



COMMUNITY LIVING

North Bay

INTÉGRATION COMMUNAUTAIRE

North Bay

May 19, 2023

Dear Member,

The Board of Directors of Community Living North Bay hereby most cordially requests your presence at the **69th Annual General Meeting** of the organization. This meeting will be held:

Monday, June 19, 2023

Registration and Light Refreshments: 4:30 pm

Call to Order: 5:30 pm

Community Living North Bay

741 Wallace Rd. North Bay

North Bay, ON

This will be a forum whereby you as a member will be able to exercise your right to influence the future direction of Community Living North Bay by electing the Board Directors you feel will represent you best.

The Annual General Meeting also gives you a chance to talk to your Board Members, and question them about concerns that you have relating to the service that you are receiving.

This is your opportunity to participate in shaping the future of your organization so please attend, as I will be looking forward to seeing you there.

Please contact mraymond@clnb.org if you wish to attend the meeting virtually, and will not be voting.

Sincerely,

Bonnie Roynon
President

69th ANNUAL GENERAL MEETING
and
ELECTION OF OFFICERS TO THE BOARD

Monday, June 19 2023

A G E N D A

- | | |
|----------------|---|
| 5:30 PM | Call to Order - Bonnie Roynon |
| 5:35 PM | Appointment of Secretary for Meeting Confirmation of Notice Given Confirmation of Quorum Approval of Agenda |
| 5:40 PM | Business meeting ➤ Approval of members provided with the minutes ➤ Approval of Minutes of June 20th 2022 Annual General Meeting ➤ Auditor's Report ➤ Appointment of Auditor for 2023/2024 ➤ Motion to approve Bylaws 2 & updated Corporate Purposes ➤ Resolution |
| 6:10 PM | Opening Speech – Bonnie Roynon President |
| 6:20 PM | Report by Executive Director, - Year in review |
| 6:30 PM | Introduction of Nominating Committee Chair - Lori Venasse Election of Officers Motion of acceptance of new Board 2023/2024 |
| 6:40 PM | Question Period |
| 7:00 PM | Adjournment of Business of Annual General Meeting |
-

For your Information:

Voting at Annual General Meeting

Only members in good standing who have paid their membership fee forty-five days prior to the Annual General meeting are allowed to stand for election to the Board.

The following are some members not eligible to stand as candidates for election to the Board of Directors. They are shown on the Membership List with an asterisk ()*

- Employees of Community Living North Bay*
- Spouses/Partners of Employees*
- Former employees of Community Living North Bay (within the last two years)*
- All persons who are employed by the Ministry of Community and Social Services, the Ministry of Children and Youth Services, or the District of Nipissing Social Services Administration Board and persons who are paid by the Ministry of Community and Social Services, the Ministry of Children and Youth Services, or the District of Nipissing Social Services Administration Board through Transfer Payment Agencies that deal directly with persons with intellectual disabilities.*

At this time kindly select your nominations for the positions indicated on the attached form. Nominations can be made from the membership list attached. A list of the members who have served on the Board over the past year is also attached.

As stated in the Bylaw, all nominations must be in the hands of the Nominating Committee at least five (5) days before the Annual General Meeting. There will be no nominations accepted from the floor at the Annual General Meeting.

Once you have made your choices in the allocated spaces, please return the form to 741 Wallace Road, North Bay, ON attention: Lori Venasse no later than

June 14, 2023

Thank you for your cooperation in this matter.

Sincerely,

Lori Venasse

Nominating Committee Chairs



COMMUNITY LIVING

North Bay

INTÉGRATION COMMUNAUTAIRE

North Bay

NOMINATING FORM

Directors:

| | |
|-------|-------|
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |
| _____ | _____ |

Signature: _____

***Please note: Number of spaces available on the Board of Directors this year are four (4)
You may nominate less than stated amount.***

Bylaw #10: Officers of Association

.....The President and the Treasurer shall be elected by the Board of Directors, for a one-year term, from among their number at the Board Meeting following the Annual Election.

Board Members allowing their name to stand for re-election from last year's Board are:

For Board Member:

- ***Stella Curtis***
- ***Ranjan Rupal***
- ***Shawna Mitchell***
- ***Drew Mitchell***

People nominated from the membership to fill vacancies will be introduced at the Annual General Meeting.

A member in good standing who cannot attend the Annual General Meeting may appoint another member to vote on his/her behalf, by proxy. The member chosen to vote on behalf of another member (the proxy) can hand carry the request to the Annual Meeting. The proxy shall produce the appointment in writing and deposit it with the Recording Secretary. No member may hold more than two (2) proxy votes.

