



# SCAGO

Sickle Cell Awareness Group of Ontario

## By-Law NO.2

Pursuant to the Ontario's Not-for-Profit Corporations Act, this By-lawNo.2, being a by-law relating generally to the conduct of the affairs of the Sickle Cell Awareness Group of Ontario (SCAGO), replaces all by-laws of the Corporation under the Canada Corporation Act.

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### SECTION 1 GENERAL

#### 1.01 Definitions

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

1. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
2. "Board" means the board of directors of the Corporation;
3. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
4. "Chair" means the chair of the Board;
5. "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;
6. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
7. "Member" means a member of the Corporation;
8. "Members" means the collective membership of the Corporation; and
9. "Officer" means an officer of the Corporation.
10. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the corporation
11. "Chapter" means a branch of the organization established in any city or region in the province of Ontario according to the guiding policies and bylaws of the SCAGO. Chapters must be registered with the Ministry



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12. “Meeting of Members” includes an annual meeting of members or a special meeting of members
13. “Ordinary Resolutions” means a resolution passed by a majority of less than fifty per cent (50%) plus 1 of the votes cast by the members on that resolution.
14. “Special Resolutions” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast by the membership

**1:02 Interpretation:** Other than as specified in Section 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

**1:03: Severability and Precedence:** The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail

### **1:04: Head Offices of the Corporation**

A. The head office of the Corporation shall be situated in the City of Toronto at such location therein as may be determined from time to time by the Board of Directors (herein referred to as the “Board”).

B. By resolution of the Board, the Corporation may establish offices other than the head office within Ontario for the purpose of carrying out the objects of the Corporation

C. By resolution of the Board, the Corporation may establish agencies and/or chapters within Ontario for the purposes of carrying out the objects of the Corporation.

## **Section 2: BOARD OF DIRECTORS**

**2.01 Board Members:** The property and business of the Corporation shall be managed by a board consisting of minimum of three (3) and not more than ten (10) voting board of directors. A voting director is a director that is a paying member of the corporation and can vote at all meetings of the board.



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The board of directors will elect the executive board of directors/officers of the board. The rest of the board membership will be known as “members at large”.

**2.02 Board Election:** The nomination and election of voting directors of the Corporation shall take place every three years at the annual meeting of the members. Directors shall be eligible for re-election for another term of three years. Directors shall have a cooling period of one year after a maximum of a two (3 year) terms before eligibility for another board term.

During the cooling period an officer may be invited to a board of directors or executive meeting at the invitation of the President

**2.03 Board Meetings:** All members of the Board of Directors is required to attend all meetings, with a minimum of four meetings/year, unless absent by notification within a week prior to the meeting.

Meetings of the Board may be held at such time as may be determined by the voting directors, and every board member expected to attend (except in emergency situation) provided that a minimum of 3-4 weeks’ notice is given to each member of the board. The Board of Directors’ meeting will be held every two months face to face or by telephone conferencing with a minimum of one face to face meeting per year.

**2.04: Board Resignation:** Any member may be required to resign by a vote of three-quarters (3/4) of the members present at an annual or other general meeting, provided such member shall have the right to a hearing before the board, shall have the right to a hearing before the board, who shall evaluate the situation, and make decision based on the outcome of the evaluation. A Board member may also choose to resign with a two months’ notice to the board.

**2.05 Notice of board meetings :** This may be sent by regular mail, electronically or both. The chair or the president alone or any two voting directors may at any time convene a meeting of the Board. No formal notice shall be necessary for any meeting in respect of any director if such notice is waived by that director in writing, or if all directors are present at the meeting. Each voting director shall be entitled to exercise one (1) vote for each question put to a vote of the board. Only those voting directors personally present at the meeting may vote at a meeting of the Board.



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**2.06 Remuneration:** Directors shall not receive any stated remuneration for their services, but by resolution of the board, pre-approved expenses of their attendances may be allowed for their attendance at each regular or special meetings of the Board.

The President or any of the members of the Board of the Corporation may be remunerated for all expenses pertaining to the business of the corporation, (in accordance to the expense policy of the corporation) which the Board member uses his/her money to execute. Original receipts and proof of payment must be submitted to the finance committee of the corporation

**2.07 Director succession:** A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her successor is elected. A Director shall hold office for three (3) years until the next annual meeting of members in which his/her office is open for re- election for another three years (3years) .

**2.08** The Directors named as the first Directors in the Articles of Incorporation (hereafter the provisional directors) shall be the voting Directors of the Corporation until, upon election at the first annual meeting of members, the Board then elected shall replace the provisional Directors.

**2.09 Expenditure:** The Board of directors shall have power to authorize expenditure on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation with the right to employ and pay salaries to employees. The directors shall have the power to make expenditure for the purposes of furthering the objects of the Corporation.

