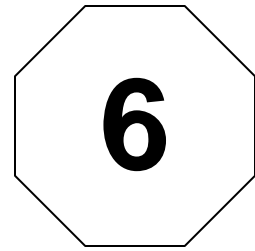


Insert Nelson House Logo



**NELSON HOUSE  
BY-LAW #6**

**CONCERNING  
THE GENERAL ADMINISTRATION OF  
NELSON HOUSE**

**ADOPTION AND REVISION**

The present By-Law was adopted on September 21, 2004

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# NELSON HOUSE OF OTTAWA-CARLETON

## BY-LAW NO. 6

### Nelson House Mission Statement

**Nelson House exists to provide safety for women and children who are being abused and to work with other groups and individuals towards ending violence against women.**

**As approved by the Board of Directors in January 1997**

### ARTICLE 1 General Provisions

For the purpose of this By-Law, all capitalized terms are defined in the glossary section of this document.

#### 1.1 Purpose

The purpose of the present By-law is to provide the framework within which Nelson House, herein referred to as the Corporation, can act. This By-law establishes certain governing rules, namely:

- 1.1.1 the composition of the Board and the election and/or nomination procedures of its Directors;
- 1.1.2 the jurisdiction of the Board and how it functions;
- 1.1.3 the composition and jurisdiction of the Executive Committee (EC) and how it functions;
- 1.1.4 the jurisdiction of Board committees; and
- 1.1.5 reporting relationships between the Board, its committees and the Executive Director (ED).

## **1.2 Corporate Seal**

- 1.2.1 The Nelson House corporate seal is situated at its Head Office.
- 1.2.2 The Nelson House seal appears at the bottom of the last page of this By-law.

## **1.3 Head Office**

The Corporation's head office shall be in the City of Ottawa, in the Province of Ontario.

## **1.4 Membership**

- 1.4.1 The membership shall consist of those individuals, corporations and groups who fully support the objectives of the Corporation as delineated in its Mission Statement.
- 1.4.2 Members shall provide a signed membership application form to the Secretary or to an appointed delegate of the Corporation.
- 1.4.3 Members shall renew their memberships annually prior to the Annual General Meeting (AGM) or at a special meeting of the membership.
- 1.4.4 Members may resign from the Corporation by submitting a letter of resignation to the Secretary or to an appointed delegate of the Corporation.
- 1.4.5 A member may be requested to resign providing that the request is made at a membership meeting and is supported by a three quarters ( $\frac{3}{4}$ ) majority vote at an AGM or Special Meeting of the membership. In addition, members who are requested to resign shall be granted an opportunity to be heard at such meeting.
- 1.4.6 Membership shall be valid for one (1) year or until the next AGM.
- 1.4.7 Members are required to maintain confidentiality with respect to:

- a. the location of Nelson House;
- b. any information pertaining to the residents of Nelson House; and
- c. such other information which the Board or the Corporation requests of its members to remain in their confidence.

1.4.8 Subject to this article, former residents or former employees of the Corporation may be members of the Corporation after two (2) years from the date these individuals ceased to be residents or employees of the Corporation.

## **ARTICLE 2**

### **General Meetings of the Corporation**

#### **2.1 Annual General Meeting**

- 2.1.1 The Annual General Meeting (AGM) of the membership of the Corporation shall be held each calendar year, no later than eighteen (18) months after the previous AGM.
- 2.1.2 The AGM shall be open to the public who may attend as observers.
- 2.1.3 At each AGM:
  - a. the Board shall present an audited financial statement of the Corporation;
  - b. the chairs of each Board committee shall present a written report highlighting the activities of their respective Committees for the previous year;
  - c. the membership shall appoint an auditor to hold office until the next AGM and, if an appointment is not so made, the auditor in office shall continue until a successor is appointed;
  - d. the membership elects new Directors and Directors where required to vacant positions for the coming year;

- e. the membership may carry out or consider any business of the Corporation brought before it by the Board or through submission of a resolution from a member of the Corporation.