Appointment of Proxy

Date:

I, _____ allow _____

to act as my proxy at the Community Living North Bay Annual General Meeting.

Signature

**NOTE: THE ABOVE FORM MUST BE FILLED IN BY MEMBER,
DATED AND SIGNED.**

Appointment of Proxy

Date:

I, _____ allow _____

to act as my proxy at the Community Living North Bay Annual General Meeting.

Signature

**NOTE: THE ABOVE FORM MUST BE FILLED IN BY MEMBER,
DATED AND SIGNED.**



COMMUNITY LIVING

North Bay

INTÉGRATION COMMUNAUTAIRE

North Bay

2022/2023

BOARD OF DIRECTORS

President: Bonnie Roynon

DIRECTORS

Ranjan Rupal

Lori Venasse

Jo-Anne Welton

Shawna Mitchell

Derek Morris

Casey Philips

Drew Mitchell

Stella Curtis



COMMUNITY LIVING

North Bay

INTÉGRATION COMMUNAUTAIRE

North Bay

MEMBERSHIP 2023-2024 (119) (red is lifetime members)

A

ADAMS, CORY
ALLAN, KELLY*
ARSENAULT, LANA *

B

BARRY, CANDACE
BETZ, DAVID
BETZ, MARILYN
BOISSONNEAULT, JEANNIE
BOTHAM, MYRANDA
BOURDON, KRISTA
BOURGEAULT, JASON *
BROOKS, DARLENE
BROOKS, KRYSTAL*
BUCHWALD, BRENT
BUTKEVICH, NORMA

C

CARNEVALE, SHERRY *
CAMPBELL, BRIAN
CAMPBELL, CHARLES
CAMPBELL, JEN
CAMPBELL-RICK, SARA
CARUSO, CHRIS
CHAIN, HELENE
CHIPPA, DENNIS*
CHIPPA, KATHY*
COLLINS, SCOTT *
CÔTÉ, RACHELLE
COTTER, K. TERESA
COZAC, CALVIN
COZAC, LINDA
CRAWFORD, JOAN
CRAWFORD, MICHAEL
CURTIS, STELLA

D

DÉGAGNÉ, VIVIANE *
DEACON, MARK
DELLANDREA, CRAIG
DEPENCIER, KAITLIN*
DEPENCIER, RICHARD*
DIONNE, PAUL*
DOLBECK, NICHOLAS
DOUGAN-EASTWOOD,
KATIE*

F

FETTERLY, ANTOINETTE
FETTERLY, ROBERT
FILION, ROSANNE

G

GAUDREAULT, PATRICK
GIROUX, LISA*
GOSSELIN, DAVE
GOSSELIN, SHARON
GRAHAM, ANNE
GRIBBON, DANIEL
GUILLEMETTE, CHRIS *

H

HARWOOD, JOANNE*
HATCHARD, A.J
HATCHARD, KARLY
HYATT, SHARI *

J

JACKOWSKI, ROBYN*
JOHNSON, SHANNON*

K

KETTER, DELMA
KETTER, MICHAEL
KNIGHT, TREVOR *
KRAMP, AMANDA*

L

LACHANCE, DAN *
LAFLEUR, CINDY*
LAIR, JESSICA
LALANDE, MICHAEL
LOWTHER, JILL

M

MADGE, DOUG
MARSDEN, BERT
MARTIN, DIANE*
MARTIN, DOMINICK
MCCLLENAGHAN, JOANNE
MCGALE, DEBORAH
MILLAR, NANCY*
MILLAR, STEWART*
MITCHELL, DREW
MITCHELL, SHAWNA
MORIN-SAULS, AUSTIN-LEA
MORRIS, DEREK

N

NAULT, LISETTE *

O

OSBORNE, JOYANN



COMMUNITY LIVING

North Bay

INTÉGRATION COMMUNAUTAIRE

North Bay

MEMBERSHIP 2023-2024

P

PAYNTER, KATHY *
PAQUETTE, JADEN
PAQUETTE, MARTIN
PETERS, JAMIE
PHILLIPS, CASEY
PHIPPEN, BEV *
PHIPPEN, EDWARD
PHIPPEN, PAT
PITMAN, CAROLYN *

