

2019

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Registered Office

1.01. The registered office of the Autism Society of Newfoundland and Labrador (ASNL) shall be in St. John's in the Province of Newfoundland and Labrador.

Mandate

- 2.01. The mandate of ASNL is to be a leader in the Province of Newfoundland and Labrador by
- 2.01.1. engaging with public policymakers and advocating to improve the lives of those affected by Autism Spectrum Disorder (ASD);
 - 2.01.2. empowering people to more effectively advocate and obtain supports through connections with ASNL staff and trained volunteers
 - 2.01.3. providing easy to understand, practical information related to ASD, for a broad audience on a wide range of educational topics, through all phases of an individual's lifespan
 - 2.01.4. creating connections and navigational supports for individuals, families, and professionals to access other community partners and public services
 - 2.01.5. partnering with researchers to investigate ASD; and
 - 2.01.6. providing learning and employment opportunities through engagement in social enterprises.

Board of Directors

3.01. The Society shall be governed by the Board of Directors who shall exercise all powers set by the Corporations Act RSNL 1990 or by the By-laws. If there is conflict, priority goes first to the Act, and then to the By-laws.

Number and Quorum

3.02. The number of Directors shall be nine. A minimum quorum for the transaction of business at any meeting of Directors shall be 50% plus one.

Board Structure

3.03. The nine Directors shall be as follows:

Parents (elected)

- 3.03.1. Parent representatives may also be clinicians or represent other professional fields that support the work of ASNL, and they shall refrain from entering into professional contracts with ASNL during their tenure on the Board.

3.03.2. Two-parent representatives

3.03.2.1. One parent representative shall live on the Avalon Peninsula and represent parents and persons on the Autism spectrum.

3.03.2.2. One parent representative shall live outside the Avalon Peninsula and represent parents and persons on the Autism spectrum.

Self-Advocate (elected)

3.03.3. One self-advocate.

Finance (non-parent of an individual living with ASD and appointed)

3.03.4. One certified professional accountant.

Clinicians (non-parent of an individual living with ASD and appointed)

3.03.5. Two clinicians

3.03.5.1. One clinician with experience and training in the area of ASD who practices on the Avalon Peninsula, and

3.03.5.2. One clinician from outside the Avalon Peninsula

3.03.6. Both clinicians shall be willing to refrain from entering into professional contracts with ASNL during their tenure on the Board.

Public Relations/Connections (non-parent of an individual living with ASD and appointed)

3.03.7. One person who is collaborative and willing to assist the ASNL in its work with other agencies and businesses within the Province of Newfoundland and Labrador (the Province).

Educator (non-parent of an individual living with ASD and appointed)

3.03.8. One teacher from either the K to 12 education system or an instructor/professor from a post-secondary educational institution who is willing to refrain from entering into professional contracts with ASNL during their tenure on the Board.

Government Representative (non-parent of an individual living with ASD and appointed by the Government)

3.03.9. One representative appointed by the Government of Newfoundland and Labrador to liaise with other provincially funded ASD programs and services.

Appointments/Elections

Qualifications and Process

- 4.01. The Board shall outline the qualifications and the appointment and election process for each appointed position in its Governance policies.
- 4.02. The Board shall specify the process for filling each appointed Board vacancy.
- 4.03. Where one or more persons qualify for an appointed seat on the Board, the Board shall choose the person by secret ballot.
- 4.04. The names of persons nominated by the Nominations and Communications Committee shall be circulated publicly at least three months before the Annual General Meeting.
- 4.05. Where parents or self-advocates put their names forward for election, the elections shall be held by secret ballot by voting members at an Annual General Meeting.
- 4.06. The Board shall outline how vacated positions are filled in their Governance policies.

Term of Office

- 4.07. Each Director shall hold office for a term of three years following the appointment/election.
- 4.08. A Director shall serve no more than two consecutive full terms.
- 4.09. After a period of absence of one year, a former board member shall again become eligible to serve as a Director.
- 4.10. The term of office on the Executive Committee is one year.
- 4.11. To avoid conflict of interest, only one person engaging in the programs or services from the ASNL or accessing services for a relative is eligible to serve on the Executive Committee.

Removal from Office

- 4.12. Following discussion at a Board of Directors and in compliance with The Not-for-Profit Corporations Act and all other relevant Provincial legislation, the Board may call a closed special meeting or a closed session of the Board to determine if an office of a Director shall be vacated, where the Director:
 - 4.12.1. acts against the stated objectives of the Corporation;
 - 4.12.2. is found to be in an undeclared conflict of interest;
 - 4.12.3. is negligent in carrying out his/her duties as a Director; or
 - 4.12.4. is convicted of a crime which could affect the operations of the Board of ASNL.

- 4.13. Where a Director is being investigated for any criminal act which could impact ASNL, the Director shall be placed on a leave of absence until the investigation is complete.

Resignations

- 4.14. The office of a Director shall be considered vacant when a Director resigns by providing a written or verbal notice to the Chairperson of the Board or when the Director fails to attend two regularly scheduled Board of Director meetings in one year and/or 40% of special or Committee meetings.