## **2.2 Other Membership Meetings**

2.2.1 Other membership meetings may be called in the following circumstances:

- a. where Board quorum no longer exists;
- b. for the purposes of amending By-laws of the Corporation;
- c. at the request of two-thirds (2/3) of the Directors; or
- d. at the written request of two-thirds (2/3) of the established membership of the Corporation.

## **2.3 Notice of Meetings**

A written notice of a general meeting, stating the date, time, and place of the meeting, and the general nature of the business or matters to be considered at the meeting, shall be posted publicly, and distributed to the membership of the Corporation, in a manner determined by the Board, at least twenty (20) days in advance of the scheduled meeting.

## **2.4 Errors or Omissions**

2.4.1 The accidental error or omission in giving notice of a general meeting, or the non-receipt of the notice by any member or members, shall not invalidate or void the meeting or any proceedings or resolutions taken at such meeting.

2.4.2 A member may re-open any decision taken at a general meeting, on the grounds of error in the notice, by making a written submission to the Board within thirty (30) days of the meeting at which the decision was taken. The statement submitted should clearly outline why the decision in question contravenes the Mission Statement and/or By-laws of the Corporation.

## **2.5 Membership Meeting Quorum**

The quorum at a membership meeting shall consist of fifty (50) percent of the Directors as well as a matching number of non Directors plus one (1).

## **ARTICLE 3 Board of Directors**

### **3.1 Composition**

- 3.1.1 The Corporation is governed by this By-law and other such documents as may be approved from time to time. The Directors of the Corporation shall be elected, or appointed, as per the provisions of this By-law.
- 3.1.2 The Corporation shall be managed by a Board of no fewer than eight (8) Directors and no greater than twelve (12) Directors. The Executive Director and a staff appointed representative shall sit as Ex-officio members of the Board.
- 3.1.3 Directors shall be a minimum of eighteen (18) years of age.
- 3.1.4 The past Chair of the Board shall be an Ex-officio member of the Board.

### **3.2 Recruitment, nominations and elections of Board members**

- 3.2.1 Notwithstanding the provisions of sub-article 3.2.3, Directors shall be elected by the membership at an AGM for an initial three (3) year term, at such intervals, whenever possible, so as to ensure that there are no more than five (5) newly elected Directors on the Board at one time. Directors may be re-elected for two (2) additional two (2) year terms up to a maximum of seven (7) years in office.
- 3.2.2 In order to be nominated as a Director, a member shall:
  - a. consent to be a member of the Board, if appointed;
  - b. subject to Article 3.2.3, have attended a minimum of two (2) Board meetings as an observer prior to being nominated;

- c. consent to a police reference check; and
- d. have been nominated by the Recruiting and Nominating Committee.

3.2.3 If a vacancy occurs on the Board before the next AGM, the Board must fill the vacancy by identifying a new member who could potentially fill the vacancy. The Board may by majority vote fill the vacancy by appointment provided that the proposed candidate has attended at least two (2) Board meetings. However, at the discretion of the Board, the requirement for attendance at two (2) Board meetings may be waived subject to a two-thirds (2/3) majority vote of the Directors in attendance. Appointed Directors shall remain in office until the next AGM.

3.2.4 Subject to Article 3.2.2, a Director who has served the maximum term of office may again be nominated to Board member after two (2) years of:

- a. their resignation; or
- b. their removal from office; or
- c. termination of their term of office.

3.2.5 Subject to Article 3.2.2, former residents or former employees of the Corporation may be nominated to the Board after two (2) years from the date these individuals ceased to be residents or employees of the Corporation.

### **3.3 Vacancy**

3.3.1 A vacancy on the Board can occur:

- a. by resignation of the Director. A Director can resign by giving written notice to that effect to the Secretary. The resignation will take effect the day it is received by the Secretary or on whatever other date is so specified in the resignation;
- b. by loss of qualification required for appointment or election in accordance with Sub-Article 3.2.2;

- c. by expiry of mandate under this By-Law;
- d. if a Director is requested to resign in accordance with Article 3.5.3; and
- e. by the death of a Director.