R

ROBINSON, NATHAN
RACH, STEVEN
REAMAN, ED
RICK, JO-ANN*
RICK, SARA
ROBERTSON, COLIN
ROYNON, BONNIE
RUPAL, RANJAN

S

SACHER, REINHOLD
SAYA, THERESE
SIMPSON, NEIL
SPIESS, KCRISTAL *
ST-AMOUR, CAROLE
STICKLAND, DENISE

T

TREMBLAY, JOHN
TURNER, JAMIE*
THAYER, LOIS

V

VAILLANCOURT, CARMEN
VAILLANCOURT, JEAN
VALENTI, JENNIFER *
VALERIO-MOHR, LUISA *
VENASSE, LORI
VENASSE, MICHAEL
VEZINA, STEPHANIE*

W

WALKER, OWEN
WALSH, RONALD
WANNEK, SUE
WELTON, BROCK
WELTON, LINDSAY
WELTON, JOANNE
WHITMORE, KATHERINE
WINTER, EDNA*



COMMUNITY LIVING

North Bay

INTÉGRATION COMMUNAUTAIRE

North Bay

68th ANNUAL GENERAL MEETING

MINUTES

June 2022

Bonnie Roynon was the Master of Ceremonies for this year's Annual General Meeting and welcomed everyone to the virtual 68th Annual General Meeting. The following acknowledgment was shared:

"Welcome to Community Living North Bay's 68th Annual General Meeting. We acknowledge that we are meeting in Robinson-Huron Treaty Territory on the traditional lands of the Nipissing First Nation, a land that has a rich history and culture.

We respectfully recognize the diverse cultures, history, and relationships we have with Indigenous people, particularly the people of Nipissing First Nation, where we work, live, and play.

We would also like to honor and recognize Indigenous Families who access the supports of Community Living North Bay and pledge our efforts towards reconciliation through our values of courtesy, respect, dignity, and consideration.

INTRODUCTION OF LAST YEAR'S BOARD OF DIRECTORS

Bonnie Roynon, President

Shawna Mitchell

Sharon Fung (not in attendance)

Ranjan Rupal

Jo-Anne Welton

Robert Fetterly

Drew Mitchell

Bonnie Roynon

Lori Venasse

1.0 CALL TO ORDER

It was moved by Robert Fetterly and seconded by David Betz "that the meeting be called to order". The President then asked Peter Fitzpatrick, Executive Director, to act as Secretary for this year's Annual General Meeting. The Secretary confirmed that notice of the meeting had been given to the Members in accordance with the requirements of the organization's Bylaws. The President confirmed that there was a quorum present and the business of the meeting was declared properly constituted for the transaction of the Annual General Meeting.

2.0 AGENDA

Upon motion duly moved by Kathy Paynter, and seconded by David Betz and carried by a majority, the following resolution was passed: "That the agenda be approved as presented."

3.0 Mission Statement

The mission statements were read in French & English.

4.0 DISPENSE OF MINUTES

Upon motion duly made by Sherry Carnevale, and seconded by Derek Morris and carried by a majority, the following resolution was passed:

"to dispense with the reading of the minutes."

5.0 MINUTES OF 2021 ANNUAL GENERAL MEETING

Upon motion duly made by Drew Mitchell, seconded by Shawna Mitchell and carried by a majority, the following resolution was passed:

"That the minutes of last year's Annual General Meeting dated June 21, 2021, be adopted as presented."

6.0 AUDITOR'S REPORT 2021-2022

The President invited Alisha Millar, a representative for the organization's accountant, BDO Dunwoody LLP, to present the Financial Statement and Auditor's Report for the fiscal year 2021-2022 and same was presented. The audience was informed that the Audited Financial Statement on the website www.communitylivingnorthbay.org.

Upon motion duly made by Ranjan Rupal, seconded by Mitchell Bethune and carried by a majority, the following resolution was passed:

"That the 2021-2022 Financial Statement and Auditor's Report be approved as presented."

7.0 AUDITORS 2022-2023

Upon motion duly made by Lori Venasse, seconded by Jo-Anne Welton and carried by a majority, the following resolution was passed:

"That the firm of Grant Thornton be our accountant for the coming year 2022—2023"

8.0 YEAR 2021-2022

Upon motion duly made by Marilyn Betz, seconded by Robert Fetterly, and carried by the majority, the following resolution was passed:

"That all acts, contracts, Bylaws proceedings, appointments and payments, enacted, made, done and taken by the Directors and Executive of the organization to date as the same is set out or referred to in the resolutions of the Directors and members or in the financial records of the organization be and the same are hereby approved, ratified and confirmed."

