasurer**

The Treasurer will

- i. maintain any necessary bank accounts in the name of OCASI;
- ii. submit financial reports as requested by the Directors; and
- iii. keep or cause to be kept the requisite books of account and accounting records.

8.20 Executive Director

The Executive Director of OCASI is hired by and accountable to the Board and is responsible for administering the organization on behalf of the Directors.

The Board may delegate the full authority to manage and direct the business and affairs of the organization (except such matters and duties as by law must be transacted by the Board) including the authority to employ and discharge agents and employees of the organization.

The Executive Director shall at all reasonable times give to the Directors all information they may require regarding the affairs of the organization.

8.21 Appointment of officers

- a. The officers, excluding the Executive Director and Past President, shall be appointed annually by a resolution of the Directors at the first meeting of the Board no later than 30 days after the Annual General Meeting, following the orientation of first time elected Directors and shall take office immediately after that meeting. In the interim, the then current Executive Committee will continue to hold office.
- b. The Board can fill vacancies of any officer as necessary.
- c. All officers, except for the Executive Director and the Past President, must be a Director as a condition for being appointed and for remaining an officer.
- d. Except for the offices of President, Vice-President and Past President, any two offices may be held by the same individual.

8.22 Term of officers

officers shall hold their office for a term of one year from the date of their appointment or until a successor is appointed, and, if otherwise eligible, they may be re-appointed.

8.23 Removal of officers

A majority of the Board can remove any officer by a decision of the Board, at any time and for any reason. Notice must be given to all Directors of such a proposed decision with the

notice of the meeting. The Directors can immediately choose another qualified person to fill the vacancy.

8.24 Resignation of officers

An officer can resign by giving written notice to the President, the Secretary, or the head office of OCASI. The resignation takes effect upon receipt or as set out in the notice.

8.25 Other Committees

Committees of OCASI are established by resolution of the Board. These committees may be Standing or Ad Hoc in nature, as designated by the Board when establishing the committee. Terms of reference of all committees must be ratified by the Directors.

All standing committees must be chaired by a Director, must include at least one Director and may make policy recommendations for the consideration and approval of the Directors.

8.26 Inactive and Combined Committees

From time to time, by resolution, the Board may combine the work of two or more committees under such name as the Board shall select and the Board may permit any committee to be inactive.

8.27 Electronic Meetings of Committees

If a majority of the persons who are members of a committee consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other; provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

9. INDEMNIFICATION AND INSURANCE

9.1 Indemnification

The Directors and officers of OCASI are indemnified and saved harmless out of the funds for OCASI except for such costs, charges or expenses as are occasioned by the Directors' or officers' own wilful neglect or default. No Director or officer of OCASI shall be liable for the acts, neglects, or defaults of any other Director or officer or employee, or for any loss, damage or expense happening to OCASI through the insufficiency or deficiency of title to any property acquired by OCASI, or for the insufficiency or deficiency of any security in or upon which any of the money of OCASI shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of OCASI shall be deposited, or for any loss occasioned by any error of judgment or oversight on said Director's or officer's part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of the

individual's office or in relation thereto unless the same are occasioned by the individual's own wilful neglect or default.

9.2 Insurance

Subject to the law applicable to charities, OCASI shall purchase and maintain such insurance for the protection of the Directors and officers of OCASI, as the Board may from time to time determine.

10. FINANCIAL YEAR

The financial year of the organization shall be from April 1 to March 31

11. GENERAL

11.1 Notices

- a. Whenever under the provisions of the by-laws of OCASI or otherwise by law notice is required to be given, such notice may be given either personally or by depositing same in a post office or a public letter-box, in a prepaid, sealed wrapper addressed to the Director, officer or Member at her/his or their address as the same appears on the records of OCASI or by facsimile transmission or by electronic mail, in accordance with the provisions of the *Corporations Act* (Ontario).
- b. A notice referred to in paragraph "a" of this section shall be deemed to have been made and sufficiently given as follows:
 - i. where given or made by personal delivery, on the date of receipt;
 - ii. where given or made by ordinary prepaid mail, on the third day (excluding Saturdays, Sundays and statutory holidays) following the date that the notice is posted by ordinary prepaid mail;
 - iii. where given or made by facsimile, on the day and at the time of transmission as indicated on the sender's facsimile transmission report; and
 - iv. where given or made by electronic mail, on the day and at the time when the notice is recorded by the sender's electronic communications system as having been received at the electronic mail destination.

11.2 Signing officers

The signing officers shall be composed of: President, Secretary, Treasurer, Executive Director or Associate Executive Director and any one of two of the Vice-Presidents. Two signatures of any of the signing officers will be required to bind the organization. The Treasurer and the Executive Director shall, in addition, have the authority to sign cheques with their sole signature in amounts not exceeding \$2,500.00 or for such other amounts as may be determined from time to time by the Directors.

11.3 Amending the By-laws

Any by-law of OCASI may be enacted or amended by a decision by the Board, confirmed at a general or annual meeting of the Members properly called to make such changes. All by-law enactments and amendments proposed will be included in the notice of the meeting at which the enactment or amendment will be decided upon. A by-law enactment or amendment to an existing by-law of OCASI passed by the Board has effect as of the date of the Board's decision unless, at the next annual Members' meeting or at a general meeting of the Members specifically called to consider the by-law or amendment, it is not confirmed. If a by-law enactment or an amendment to a by-law is not confirmed at the next annual Members meeting or at a general meeting of the Members specifically called to consider the by-law enactment or amendment, then it ceases to have effect at and from that time, and in that case no new by-law or amendment to a by-law of the same or like substance has any effect until confirmed at a general meeting of the Members.

11.4 Deposit of Securities for Safekeeping

All monies, securities and other valuable effects shall be deposited in the name and to the credit of the organization (corporation) in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities, as may be designated by the Directors.

12. INTERPRETATION

In this By-law and in all other by-laws of OCASI Corporation, unless the context otherwise requires, words referring to the singular number shall include the plural number, and vice versa. Reference to persons shall include firms and corporations.

Except as specifically defined in this By-law, capitalized words used in this By-law shall have the same meanings ascribed to them as in By-law Number 2011.

13. DISSOLUTION

In the event of dissolution, the assets of OCASI after payment of all the debts and liabilities of OCASI shall not be distributed amongst Members but shall be distributed to a charity or charities registered under the *Income Tax Act* (Canada) operating in Ontario whose objectives are similar to those listed in section 3.2 of this By-law.

14. REPEAL AND AMENDMENT

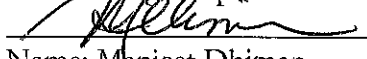
All existing by-laws of OCASI are hereby repealed and replaced with the foregoing By-law, and all resolutions, special resolutions and other proceedings of the Corporation inconsistent with this By-law Number 2011 are hereby amended to the extent necessary to give effect to the provisions set out in this By-law Number 2015

EFFECTIVE DATE – Subject to the *Act*, the effective date for this By-law shall be the date that it is passed by the Board in accordance with the by-laws of OCASI.

DATED this 7 day of November 2018

OCASI
Ontario Council of Agencies Serving
Immigrants

Per: 
Name: Nella Iasci
Title: Acting Corporate Secretary

Per: 
Name: Manjeet Dhiman
Title: President