Board Vacancies

- 4.15. Board of Director positions may be filled by appointment as stated below;
 - 4.15.1. Where the Chair of the Board position becomes vacant, the Vice-chair shall fill the position.
 - 4.15.2. Where the Vice-chair position becomes vacant, the Board shall fill the position from within the existing Directors who are eligible to hold an executive position.
 - 4.15.3. Where a Director vacancy is for less than 18 months, the vacancy shall be filled by appointment for the remainder of the term.
 - 4.15.4. Where a Director vacancy is for more than 18 months, the Board shall prepare for a vote for the elected position or advertise a call for qualified interested persons to fill the appointed position.

Action by Directors

- 5.01. The Directors shall set governance policy and direction for the organization, follow the code of ethics and standards of behavior, plan strategically, fulfill the governance role outlined in the governance policies, and comply with the RSNL 1990 Chapter C-36 – Corporations Act.
- 5.02. Yearly each Director shall sign statements that are included in the Governance Policies related to the reading of documents and conflict of interest.

Meetings

Calling and Notice of Meetings

- 6.01. Regularly scheduled meetings of the Board of Directors shall be held at least five times per year, excluding the annual general meeting, at such time and place as the Board, or any six Directors may determine.

- 6.01.1. The AGM and one additional Board Meeting shall be face-to-face for Board Members.
- 6.02. The Directors shall designate the place and time at which such meetings are to be held.
- 6.03. A copy of a resolution of Directors fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, and each director shall receive a 10-day notice of each regular meeting.
- 6.04. 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.
- 6.05. Special meetings shall only be convened to deal with emergencies or where time-limited decisions are required.
- 6.06. Notice of the time and place of each special meeting of Directors shall be given to each Director in writing by electronic notification and shall specify the business to be transacted at the meeting.

Annual General Meeting (AGM)

Calling the AGM

- 6.07. An open Annual General Meeting shall be held once per year.
- 6.08. The directors of a corporation shall invite members, donors, and funders and set the date no later than the prescribed period after holding the preceding annual meeting or more than six months after the end of the corporation's preceding financial year.
- 6.09. The annual general meeting shall be planned by the Board of Directors of ASNL and include
 - 6.09.1. A governance report presented by the Chairperson of the Board
 - 6.09.2. A management report presented by the CEO
 - 6.09.3. The financial statements presented by the Auditor; and
 - 6.09.4. Items that require voting by the membership because they will be paying the cost of the programs or services; where programs or services are paid for by other providers there shall be no voting because the offerings are subject to the terms and conditions of the relevant agreement.
- 6.10. Notice specifying the place, day and hour of any Annual General Meeting shall be given to all members by public notice at least 30 days in advance.
- 6.11. Ten voting members shall form a quorum for all purposes at an Annual General Meeting.

- 6.12. If within one hour beyond the time appointed for the commencement of such a meeting, a quorum of board members is not present, the meeting, shall be adjourned and the Board of Directors shall make all necessary decisions.

Presiding Over Meetings

- 6.13. All meetings shall be facilitated by:
- 6.13.1. The Chair of the Board, who has been duly elected by the Board of Directors, or in the Chairperson's absence
 - 6.13.2. The Vice-Chair, who has been duly elected by the Board of Directors, or in her/his absence; by
 - 6.13.3. An Executive Member who is chosen by the Directors before the commencement of the meeting.

Remuneration and Expenses

- 7.01. Directors shall not receive any remuneration for their board services.
- 7.02. Directors shall be reimbursed for out-of-pocket expenses as outlined in the Governance Policies.

Declaration of Conflict of Interest

- 8.01. Every Director of ASNL who is party to a material contract or a proposed material contract with ASNL, or who is a Director or Officer of, or has a material interest in any party who is party to a material contract, or a proposed material contract with ASNL shall disclose the nature and extent of the interest or conflict of interest.
- 8.02. All such disclosures shall be made at the time of receipt of the agenda or at the first possible time after that.
- 8.03. The Director shall follow the conflict of interest policies and shall not remain in the boardroom or ask for supporting materials during any discussion of agenda items where there is a conflict of interest.

Committees

- 9.01. The Board of Directors may designate committees to complete research and outline the issue, options, and associated benefits and risks to the Board as a whole for decision making.
- 9.02. Members of committees shall adhere to the all Legislation governing the ASNL, the By-laws and strictly follow their terms of reference.

- 9.03. The terms of reference for standing committees shall be outlined in governance policies, and the terms of reference for ad hoc committees shall be outlined in a motion of the Board.

Advisory Councils

- 9.04. Advisory Councils of no more than seven members per Council shall be established in each region of the province, and their role shall be as follows:
 - 9.04.1. Provide advice to the Board of Directors of ASNL on potential program and service delivery options in the region
 - 9.04.2. Provide advice to the Board on policies that can affect parents or individuals with ASD
 - 9.04.3. Support for the Regional
 - 9.04.4. Advisory Councils in public relations efforts and public awareness;
 - 9.04.5. Provide advice to the Board of Directors regarding ways to mitigate costs to parents for requested programs and services that are not covered by other sources of funding; and
 - 9.04.6. Complete regional scan (data gathering) for the Board on matters for which it is seeking advice.