9.0 PRESENTATION BONNIE ROYNON

Bonnie acknowledged Sherry Carnevale Community Living North Bay's 4th Executive Director's retirement after 39 years of dedication to the organization. Sherry was a passionate advocate for the organization and we wish her well in her retirement. Bonnie welcomed Peter Fitzpatrick as the new Executive Director. We look forward to working together.

We gained several new lifetime members this year. They include:

- Mark Deacon
- Jill Lowther
- Austin-Lea Sauls-Morin
- Drew Mitchell
- Shawna Mitchell
- Joy-Ann Osborn
- Casey Phillips
- Denise Stickland
- Carole St-Amour
- Jean Vaillancourt
- Carmen Vaillancourt
- Edna Winter

It is with profound sadness that we learned of the passing of Vic McCleneghan in his 89th year. Vic was a board member and proud supporter of Community Living North Bay for a number of years. Vic also supported the organization 40 hours a week volunteering and running the Home Style BBQ's.

Vic was a strong advocate for people with intellectual disabilities in our community and inspired us every day. Vic made a tremendous impact on our organization and our community.

Our thoughts are with his family during this very difficult time.

A commemorative video was played.

Last year, we introduced the Robert Fetterly Achievement Award. This year, we are acknowledging the staff that have been deployed over the last year. These staff members have given their time, patience and kindness to supporting individuals in their homes during the pandemic. We thank you for your dedication and commitment to this organization. They are:

| | |
|----------------------|-----------------------|
| •Shannon Johnson | Robyn Jackowski |
| •Jamie Turner | Tammy Allan |
| •Amanda Kramp | Jo-Ann Wilson |
| •Nicole Piper | Robert Tremblay |
| •Kristie Dewar | Luisa Valerio-Mohr |
| •Christine Barker | John Bowman |
| •Lynn Pearce | Kathy Broydell-Chippa |
| •Andrew Robinson | Ashley Piercey |
| •Carol Boissonneault | Andrew Hume |
| •Jason Pearce | Zak Michaud |
| •Donna Bartlett | Lisa Giroux |
| •Dan Haw | Rachel Strizak |
| •Tammy Hocking | Jessica Hogan |
| •Katie Eastwood | |

“All deployed staff” nameplate will be added to the Robert Fetterly Achievement Award hanging in the Home Style Café.

10.0 Report by Executive Director – Peter Fitzpatrick

Peter played the year-in-review video highlighting events and success by the organization in 2021-2022. Peter thanked the Board for their support and looks forward to working with Community Living North Bay.

11.0 NOMINATION

Jo-Anne Welton and Derek Morris, Nomination Chairpersons, explained this year’s procedure in recruiting Board Members. She confirmed that 1 nomination for the 2 positions had been constituted pursuant to the Bylaws of the Association, prior to the Annual General Meeting. They introduced the candidate.

Lori Venasse

12.0 ELECTION OF OFFICERS

Jo-Anne Welton informed the membership that 1 Board member is acclaimed and presented the 2022-2023 Board of Directors.

Upon motion duly made by Trevor Knight, and seconded by Tammy Allan and carried by a majority, the following resolution was passed:

“That the Board of Directors for the year 2022/2023 be accepted as presented.”

Casey Phillips, Director
Drew Mitchell, Director
Shawna Mitchell, Director
Lori Venasse, Director

Bonnie Roynon, Director
Jo-Anne Welton, Director
Ranjan Rupal, Director
Derek Morris, Director

The meeting was turned back to Bonnie Roynon.

13.0 QUESTION PERIOD

There were no questions.

14.0 ADJOURNMENT

There being no further business to discuss, upon proper motion, duly made by Ranjan Rupal and seconded by Drew Mitchell and carried by a majority, the meeting was then adjourned at 6:23 pm.

PRESIDENT

EXECUTIVE DIRECTOR

BY-LAW NO. 2

A by-law relating generally to the
transaction of the business and
affairs of

COMMUNITY LIVING NORTH BAY (the "Corporation")

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BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 – GENERAL

1.01 Definitions

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

- (a) **"Act"** means the Ontario *Not-for-Profit Corporations Act*, 2010, S.O. 2010, c.15 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- (b) **"articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) **"Board"** means the Board of directors of the Corporation;
- (d) **"by-law"** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;
- (e) **"chair"** means the chair of the Board;
- (f) **"Corporation"** means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- (g) **"director"** means an individual occupying the position of the director of the Corporation by whatever name they are called;
- (h) **"member"** means a member of the Corporation;
- (i) **"members"** means that collective membership of the Corporation;
- (j) **"meeting of members"** includes an annual meeting of the members or a special meeting of members; **"special meeting of members"** includes a special meeting of all members entitled to vote at an annual meeting of members;
- (k) **"officer"** means an officer of the Corporation; and
- (l) **"Regulations"** means the regulations made under the Act, as amended, restated or in effect from time to time.