### **3.4 Code of Ethics/Conduct**

The Board is governed by the provisions of By-law 6 and The Code of Ethics and Professional Conduct which will be developed by the Board. Upon being elected or appointed as a Director, said Director shall be bound by the Code of Ethics of the Corporation.

### **3.5 Absences**

- 3.5.1 The Board is committed to the Nelson House mission statement and as such requires that Directors attend Board meetings on a regular basis.
- 3.5.2 If a Director cannot attend Board meetings on a regular basis, it is recommended that the Director resign and seek nomination at a time when the commitment to attend Board meetings can be fulfilled.
- 3.5.3 If a Director misses three (3) or more board meetings during a one year period, the said Director may be asked to resign.

### **3.6 Removal from Office**

The Board may remove from office any Director of the Corporation by means of a resolution adopted by a majority of the Directors in office and entitled to vote thereon at a special meeting duly called for such purpose.

### **3.7 Jurisdiction**

The Board exercises the rights and powers of the Corporation in accordance with the regulations adopted hereunder.

### **3.8 Exercise of Powers**

- 3.8.1 The primary role of the Board is to establish the general orientation, objectives, development plans, policies and global strategies of the Corporation.
- 3.8.2 The Board may through a competitive selection process, appoint and engage such persons as it shall deem necessary from time to time and such persons shall perform such duties as prescribed by the Board of Directors at the time of such appointment.
- 3.8.3 The Board may cause the Corporation to enter into agreements with Canada Mortgage and Housing Corporation or Ontario Mortgage and Housing Corporation to obtain loans under the National Housing Act of Canada.
- 3.8.4 Moreover and specifically, but not restricted to, the Board by resolution:
- hires the Executive Director;
  - evaluates annually the performance of the Executive Director and informs the Executive Director, at the end of each Period of Performance;
  - approves the budget;
  - approves the financial statements and the annual report of the Corporation;
  - designates the financial institution with which the Corporation will deal;
  - authorizes expenditures on behalf of the Corporation;
  - authorizes all loans;
  - enters into trust arrangements for the purpose of creating a trust fund in which the capital and interest shall be made available to promote the interest of the Corporation;
  - elects or, whenever required to do so, appoints the Officers of the Board and other members of the Executive Committee;

- establishes all Board committees which are deemed necessary;
- identifies individuals who can make commitments on behalf of the Corporation.

3.8.5 The Board shall administer the affairs of the Corporation in all things in its name, any kind of contract which the Corporation may lawfully enter into and shall exercise all such other powers and do all such other things as the Corporation is by its charter or otherwise authorized to exercise and do.

3.8.6 The Board may revoke a resolution voted by the Executive Committee, if it considers that the latter has exceeded its mandate. This is done by resolution. The Board may also revoke a decision taken by any of its Directors, if it considers that the latter has exceeded their mandate.

### **3.9 Quorum**

3.9.1 The quorum for Board meetings is one-half of the total number of Directors in office plus one (1). The quorum is not affected by the fact that a Director is not entitled to vote on a given subject.

3.9.2 It shall be considered that the quorum which is verified at the beginning of the meeting is maintained throughout the meeting; however, any Director may request that quorum be verified during the Board meeting.

3.9.3 The official recognition by the Chair that a quorum does not exist shall bring the Board meeting to a close and invalidate further deliberations but shall not affect the decisions made before the quorum was invalidated.

3.9.4 After a delay of no less than fifteen (15) minutes and no more than thirty (30) minutes after the time scheduled for the beginning of a meeting, the Chair must, if quorum has not been reached, declare the meeting cancelled.

3.9.5 Meetings of the Board are held at the location indicated on the proposed agenda.

### **3.10 Notice of Meetings**

Directors shall be informed, in advance, of the date, time and location of each Board meeting in accordance with the provisions of Articles 3.11, 3.12 and 3.13.

### **3.11 Regular Meetings of the Board**

3.11.1 In as much as possible, the Board shall hold regular monthly meetings.

3.11.2 The Secretary of the Board shall forward to each Director at least three (3) days prior to a Board meeting, the time, date and location of the meeting, a proposed agenda, the minutes of the previous Board meeting, Board Committee reports and all pertinent documents being considered at said meeting if available.