Officers

General

- 10.01. The Directors shall elect a Chair, Vice-chair, Secretary and Treasurer of the Board as approved in the governance policies.

Secretary and Minutes

- 10.02. The Board shall implement governance policies regarding minutes.
- 10.03. The Chairperson of the Board and Committee chairpersons shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings.
- 10.04. The CEO shall be the custodian of all records, books, documents, and other instruments belonging to the Corporation.
- 10.05. The Chair shall initial an official copy of the approved minutes.
- 10.06. As per the Chatham House Rule, all names shall be removed from published copies of minutes.

Powers and Duties of Officers

10.07. The powers and duties of all officers of the Board of Directors shall be outlined in the governance policies.

Agents and Attorneys

10.08. The Directors have the power to appoint agents or attorneys for the Corporation with such powers (including the power to sub-delegate) of management, administration or otherwise as the Directors may specify.

Protection of Directors and Officers

10.09. The Corporation shall indemnify a Director, a former Director and the heirs and legal representatives of such a person to the extent permitted by Provincial Law and the Directors' Liability Insurance.

10.10. No Director or other Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or Officer or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested or for the loss or damage arising from the bankruptcy or insolvency or tortuous act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by her part or for any other loss, damage or misfortune whatever which shall happen to the execution of the duties of her office or in relation thereto, unless the same happened through his/her own dishonesty or other criminal act.

10.11. Every Director or Officer of the ASNL or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any corporation controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

10.11.1. All costs, charges and expenses whatsoever which such Director, Officer, or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other persons for or in respect of any act, deed, matter or thing whatever, made, done or permitted by them in or about the execution of the duties of such Officer or in respect of any such liability; and

10.11.2. All other costs, charges, and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof except where such costs and charges or expenses are occasioned by their willful neglect or default.

Insurance

11.01. All board members shall carry business insurance.

Information – General

- 12.01. A notice or document required by the regulations thereunder, the articles or the by-laws of the Corporation to be sent to a member or Director of the Corporation may be sent by email, prepaid ordinary mail addressed to, or may be delivered personally to, the member or Director at her latest address as shown in the records of the Corporation.
- 12.02. A notice or document if mailed or emailed to a member or Director of the Corporation shall be deemed to have been given when deposited in a post office or public letter box or when sent from the originator's electronic device.
- 12.03. If the Corporation sends a notice or document to a member in accordance with this section and the notice or document is returned on three consecutive occasions, the Corporation is not required to send any further notices or documents.

Errors and Omissions

13.01. The accidental omission to give any notice or send any document to any member, or Director or the non-receipt of any notice or document by any member or Director or any error in any notice or document not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice or document.

Proof of Notification

14.01. A letter from the Chair or other duly authorized officer of the Corporation, or of any agent of the Corporation, as to the facts in relation to the mailing, delivery or sending to any Director of the Corporation or to any other person or publication of any notice or document, shall be conclusive evidence thereof and shall be binding.

The Business of the Corporation

15.01. The Corporation's bank accounts shall be kept in such banks or financial institutions the Directors may by resolution from time to time determine.

- 15.02. Cheques on bank accounts, drafts drawn or accepted by the Corporation, promissory notes given by it, acceptances, bills of exchange, orders for the payment of money and other instruments or a like nature are to be made, signed, drawn, accepted or endorsed, as outlined in Governance policies.
- 15.03. To ensure that budgets are approved within the financial means of the Corporation.

Execution of Instruments

- 16.01. The Board shall outline in Governance Policies who has the authority to sign in the name and on behalf of the Corporation all instruments in writing and any instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

Fiscal Year

- 17.01. The fiscal year of the Corporation shall terminate March 31st.

Interpretation

- 18.01. In this by-law, wherever the context requires or permits, the singular shall include the plural and the plural the singular, the word “person” shall include firms and Corporations, and reference to a gender shall include any gender.
- 18.02. Wherever reference is made to any determination or other action by the Directors, such shall mean determination or other action by or pursuant to a resolution passed at a meeting of the Directors, or by or pursuant to a resolution consented to by all the Directors as evidenced by their signatures thereto.
- 18.03. Wherever reference is made to “The Corporations Act” or the “Act”, it shall mean the Corporations Act, R.S. N.L. 1990-c. C-36 and every other act or statute incorporated therewith or amending the same, or any act or statute substituted therefor.
- 18.04. Unless the context otherwise requires, all words used in these by-laws shall have the meanings given to such words in the Act.

Effective Date

- 19.01. These by-laws shall come into force and take effect on the date approved by the Directors of the Corporation.

Amendments to By-Laws

- 20.01. The Board of Directors shall, with 2/3 affirmative vote of all sitting board members, have the authority to amend the by-laws.

Date Approved: _____

Board Chairperson's signature _____

Board Vice-Chairperson's signature _____