



**Canadian Mental
Health Association**
Newfoundland and Labrador

CMHA-NL

By-Laws

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

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

BY-LAWS

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

INTERPRETATION

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

(a) "Act" means The Corporations Act, R.S.N.L. 1990 c.36 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the by-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;

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

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

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

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

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

Revised October 16, 2020

REGISTERED OFFICE

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

SEAL

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

MEMBERSHIP

4. Membership in the Division shall consist of all individuals, societies, partnerships or corporations, herein referred to as Members, resident in Newfoundland and Labrador who have paid their annual membership fee. The term of membership is from mid-June to mid-June the following year (the morning of the day of the Annual General Meeting). Membership in the Division shall automatically terminate on the date of the Annual General Meeting unless the annual membership fee for the succeeding year is paid. The annual membership fee is payable by the time the Annual General Meeting is held. Each Member shall at all meetings of Members be entitled to one vote or may vote by proxy. Such proxy must be a Member and before voting must produce and deposit with the Secretary a sufficient appointment in writing. No Member shall be entitled either in person or by proxy to vote at meetings unless they have paid all membership fees then payable.

BOARD OF DIRECTORS

5. Number of Directors. The business and affairs of the Division shall be managed by a Board of Directors consisting of a minimum of 8 directors and a maximum of 14 directors with the specific number to be determined by the Board of Directors on the recommendation of the Nominating Committee.

6. Term of Office. All Directors shall hold office for a term of two years. Directors may be re-elected for additional terms to a maximum of three (3) consecutive terms subject to a Board of Directors voted exception for one additional two (2) year term.

7. Election and Removal. Any Member of the Division, properly nominated, shall be eligible to be elected a Director and/or Officer of the Corporation. The Nominating Committee shall provide a list of nominees seeking election/re-election at the Annual General Meeting of the Division. Directors shall be elected by the Members on a show of hands unless a ballot is demanded, in

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which case such election shall be by ballot. The yearly election of Directors shall take place at the Annual General Meeting. If qualified, any retiring Director shall be eligible for re-election, provided always that the Members may, by ordinary resolution passed at a special meeting of Members, remove any Director or Officer from office. A vacancy created by the removal of a Director may be filled at the meeting of the Members at which the Director is removed. Officers shall be elected at the next meeting of the Board of Directors following the Annual General Meeting. A Director can be appointed on an interim basis subject to ratification at the next Annual General Meeting or by special meeting by resolution of the Board of Directors based on an 80% acceptance by the Board of Directors.

8. Nominating Committee. The Board of Directors shall each year appoint a Nominating Committee composed of not less than three nor more than five Members. The Nominating Committee shall prepare a list of recommended nominees for the Board of Directors. A notice to elicit nominations from the membership shall be sent to each Member no later than 12 weeks prior to the Annual General Meeting each year indicating a deadline for return of nomination forms, as determined by the Nominating Committee. All nominations must be signed by at least 2 Members and the written consent of each nominee to act as a member of the Board of Directors if elected must be provided. The Nominating Committee shall submit a report to the Board of Directors at least 6 weeks prior to the Annual General Meeting, which report shall include the list of nominees as prepared and recommended by the Nominating Committee, together with their written consent.

9. The Board of Directors shall review the Nominating Committee's Report and make its recommendations to the Members. A copy of all Board of Directors' recommended nominations shall be mailed by the Secretary, or their designate, to each voting Member at least 3 weeks before the Annual General Meeting. No person other than those so nominated shall be eligible for election at the Annual General Meeting.

10. Vacation/Termination of Office. The office of a Director or Officer shall immediately be vacated in the event that:

- (a) the Director or Officer becomes bankrupt or suspends payment of their debts generally or compounds with their creditors or makes an authorized assignment or is declared insolvent;
- (b) the Director or Officer is found to be of unsound mind by a court in Canada or elsewhere;
- (c) by notice in writing to the Division, the Director or Officer resigns their office. Any such resignation shall be effective at the time it is sent to the Division or at the time specified in the notice, whichever is later; or
- (d) the Director or Officer is absent from three successive Board meetings or four Board meetings in any twelve-month period without the approval of the President. If such a Director or Officer requests reinstatement within two months, the Board of Directors may

reinstate the seat, though this provision may not be used for any Director or Officer more than once per term.