3.11.3 During a regular meeting, only those items mentioned in the proposed agenda may be dealt with, unless two-thirds (2/3) of the total number of Directors members present agree that other items may be added.

3.11.4 At all Board meetings each Director is entitled to one (1) vote.

### **3.12 Special Meetings of the Board**

3.12.1 Special meetings are called by the Secretary upon request from the Chair or Vice-Chair or upon written request from one half of the Directors.

3.12.2 Should the Secretary fail to convene a special meeting within three (3) days following said request, the Chair, Vice-Chair or said Directors may convene such a meeting after the prescribed time limit has elapsed.

3.12.3 During a special meeting, only those items mentioned in the proposed agenda may be dealt with, unless two thirds (2/3) of the total number of Directors in office are present and agree that other items may be added.

3.12.4 The Secretary of the Board shall forward to each Director at least two (2) days prior to a special meeting, the date, time and location of the meeting, a proposed agenda, and any pertinent documents available at that time.

### **3.13 Emergency Meetings of the Board**

- 3.13.1 In a situation determined to be an emergency, the Chair or Vice-Chair may call a special meeting without observing the prescribed time limit.
- 3.13.2 An emergency meeting may take the form of a conference call provided that all the participants are able to communicate with each other at the same time.

### **3.14 Voting**

- 3.14.1 Decisions of the Board are taken by a simple majority vote by the Directors present and entitled to vote. An abstention shall be deemed to be a refusal to express an opinion and not a negative vote. Abstentions shall not be taken into account when calculating the simple majority.
- 3.14.2 Voting shall be by show of hands. However, a Director may request that a vote be taken by secret ballot; the Secretary, or the delegate, shall be responsible for counting the ballots. With the exception of votes covered by the provisions of sub-article 3.17.1, all votes shall be recorded with the results showed numerically.
- 3.14.3 Except upon a vote by secret ballot, any Director present at a meeting shall be entitled to have his or her dissent recorded in the minutes.
- 3.14.4 No Director may be represented at a Board meeting nor vote by proxy.

### **3.15 Agenda of Meetings**

The agenda will be prepared by the Executive Committee and shall include, all Committee reports as well as items submitted by Board members providing that such items, along with the relevant documentation are received by the Secretary no later than three (3) working days before the Board meeting.

### **3.16 Minutes of Meetings**

- 3.16.1 The Secretary, or the delegate, will record and keep minutes of each meeting of the Board.
- 3.16.2 The approved minutes will be signed by the Secretary, or the delegate, and the presiding Chair.
- 3.16.3 Minutes of the Board of Directors meetings, with the exception of In Camera minutes, shall be signed at a subsequent meeting of the Board and shall be available, upon request, to all members of the Corporation.
- 3.16.4 The Secretary is exempted from reading the minutes before their adoption, providing that a copy was sent to each Director at least two (2) days preceding the meeting.

### **3.17 Appointment of Members by Vote**

- 3.17.1 The Recruitment and Nominations Committee Chair, or the delegate, shall preside over the election of Directors. The Recruitment and Nominations Committee Chair will ensure that candidates and persons who are eligible to vote are adequately informed of their rights and of the voting procedures.
- 3.17.2 Voting, when required shall be by a show of hands. A member may, however, request that a vote be taken by secret ballot and this procedure shall be implemented only if a majority of the Directors agree. The election results are determined by a simple majority, with the name of each elected member being announced at the Board meeting.

### **3.18 Public Nature of Meetings**

Unless held at Nelson House, the meetings of the Board are open to the public. However, at the request of at least two (2) Directors, the Board may move In Camera on specific matters including but not limited to:

- a. staffing issues of a confidential nature;
- b. legal issues which prohibit open discussion; and
- c. where there would be a breach of confidence with regards to residents, staff and/or Board members.

### **3.19 Meeting Procedure of the Board**

- 3.19.1 Subject to the present By-law, the Board may adopt rules of procedure to govern its meetings.
- 3.19.2 In the absence of rules of procedure for any given question, ***Robert's Rules of Order*** shall apply to Board meetings.