1.02 Interpretation

In the interpretation of the by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in the by-laws.

1.03 Severability

The invalidity or unenforceability of any provision of these by-laws shall not affect the validity or enforceability of the remaining provisions of the by-laws. 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.

1.04 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the head office of the Corporation shall be the custodian of the corporate seal.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the Executive Director. In addition, the board may from time to time direct the manner in which and the person or persons 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 the Corporation to be a true copy thereof.

1.06 Financial Year End

Unless otherwise ordered by the Board of directors, the financial year end of the Corporation shall be March 31st in each year.

1.07 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part

of it shall be transacted by those officers or other persons as the Board may designate, appoint or authorize from time to time by resolution.

1.08 Appointment of Auditors

The members shall at each annual meeting of the members appoint an auditor or auditors to hold office until the next annual meeting of the members, provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of directors.

1.09 Head Office

The head office of the Corporation shall be in the City of North Bay, in the district of Nipissing, in the Province of Ontario, or, at such other location as the Board may determine from time to time.

SECTION 2 – MEMBERS

2.01 Membership Conditions

Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the Board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

2.02 Membership Fees

The membership fee shall be determined by the Board. Each member is entitled to the rights and privileges associated with membership, provided the membership fee has been paid at least forty-five (45) days prior to the annual meeting of members.

2.03 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in the articles or by-laws;
- c. the member resigns by delivering a written resignation to the chair of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;

- d. the member is expelled in accordance with Section 2.04 or is otherwise terminated in accordance with the Articles or by-laws;
- e. the member's term of membership expires;
- f. at any time, the membership passes on a two-thirds vote to terminate the member's membership; or
- g. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

2.04 Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- c. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the Board determines that a member should be expelled or suspended from membership in the Corporation, the chair of the Board or such other officer as may be designated by the Board, shall provide fifteen (15) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the chair of the Board, or such other officer as may be designated by the Board, in response to the notice received not less than five (5) days before the end of the fifteen (15) day-period. In the event that no written submissions are received by the chair of the Board, the chair of the Board, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board may allow the member to make oral submissions to the Board. The Board will consider the written and oral submissions (if any) in arriving at a final decision and shall notify the member concerning such final decision. The Board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 3 - MEETINGS OF MEMBERS

3.01 Notice of Meeting of Members

Subject to the Act, not less than ten (10) and not more than fifty (50) days' written notice of any annual or special members' meeting shall be given in the manner specified in the Act to each member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit

the members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the member of the right to vote by proxy.

3.02 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the majority consent of the members present at the meeting.

3.03 Chair of the Meeting

In the event that the chair of the Board is absent, the Board shall choose one of the directors to chair the meeting. In the event that a director cannot chair the meeting, the members who are present and entitled to vote at the meeting shall choose one of their members to chair the meeting.

3.04 Quorum

A quorum for the transaction of business at a meeting of members shall be five (5) directors present, in person, and ten (10) members entitled to vote at the meeting, whether present in person or by proxy. 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.

3.05 Voting of Members

Business arising at any members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the by-law provided that:

- a. Each member shall be entitled to one vote at any meeting;
- b. Votes shall be taken by a show of hands among all members present and the chair of the meeting, if a member, shall have a vote;
- 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 chair of the meeting shall require a written ballot, and shall have a second or casting vote. If there is a tie vote upon written ballot, 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.

3.06 Participation by Electronic Means

Participation at any meeting of members may be by telephonic, electronic or other communication facility.

3.07 Virtual Meetings

Any meeting of members may be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

3.08 Annual Meeting of the Members

The annual meeting of the members shall be held on a day and at a place within Ontario fixed by the Board. Any member, upon request, shall be provided, not less than twenty-one (21) days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the by-laws or articles.

An annual meeting of members shall be held for the transaction of the following business:

- a. Approval of the Minutes of the previous annual meeting of the members;
- b. Receiving reports of the activities of the Corporation during the previous year, the Annual Financial Statement and the Audit Report;
- c. The appointment of auditors for the current year;
- d. The election of directors;
- e. Transaction of any other business, either special or general which is pertinent to the interests of the membership and which may properly come before the annual meeting of the members with at least ten (10) days notice before the meeting.