**2.10 Board Structure:** The board structure shall be governance board structure

**2.11 Advisory Board Members:** The advisory board consists of individuals appointed based on skills and/or experience and for guidance of the organization. Advisory board members may/may not be paying members

**2.12 The Office of director shall be vacated:**

- I. If a Director shall resigns his/her office by delivering a written resignation to the secretary or president of the corporation;
- II. If he/she is found to be mentally challenged or becomes of unsound mind;



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- III. If he/she becomes bankrupt, or files for personal bankruptcy or suspends payment or compounds with his creditors;
- IV. If at a special general meeting of voting members a resolution is passed by three-quarters of the voting members present at the meeting that he/she be removed from office;
- V. On death
- VI. In the case of a voting Director, if the person is no longer a member; provided that if any vacancy shall occur for any reason in this paragraph contained, the voting directors may by resolution fill the vacancy with a person in good standing on the books of the Corporation as a member
- VII. Subject to the act, the members may by ordinary resolution passed at an annual or special meeting of members, remove any director from office, and the vacancy created by such removal may be filled at the same meeting by the members, failing which may be filled by the Board.

### **2.13: Filling Vacancies**

A vacancy on the Board shall be filled as follows:

- I. a quorum of Directors may fill a vacancy among the Directors;
- II. 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;
- III. 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
- IV. 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.



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### **SECTION 3: FINANCIAL**

#### **3.01 Banking**

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

#### **3.02 Financial Year**

The financial year of the Corporation ends on June 30 in each year or on such other date as the Board may from time to time by resolution determine.

### **SECTION 4: OFFICERS**

**4.01 Election of Officers:** The Board may designate the offices of the Corporation, elect officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An officer may, but need not be, a Director unless these bylaws otherwise provide. Two or more offices may be held by the same

#### **4.02 Officers of the Corporation:**

The officers of the corporation shall be the President of the board, Vice President, Secretary, Treasurer, Executive Director, and the Executive Lead, and such other officers as the board of directors may determine provided that the board may from time to time elect or appoint.

An officer of the Corporation shall keep its position except when ineffective in the position/duty to the organization wherein the officer may be asked to resign from this position at the discretion of the board of directors. The board shall have the discretion to remove and replace at its pleasure any officer. Notwithstanding the foregoing, the chair of the board shall be the president of the association.

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pleasure any officer. Notwithstanding the foregoing, the Chair of the Board shall be the president of the association.

**4.03 Agents:** The Board may permit, by resolution, the officers of the Corporation to appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such resolution.

**4.04 Officers' Remuneration:** The remuneration of all officers, agents and employees shall be fixed by the Board by resolution. Such resolution shall have force and effect only until the next scheduled bi-monthly Board of Directors' meeting or special general meeting of members when it shall be confirmed by resolution of the members, and in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees shall cease to be payable from the date of such meeting of members.

**4.05 Duties of Officers:** Unless specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and power), the officer of the Corporation, if designated and if officers are appointed/elected, shall have the following duties and powers associated with their positions.

a. **The President**

The President shall be the Chair of the Board of Directors of the Corporations and shall oversee the updating of the strategic and, guiding documents of the organization and the board committees. The president shall work closely with the Executive Director who shall be responsible for overseeing the implementation of the strategic plans and policies of the Corporation. The President shall, be subject to the authority of the Board, and have general supervision of the affairs of the Corporation.

b. **The Vice President**

The Vice President of the Board shall be a Director and if the President of the Board is absent, or refuses to act, shall when present preside at all meetings of the Board and of the members. The Vice President shall have such other duties and powers as the Board may specify

c. **Secretary**





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The Secretary shall attend meetings of the Board and members. The Secretary shall be responsible for all minutes of all the proceedings of all meetings, the Secretary shall give, or cause to be given, as and when instructed notices to members, Director, , the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and members of committees.

d. **Treasurer**

The treasurer shall be the chief financial officer and keep and cause to be kept, proper accounting records as required by the Act. The Treasurer shall deposit, or cause to be posited, all monies received by the Corporation in the Corporations Bank account; the treasurer shall, under the direction of the Board, supervise the safekeeping of securities, and the disbursement of the funds of the Corporation. The treasurer shall render to the Board when required, an account of all of his/her transactions as treasurer and of the financial position of the corporation. The treasurer shall perform such other duties as may from time to time be prescribed by the Board.

The powers of duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or President requires of them. The Board may from time to time and subject to the Act, vary, add, to of limit the powers and duties of any officer.