### **3.20 Protection of Directors**

Except in circumstances of malicious intent or wilful negligence, every Director and Officer of the Corporation who has undertaken or is about to undertake any liability on behalf of the Corporation, shall be indemnified and saved harmless out of the funds of the Corporation, from and against any and all claims, damages, costs and expenses which she may suffer or incur as a result of any act, deed, matter, or thing made, done, or permitted by her, in the execution of the duties of her office or in respect of any such liability.

### **3.21 Remuneration**

Directors shall serve in a volunteer capacity, without remuneration or profit.

### **3.22 Conflict of Interest**

Directors are deemed to be in a conflict of interest with the Corporation in instances where they profit financially, either directly, or indirectly, from decisions and/or actions taken by the Board. In such cases, Directors must immediately resign their position or be removed from the Board of Directors in accordance with sub-article 3.6 of this by-law.

## **ARTICLE 4 Officers of the Board**

### **4.1 Officers of the Board**

- 4.1.1 The Officers of the Board are the representatives of the Corporation. Subject to this By-law, they represent the Board or the Corporation.

4.1.2 The Officers of the Corporation are:

- The Chair of the Board
- The Vice-Chair of the Board
- The Secretary of the Board
- The Treasurer of the Board

4.1.3 Any two (2) offices may be held by the same person.

4.1.4 The Officers of the Corporation shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead.

4.1.5 Any Officer of the Corporation shall be subject to removal by a two-thirds (2/3) majority vote of the Directors.

## **4.2 Chair of the Board**

4.2.1 The Chair of the Board shall:

- a. chair all meetings of the Board;
- b. be the Executive Director's first point of contact;
- c. with the Executive Director, represent the Corporation in its dealings with external organizations;
- d. have such other responsibilities as the Board may assign by resolution;
- e. sit on the selection committee for the position of the Executive Director; and
- f. sit on the committee charged with the annual evaluation of the Executive Director.

4.2.2 Subject to the approval of the Board, the Chair may elect to share the responsibilities of chairing of Board meetings with another member of the Executive Committee.

## **4.3 Vice-Chair of the Board**

The Vice-Chair exercises the duties and powers of the Chair in the latter's absence, request or inability to act. The Vice-Chair exercises all other duties or powers delegated by resolution of the Board.

#### **4.4 Secretary of the Board**

- 4.4.1 The Secretary shall act as the primary administrator for the Board and as such shall:
- a. attend all Board meetings;
  - b. record all votes and minutes at Board meetings in the books kept for that purpose;
  - c. maintain the Corporation's minute book;
  - d. be the custodian of the seal of the Corporation;
  - d. give notice of all meetings of the membership and of the Board; and
  - e. maintain a register of members and if applicable arrange for the collection of membership fees;
- 4.4.2 The Secretary may delegate her duties to such person or persons subject to the approval of the Board.

#### **4.5 Treasurer of the Board**

- 4.5.1 The Treasurer of the Board shall:
- a. chair all meetings of the Finance Committee:
  - b. prepare and submit the Corporation's annual budget for the approval of the membership;
  - c. oversee the management of financial affairs in accordance with the approved budget and the Financial Management Policy to be determined by the Board;
  - d. review and recommend the Board's approval of non-recurring expenditures not previously included in the approved annual budget;

- e. provide a financial update at each Board meeting; and
- f. be a financial signing officer of the Corporation.

#### **4.6 Removal from Office**

The Board may remove from office any Officer of the Corporation by means of a resolution adopted by a majority of the Directors in office and entitled to vote thereon at a special meeting duly called for such purpose.

### **ARTICLE 5 EXECUTIVE COMMITTEE**

#### **5.1 Composition**

The Executive Committee is composed of the Chair, Vice-Chair, Secretary and Treasurer. In the event that the Chair is unable to chair Executive Committee meetings, the Executive may appoint another member of the Executive Committee to act on the Chair's behalf.