3.09 Special Meetings

The Board may call a special meeting of the members. The Board shall call a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is

otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

3.10 Proxies

A member entitled to vote at a meeting of members may by means of a proxy authorize another individual, or one or more alternate individuals who must be members of the Corporation, to attend and act on the member's behalf to the extent and with the authority conferred by the proxy. A proxy holder has the same rights as the member to speak and to vote. No member shall hold more than two (2) proxy votes.

A proxy must be signed by the member or the member's attorney and be in the required form and is valid only for the meeting for which it is given.

The Board may fix a time not exceeding 48 hours, excluding Saturdays, Sundays and holidays, by which time the proxy must be filed with the office of the Corporation and any period of time so fixed must be specified in the notice of meeting.

A member may revoke a proxy by filing at the office of the Corporation a revocation signed by the member or the member's attorney at any time prior to the day of the meeting; or by presenting the revocation to the chair on the day of the meeting.

3.11 Adjournments

The chair may, with the majority consent of any members' 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 or 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.

SECTION 4 – DIRECTORS

4.01 Board of Directors

The Board shall consist of the number of directors as specified in the articles. A director is required to be a member of the Corporation.

4.02 Nomination to the Board

Nominations made for the election of directors must be made in accordance with the nominating procedure prescribed by the Board from time to time and must be received at the head office of the Corporation at least twenty-one (21) days prior to the annual meeting of the members.

4.03 Election and Term

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding meeting at which an election of directors is required. The term of office of each director is three (3) years. Each director may be eligible for re-election.

4.04 Vacancies

The office of a director shall be vacated immediately:

- a. if the director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. if the director dies;
- c. if the director becomes bankrupt;
- d. if the director is found to be incapable of managing property by a court or under Ontario law; or
- e. if, at a meeting of the members, a resolution is passed by at least a majority of the votes cast by the members removing the director before the expiration of the director's term of office.

4.05 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. a quorum of directors may fill a vacancy among the directors;
- b. if there is not a quorum of directors or there has been a failure to elect the 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, the meeting may be called by any member;
- c. if the vacancy occurs as a result of the members removing a director, the members may fill the vacancy by a majority vote and any director elected to fill the vacancy shall hold office for the remainder of the removed director's term; and
- d. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating director, After that, the appointee shall be eligible to be elected as a director.

4.06 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; provided that:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties;
- b. Notwithstanding the foregoing, no director shall be entitled to any remuneration for services as a director or in other capacity if the Corporation 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 5 – MEETING OF DIRECTORS

5.01 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at any time and any place on notice as required by this by-law. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed.

5.02 Special Meetings

The chair or their designate may call a special meeting of the Board, at any time and any place on notice as required by this by-law.

5.03 Notice of Meeting

Notice of the time and place for the holding of a regular meeting of the Board shall be given to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held.

Notice of the time and place for the holding of a special meeting of the Board shall be given to every director of the Corporation not less than five (5) days before the time when the meeting is to be held.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of 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 the members of the Corporation.

5.04 Waiver of Notice

No error or omission in giving notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings of the meeting and any director may at any time waive notice of a meeting of the Board and may ratify and approve of any or all proceedings of the meeting. Attendance of a director at a Board meeting is a waiver of notice of the meeting, except if the director attends for the express purpose of objecting to the transaction of business on the grounds that the meeting was not lawfully called.

5.05 Quorum

A quorum for transaction of business at any meeting of directors shall be a majority of the directors.

5.06 Chair

The chair shall preside at Board meetings. In the absence of the chair, the directors present shall choose one of their number to act as the chair.

5.07 Voting

At all meetings of the Board, every question or motion shall be decided by a majority of the votes cast on the question. Each director shall be entitled to one vote. In the event of an equality of votes, the chair shall have a second or casting vote.

5.08 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

5.09 Participation by Electronic Means

A director may participate in a meeting of the Board by telephonic, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

SECTION 6— OFFICERS

6.01 Officers

The Board shall appoint from amongst the directors a chair and appoint any other person to be vice-chair, secretary and treasurer at its first meeting following the annual meeting of the members of the Corporation. The Board may appoint such other officers and agents as it deems necessary, and who shall have the authority and shall perform such duties as the Board may prescribe from time to time.