11. If an election of Directors and/or Officers is not held at the proper time, the incumbent Directors and/or Officers shall continue in office until their successors are elected or appointed, or re-elected in accordance with this by-law, or until they resign.

POWERS

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

OFFICERS AND EXECUTIVE COMMITTEE

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

provide a quorum at any meeting of the Executive Committee the Chairperson may invite another Director or Directors to attend.

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

15. Duties may be delegated. In case of the absence, inability or vacation of office of any Officer of the Division or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of such Officer to any other Officer, to any Director temporarily, or to the Chief Executive Officer temporarily .

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

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

18. Treasurer. The Treasurer, or their designate, shall perform all duties incident to the office of Treasurer or that are properly required of the Treasurer by the Board of Directors. The Treasurer shall be responsible for the collection of all Corporation fees and, subject to the provisions of any resolution of the Board, shall have the care and custody of all the funds and securities of the Corporation and ensure the deposit of the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board of Directors may direct. The Treasurer shall keep or cause to be kept at the Registered Office of the Corporation or at such other place or places as the Board of Directors may direct, proper books of account of the sums of money received and expended by the Corporation and the matters in respect of which sums, receipts and expenditures take place, and of the assets, credits and liabilities of the Corporation. The Treasurer

may be required to give such bonds for the faithful performance of their duties as Treasurer as the Board of Directors in its discretion may require but no Director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided.

19. Secretary. The Secretary, or their designate, shall perform all the duties incident to the office of Secretary or that are properly required of the Secretary by the Board of Directors. The Secretary shall:

- (a) issue or cause to be issued notices of all meetings of the Board, Members or committees when directed to do so, and may delegate the Chief Executive Officer of the Division to do same,
- (b) have charge of the minute book and membership record books of Division; and/or ensure both are maintained in good order within the Division office,
- (c) sign with the President or other designated signing officers of the Division such instruments as require the Secretary's signature,
- (d) perform such other duties as the terms of their engagement as Secretary call for, or the Board of Directors may from time to time properly require of the Secretary, and
- (e) be responsible for ensuring the safe custody of the corporate seal of the Division.

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

21. Divisional/National Representative. Where the President is not elected as the Divisional Representative on the National Board of Directors another Director or a Member shall be nominated for election as the Divisional/National representative.

22. All Officers of the Division shall hold office for a term of two (2) years. Officers may be re-elected for additional terms to a maximum of three (3) consecutive terms.

CHIEF EXECUTIVE OFFICER

23. The Board of Directors may from time to time appoint a Chief Executive Officer. The Board of Directors may delegate to the Chief Executive Officer full power to:

- (a) manage and direct the day-to-day business and affairs of the Division (except such matters

and duties as by law must be transacted or performed by the Board of Directors and/or by the Members), and

(b) employ and discharge agents and employees of the Division or delegate to them any lesser authority.

The Chief Executive Officer shall conform to all lawful orders given by the Board of Directors and shall at all reasonable times give to the Directors information that they may require regarding the affairs of the Division. The Chief Executive Officer as an employee shall be an ex-officio member of the Board of Directors, the Executive Committee and all other committees of the Board of Directors. The Chief Executive Officer, as an employee, will have no voting privileges. The Chief Executive Officer shall report directly, through the President, to the Board of Directors.

BOARD MEETINGS

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

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

26. Quorum. 50% plus 1 of Directors present at any such meeting shall form a quorum for the transaction of business and, notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors. No business shall be transacted at a meeting of Directors unless a quorum of the Board of Directors is present. A meeting of the Board of Directors or of the Executive Committee may take place in person, by means of such telephone or other communication facilities as permit and all persons participating in such a meeting by such means are deemed to be present at that meeting.