#### **5.2 Appointment of Officers**

- 5.2.1 The Board elects a Chair, Vice-Chair, Secretary and Treasurer immediately following its AGM. These Officers must not be employees of the Corporation.
- 5.2.2 The Board may, by resolution and at any time, revoke the appointment of an elected Officer of the Executive Committee.
- 5.2.3 If a vacancy occurs on the Executive Committee before the AGM, the Board may at its discretion fill this vacancy by appointing a new officer from its current Board of Directors. Said member shall take office until the next AGM. A special meeting may be convened for this purpose.
- 5.2.4 The election of officers to the Executive Committee shall be conducted by an independent third party appointed by the Board.

#### **5.3 Quorum for the Executive Committee**

The Executive Committee shall not operate as a committee of the Board with fewer than three (3) Officers represented.

#### **5.4 Meetings of the Executive Committee**

- 5.4.1 In as much as possible, meetings of the Executive Committee shall be held immediately prior to each monthly Board meeting.
- 5.4.2 The Executive Committee shall exercise its powers by resolution.
- 5.4.3 Directors are entitled to attend regularly scheduled meetings of the Executive Committee as observers.
- 5.4.4 The Executive Committee shall report all motions carried on behalf of the Board at the subsequent Board meeting for information only.

#### **5.5 Jurisdiction of the Executive Committee**

The Executive Committee acts, on behalf of the Board with respect to urgent decisions that cannot be postponed until the next Board meeting.

### **ARTICLE 6 OTHER COMMITTEES**

#### **6.1 Committees**

- 6.1.1 In addition to the Executive Committee, the Board shall have the following committees:
  - a. Organization Development and Board Management;
  - b. Fundraising;
  - c. Finance;
  - d. Personnel;
  - e. Labour Management;
  - f. Recruitment and Nominating; and
  - g. such other committees as the Directors may establish from time to time on an adhoc basis.

- 6.1.2 The roles, responsibilities and composition of these Committees are specified in the established Terms of Reference.
- 6.1.3 No Committee shall have the authority to act on behalf of the Corporation or otherwise commit or bind the Corporation to any course of action. Committees shall only have the authority to make recommendations to the Board, or to the members, as the Board may, from time to time, direct.
- 6.1.4 Each committee shall submit to the Board of Directors such reports as the Directors may request however, in any event, each committee shall submit an annual report to the AGM.

## **ARTICLE 7**

### **Audit**

The accounting records and financial statements of the Corporation shall be examined by one or more external auditor(s) appointed by the Board before the first of January of each calendar year. The financial statements that have been examined and signed by the external auditors shall be submitted to the Board for approval at the Board meeting immediately preceding the signing of these documents by the appointed auditor(s).

## **ARTICLE 8**

### **Signing Officers**

- 8.1 Each contract or other document which requires the signature of the Corporation shall be signed by two (2) Officers designated by resolution of the Board.
- 8.2 However, the Board may, for specific purposes, designate by resolution an officer or a person in the employ of the Corporation to sign jointly with others, for and on behalf of the Corporation, any contract or other document which requires the signature of the Corporation notwithstanding the By-laws and policies applicable to signing officers.

## **ARTICLE 9**

### **Legal Proceedings**

The Board Chair or a delegate, shall be authorized to respond on behalf of the Corporation to any writ of execution, subpoena, judgement or order; and to sign affidavits required for legal proceedings.

## **ARTICLE 10**

### **General Provisions**

Directors shall be protected and indemnified for:

- a. all expenses which may result from an action, law-suit or proceeding taken, instituted or containing conclusions against them due to an act committed or permitted by them in the exercise of their functions as Directors or within a mandate conferred upon them by the Board;
- b. all expenses incurred by a member in the course of business for which the member is duly mandated by the Board, except for the expenses voluntarily incurred through negligence or omission on the part of a member for which such member is responsible.

## **ARTICLE 11**

### **Execution of Documents**

Cheques, contracts, legal documents or any instruments in writing requiring the signature of the Corporation, shall be signed, upon approval of the Board by any two designated signing officers of the Corporation or their delegates. Documents and instruments in writing so signed, shall be binding upon the Corporation.