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the officers of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **Chair of the Board** - The chair shall be the chair of the Board and shall be a director. The chair shall, when present, preside at all meetings of the Board and of the members. The chair shall have such other duties as may be required by law or as the Board may determine from time to time.
- b. **Vice-Chair of the Board** - The vice-chair shall assume the duties of the chair in the absence of the chair and carry out such other duties such other duties as may be required by law or as the chair or Board may determine from time to time.
- a. **Secretary** – The secretary shall work collaboratively with the chair to support the Board in fulfilling its fiduciary responsibilities and shall perform such other duties as may be required by law or as the Board may determine from time to time.
- b. **Treasurer** – The treasurer shall work collaboratively with the chair and senior management, if any, to support the Board in achieving its fiduciary responsibilities and shall perform such other duties as may be required by law or as the Board may determine from time to time.

6.02 Duties of the Executive Director

The Executive Director of the Corporation shall be appointed by the Board. The Executive Director shall be responsible to the Board for the direction and management of the affairs and undertakings of the Corporation within the limitations of the Vision Statement and Policies of the Corporation. All staff members shall be under the direction of and be responsible to the Executive Director.

6.03 Vacancy in Office

In the absence of a written agreement to the contrary, the Board of directors may remove, whether for cause or without cause, any officer of the Corporation. 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 ceasing to be a director (if a necessary qualification of appointment) or

- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by ordinary resolution, appoint a person to fill such vacancy.

SECTION 7 – INDEMNITIES TO DIRECTORS AND OTHERS

7.01 Indemnification of Directors and Officers

Every director or officer of the Corporation, former director or officer of the Corporation, and an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, shall be indemnified against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of the association with the Corporation. A Corporation shall not indemnify an individual unless:

- a. the individual acted honestly and in good faith with a view to the best interest of the Corporation; and
- b. if the matter is a criminal or administrative proceeding that is enforced by monetary penalty, the individual had reasonable grounds for believing their conduct was lawful.

7.02 Insurance

The Board shall cause to be purchased and maintained as it considers advisable and necessary insurance coverage to ensure that directors, officers and members will be indemnified and saved harmless in accordance with this by-law. The premiums for such insurance coverage shall be paid from the funds of the Corporation.

SECTION 8 - NOTICES

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the Board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or to the auditor or person who has been appointed to conduct a review engagement shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation; or

- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

The secretary may change or cause to be changed the recorded address of any member, director, officer, or auditor or person who has been appointed to conduct a review engagement in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, auditor or person who has been appointed to conduct a review engagement, or the non-receipt of any notice by any such person where the Corporation 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.

SECTION 9 – CONFLICT OF INTEREST

9.01 Conflict of Interest

A director or officer who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation 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 or vote on any resolution to approve any such contract or transaction.

SECTION 10 - DISPUTE RESOLUTION

10.01 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of

the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. the dispute or controversy shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceeding relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and
- b. all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

SECTION 11 - EFFECTIVE DATE

11.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board.

CERTIFIED to be By-Law No. 2 of the Corporation, as enacted by the directors of the Corporation by resolution on the XX day of MONTH, 2022 and confirmed by the members of the Corporation on the XX day of MONTH, 2022.

NAME

Board Chair

Community Living North Bay

NAME

Director/Officer

Community Living North Bay

PRIVILEGED & CONFIDENTIAL
MEMORANDUM

To: Community Living North Bay
From: PooranLaw Professional Corporation
Subject: Change in Purposes
Date: February 10, 2023

Community Living North Bay (the “**Corporation**”) has requested that we revise its purposes¹ in light of the new, provincial not-for-profit legislation, the Ontario *Not-for-Profit Corporations Act* (“**ONCA**”), as well to reflect current language and the Corporation’s activities.

Please find our suggested changes below, based on the activities that you had provided.

LEGAL BACKGROUND

Given that you are a registered charity, any revision to the purposes of the Corporation must fit within Canada Revenue Agency (“**CRA**”) charitable requirements. The CRA requires that a registered charity have purposes that fit under one or more of the following categories:

1. The relief of poverty;
2. The advancement of education;
3. The advancement of religion; and/or
4. Other purposes that benefit the community in a way the courts have identified as charitable.

Note that the purposes that we have drafted below include statements with respect to “**relieving conditions associated with disability**” and “**addressing and preventing problems faced by individuals with an intellectual disability.**” Both of these statements have been approved as a charitable purposes by the CRA under category #4 - other purposes that benefit the community.

There must also be a correlation between the purposes and the current activities of the Corporation.

SUGGESTED CHANGES TO PURPOSES

Based on the Corporation’s Letters Patent from June 2, 1976, its current purposes are as follows:

¹ Please note that purposes are also referred to as “objects.”