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

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

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

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

31. Indemnities to Directors and Officers. Subject to the provisions of Sections 205, 206 and 207 of the Act, the Division shall indemnify a Director or Officer, or a former Director or Officer, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director or Officer of the Division, if (a) they acted honestly and in good faith with a view to the best interests of the Division; (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful. The Division shall also indemnify any such person in such other circumstances the Act or law permits or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law to the extent permitted by the Act or law.

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

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

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

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

- (a) of all appointments of Officers made by the Board of Directors;
- (b) of the names of the Directors present at each meeting of the Board of Directors and of any Committee of the Board of Directors; and
- (c) of all resolutions and proceedings at all meetings of the Corporation and of the Board of Directors, and of Committees of the Board of Directors.

ANNUAL GENERAL AND SPECIAL MEETINGS

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

At every Annual General Meeting, in addition to any other business that may be transacted,

- (a) the report of the Board of Directors, including a balance sheet as of the immediately preceding March 31st. along with a general statement of income and expenditure for the fiscal period ending upon the date of such balance sheet, and the report of the Auditor thereon shall be presented;
- (b) Auditor for the ensuing year shall be appointed; and
- (c) members of the Board of Directors shall be elected.

37. A Special Meeting of the Division may be called at any time by the Board of Directors,

the Executive Committee or the President of the Division and shall be called by the Secretary upon receipt of requests from the Board of Directors.

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

(a) each Member;

(b) each Director; and

(c) the Auditor of the Corporation.

39. Notice of a Special Meeting or of an Annual General Meeting at which special business, as defined in Section 222 of the Act, is to be transacted shall state the nature of that business in sufficient detail to permit Members to form a reasonable judgment on it and the text of any special resolution to be submitted to the meeting. Meetings of the Members may take place in person, by means of such telephone or other communication facilities as permit, and all persons participating in such a meeting are deemed to be present at that meeting.

40. At any meeting of the Members, annual general or special, a quorum for the transaction of business shall consist of 20 percent of the Members, present at such meeting. Each Member present shall be entitled to act as proxy for any five other Members.

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

42. At all meetings of the Members, each Member shall be entitled to one vote in person or by proxy. A proxy must be a Member and shall provide to the Secretary written appointment of their proxy before voting. No Member shall be entitled, either in person or by proxy, to vote at meetings unless they have paid all membership fees then payable.

NOTICES

43. Any notice to be given to any Member, Director or Auditor shall be served either personally, via electronic mail, or by sending it by prepaid mail to such Member, Director or Auditor addressed to them at their latest address as shown in the records of the Corporation or, if no address be given therein, then addressed to the last address of such Member, Director or Auditor known to the

Secretary. With respect to every notice sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed with postage prepaid and deposited into a post office or into a post office box.

BY-LAWS

44. The Board of Directors may by resolution, add to, amend or repeal this by-law or any part thereof; but no such by-law, repeal, addition or amendment shall have any force or effect to be acted upon until the same has been confirmed and sanctioned at a Special Meeting or Annual General Meeting of the Members. The Members may, by ordinary resolution, confirm, reject or amend the by-law or its amendment or repeal.

45. A Member entitled to vote at an Annual General Meeting or Special Meeting of the Corporation, may in accordance with the Act make a proposal to make, amend or repeal a By-Law.

46. By-Law No. 3 as enacted by the Division on the 15th day of February 2008 and subsequent amendments thereto is hereby repealed.

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

RESOLUTION

BE IT RESOLVED that Bylaw No. 3 and subsequent amendments thereto of the Canadian Mental Health Association Newfoundland Division, a body corporate created under and by virtue of the Corporations Act (RSNL 1990, c. 36) are repealed and replaced by Bylaws attached hereto.

Dated this ____ day of September A.D., 2021.

PRESIDENT

VICE PRESIDENT