#### **4.06 Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed any officer can hold office until the earlier of:

- I. The officer's successor being appointed,
  - II. The officers' resignation,
  - III. Such officer ceasing to be a director (if a necessary qualification of appointment)
- or
- IV. Such officer's death



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

### **SECTION 5: PROTECTION OF DIRECTORS AND OTHERS**

#### **5.01 Protection of Directors and Officers**

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

- I. complied with the Act and the Corporation's articles and By-laws; and
- II. exercised their powers and discharged their duties in accordance with the Act.

### **SECTION 6: CONFLICT OF INTEREST**

#### **6.01 Conflict of Interest**

A Director 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.

A director or officer of the corporation may not be involved in events/activities that conflicts with the organization. Every director must have allegiance towards to programs and growth of the SCAGO



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A director at SCAGO may not be on the board of another sickle cell association in Ontario

### **6.02 Charitable Corporations.**

No director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation. The provisions of the Act and the law applicable to charitable corporations must be complied with.

## **SECTION 7: MEMBERS**

**7.01 Members:** Membership in the Corporation shall consist of the incorporators named in the articles and such other persons interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation by resolution of the Board.

**7.02 Donors-Members:** Contributors of \$250 or greater per year to the Organization are considered members of the organization and have the right to attend and vote at the annual general meeting

**7.03 Membership:** The Corporation shall be composed of one class of membership designated hereinafter set out-

Ordinary members shall make application on an approved form. Members shall continue membership by the payment of the appropriate annual dues as determined from time to time by the Board.

Ordinary members shall have voting privileges, shall receive notice of all meetings and SCAGO events. Only ordinary members shall be eligible to hold positions on the board or be appointed officers of the Corporation. Only members in good standing and in attendance will be eligible to vote or be voted for.

### **7:04 Disciplinary Act or Termination of Membership for Cause**

- I. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
- II. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

## **SECTION 8: MEMBERS' MEETINGS**



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The members of the Corporation shall convene annually at a time and place determined by the Board. Should any such time or place for any reason is found later to be undesirable by the Board, a different time or place may be specified by the Board.

### **8:01: Annual Meeting**

The annual meeting 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 21 days 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.

Each annual meeting shall be held within twelve (12) months after the last preceding annual meeting, and not later than fifteen months (15).

The business transacted at the annual meeting shall include:

- I. receipt of the agenda;
- II. receipt of the minutes of the previous annual and subsequent special meetings;
- III. consideration of the financial statements;
- IV. report of the auditor or person who has been appointed to conduct a review engagement;
- V. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- VI. election of Directors; and
- VII. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

### **8.02 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall convene 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 21 days from the date of the deposit of the requisition.



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### **8.03 Notice**

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member 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 Members of the right to vote by proxy.

### **8.04 Method of Giving notices**

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

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 caused to be changed the recorded address of any member, director officer, public accountant, or member of a committee of the board in accordance with any information believed 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 officer or other document to be given by the Corporation to any officer 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.

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



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No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

### **8.05 Quorum**

A quorum for the transaction of business at a Members' meeting is a majority of the 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. Twenty-five percent of the members present in person or by proxy at a meeting will constitute a quorum.

### **8.06 Chair of the Meeting**

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

### **8.07 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:

- I. each Member shall be entitled to one vote at any meeting;
- II. 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;
- III. an abstention shall not be considered a vote cast;
- IV. 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;
- V. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- VI. 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.



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- VII. At all meetings of members of the Corporation, every question shall be determined by a majority of votes unless half the 50% of the founding members felt otherwise on the issue at hand.

### **8.08 Adjournments**

The Chair who is the President of the board 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.

### **8.09 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

## **SECTION 9: COMMITTEES**

Board committees may be created within the mission of the corporation to further the goals of the organization and are headed by coordinators or chairs.

**9:01 Rules Guiding the Committees of the Corporation:** Every potential board committee must submit a proposal to the Board of Directors for the board to approve, disapprove or have its proposal amended before it can commence operation.

B. The committee must not work outside of the mission of the organization

## **SECTION 10: SIGNATURE AND CERTIFICATION OF DOCUMENTS**

Contracts, documents or any instruments in writing requiring the signature of the Corporation shall be provided to the Incorporators and then signed by the president or the treasurer or the secretary and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The directors shall have power from time to time by by-law to appoint an officer or officers on behalf of the Corporation either to sign contracts, documents or instruments in writing.



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## SECTION 11 - ADOPTION AND AMENDMENT OF BY-LAWS

### 9.01 Amendments to By-laws

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

ORIGINALLY ENACTED ON 15TH DAY OF SEPTEMBER 2006

AMMENDED ON Nov. 9th 2010; May 10th 2014. Amended August 28<sup>th</sup> 2015. August 26<sup>th</sup> 2016

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President

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Secretary