- (a) *To supervise, conduct, carry on and otherwise assist in the maintenance of a workshop or workshops, in the said City of North Bay and elsewhere in the said District of Nipissing, for the training of such mentally retarded children and adults residing in the said District of Nipissing or elsewhere as may be admitted to enrolment therein;*
- (b) *To supervise, conduct, carry on and otherwise assist in the maintenance of day nurseries and homes, in the said City of North Bay and elsewhere in the said District of Nipissing, in which mentally retarded children and adults may be tended, cared for and reside;*
- (c) *To encourage the study, and to inform the public at large of the nature, of mental retardation and the problem confronting mentally retarded children and adults and their families in order to assist the integration of mentally retarded persons in the community;*
- (d) *To support medical and scientific research and study of the nature and causes of mental retardation with a view to developing methods of prevention and treatment thereof;*
- (e) *To promote, support and protect the status and interests of the mentally retarded of the said District of Nipissing and the general well-being and welfare of such persons;*
- (f) *To solicit, receive and hold contributions of money and property for the objects of the Corporation; to sell or convert into money any property from time to time; to invest or re-invest any principal in investments authorized by law for the investment of trust funds, and to expend, disburse or distribute such money and property in the furtherance of the objects of the Corporation; and*
- (g) *To do all such other things as incidental or conducive to the attainment of the above objects and, in particular, subject to The Mortmain and Charitable Uses Act and The Charitable Gifts Act: 1. To acquire, accept, solicit or receive, by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise, any kind of real or personal property and to enter into and carry out agreements, contracts and undertakings incidental thereto; 2. To exercise all voting rights and to authorize and direct the execution and delivery of proxies in connection with any shares or obligations in any company or corporation owned by the Corporation; 3. In connection with any company or corporation in which the Corporation may at any time hold shares or obligations, to take up the proportion of any increased capital to which, as holders of such shares or obligations, it may be entitled, and to purchase any additional shares or obligations in such company or corporation; to join in any plan for the reconstruction or reorganization of such company or corporation or for the amalgamation of such company or corporation or for the sale of the assets of such company or corporation or any part thereof and in pursuance of such plan to accept any shares or obligations in lieu of or in exchange for the shares or obligations held by the Corporation in such company or corporation; and to enter into any pooling or other agreement in connection with the shares or obligations held by the Corporation in such company or corporation, and in the case of sale thereof to give any options considered advisable; and to give consent to the creation of any*

mortgage, lien or indebtedness by any company or corporation whose shares or obligations are held by the Corporation; 4. To acquire, by purchase, lease, devise, gift or other title and to hold any real property necessary for the carrying on of its undertaking and to sell, lease, mortgage, dispose of and convey the same or any part thereof as may be considered advisable; 5. To demand, receive, sue for, recover and compel the payment of all sums of money as may become due and payable to the Corporation, and to apply the said sums for the objects of the Corporation; and 6. To employ and pay such assistants, clerks, agents, representatives and employees, and to procure, equip and maintain such offices and other facilities, and to incur such reasonable expenses as may be necessary;

PROVIDED, however, that it shall not be lawful for the Corporation hereby incorporated directly or indirectly to transact or undertake any business within the meaning of distributed or disposed of to charitable organizations which carry on their work solely in Ontario;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

Based on the activities that you have provided, we would recommend changing the Corporation's purposes as follows:

- a) To relieve conditions associated with disability by providing life management counselling and support services to individuals with an intellectual disability to become and remain independent in the community.
- b) To relieve conditions associated with disability by providing job training and job placement assistance to individuals with an intellectual disability.
- c) To relieve conditions associated with disability by providing residential supports to individuals with an intellectual disability.
- d) To relieve conditions associated with disability by providing individuals with an intellectual disability and their family support in order to access information on services, programs, and resources.
- e) To address and prevent problems faced by individuals with an intellectual disability by educating the public and fostering inclusivity through connections to education, training, and development.

The above suggested purposes should encompass the activities that you have provided.

NEXT STEPS

Once the revised purposes have been approved by the Board of Directors (**the “Board”**), the next steps will be as follows:

1. **Articles of Amendment** (ONCA transition/governing document) containing the revised purposes should be approved by the Board, then the members;
2. Articles of Amendment should be filed through the Corporation's **Ontario Business Registry** account to complete the Corporation's transition to ONCA; and
3. Once approved, the Articles of Amendment and an updated description of activities (that reflect the new purposes) should be filed with the CRA.

Please note that a change in purposes is not a requirement under ONCA. We are able to transition to ONCA with your purposes as is, should the Board want further time to review and revise the purposes of the Corporation.

We would be happy to answer any questions from the Board as needed.