## **ARTICLE 12**

### **BY-LAW AMENDMENTS**

- 12.1 This By-law may be revised at the recommendation of the Board.
- 12.2 By-law amendments shall not come into force unless approved at a membership meeting of the Corporation by a minimum of two-thirds (2/3) majority vote of those members present.
- 12.3 Proposed By-law amendments must be made available and posted publicly no less than twenty (20) days prior to the membership meeting.

## **ARTICLE 13**

## ORDER OF PRECEDENCE OF DOCUMENTS

The documents listed below form an integral part of this By-law. In the event of any ambiguity in the wording of any documents with the wording of another document where both documents are in the list below, the wording of the document that first appears on the list shall prevail over the wording of the document that subsequently appears on the list:

1. the articles of this By-law;
2. the Board of Directors Organization Chart;
3. the Board policy manual;
4. the Nelson House Committee Terms of Reference.

## ARTICLE 14 BY-LAW ADOPTION

This By-law has been approved at an AGM of the Corporation and is affixed with the Corporate Seal on ***date required***. It takes precedence over all preceding By-laws of the Corporation related to the General Administration of Nelson House.

## ARTICLE 15 Coming Into Force and Revision

This By-law comes into force upon its adoption by the Board, and will be reviewed and revised as required, or at least every two (2) years after its adoption.

## Glossary

For the purpose of this By-Law the following terms shall be interpreted as specified below:

AGM or General Meeting	Refers to meetings of the membership.
Board	Refers to the Board of Directors of the Corporation currently in office.
By-Law	<p>A by-law is a rule, usually subsidiary to a law or constitutional provision, which is adopted by an organization chiefly to govern its members and regulate its internal affairs in accordance with a prescribed code of standards or plan of action</p> <p>The Nelson House membership adopts By-laws</p>
Committee (or Board Committees)	Refers to Board Committees in accordance with sub-article 6.1.1.
Corporation	Refers to Nelson House
Days	Unless otherwise specified, the term day(s) shall be interpreted as calendar day(s).
Director	Refers to individuals elected or appointed to the Board.
Ex-officio	<p>Ex-officio members are defined as individuals who attend board meetings as:</p> <ul style="list-style-type: none"><li>a. staff members of Nelson House; or</li><li>b. observers;</li></ul>

- c. subject matter experts who provide advice in their respective areas of expertise; or
- d. any other individual designated by the Board.

Ex-officio members shall not have any voting powers.

Guideline	A guideline is a source of information which is intended to advise members of an organization relative to setting standards or determining a course of action.  The Nelson House Board of directors adopts guidelines.
In-Camera	In Camera sessions are defined as sessions which are attend by Board Members only. At the request of at least two or more Board Members, the Board Chair shall hold an In Camera session to discuss issues which may be considered confidential in nature or which may be perceived as having a conflict of interest element to the discussion that follows.
Mission Statement	Refers to the purpose and mission of the organization.
Nelson House Fiscal Year	The Nelson House Fiscal Year shall be the period from 01 April to 31 March during any given year.
Officers (or Officers of the Board)	Refers to the Executive Committee
Period of Performance	For the purposes of the Executive Director's, the performance evaluation period shall be for a minimum of one (1) year.
Policy	A policy is a statement of intent which is adopted by an organization to provide

general direction with respect to its internal affairs and prescribe the standards to be used as a basis for its decision-making.

The Nelson House Board of Directors adopts policies.

#### Procedure

A procedure is a standardized statement of the sequential actions to be used as a basis for the widespread implementation of a plan of action by an organization.

The Nelson House Board of Directors adopts procedures.

## Acronyms

BOD	Board of Directors
CAS	Children's Aid Society
EC	Executive Committee
ED	Executive Director
OAITH	Ontario Association of Interval and Transition Houses
NH	Nelson House
ODBM	Organization Development and Board Management
LMC	Labour Management Committee

Related documents

Income Tax Act

Nelson House Organization Chart

Committee Terms of Reference

Nelson House Charter