

# BYLAW NO.1, ONTARIO BRANCH

## STANDARD FORM FOR CPF BRANCH BYLAWS AMENDED OCTOBER 29, 2017

The CPF Bylaws, including areas of duplication, have been written to coincide with corresponding numbered sections of the Canada Not-for-profit Corporations Act. Where the National and Branch bylaws are silent, Canadian Parents for French will comply with what is written under the Canada NFP Act.

The full NFP Act is available online at: [laws.justice.gc.ca/eng/acts/c-7.75/](https://laws.justice.gc.ca/eng/acts/c-7.75/)

The CPF National Bylaw No. 1 is available online at: [cpf.ca/en/files/CPF-Bylaws-2016-1.pdf](https://cpf.ca/en/files/CPF-Bylaws-2016-1.pdf)

### PART 1 - Interpretation & Application

#### 1. Interpretation

##### 1.1B Corporate Seal

The Ontario Corporation shall have a corporate seal in such a form as authorized by the Branch Board of Directors and shall be safeguarded in the Branch office. The Secretary of the Ontario Corporation shall be the custodian of the corporate seal. A document signed on behalf of a corporation is not invalid merely because a corporate seal is not affixed to it. The Branch of the Corporation is incorporated in the province of Ontario.

#### 2. Definitions

##### 2.3B Property/Control

All property that is the custody on behalf of the Branch of the Corporation shall be subject to the direction of the Branch Board of Directors and the current Canadian Parents for French investment policy.

### PART 2 - Incorporation

#### 7. Articles of Incorporation

##### 7.1B Articles of Branch Incorporation

a) The Ontario Branch of the Corporation was constituted under the name of “CANADIAN PARENTS FOR FRENCH-ONTARIO” as a charitable corporation under the Corporations Act of the

province of Ontario and Letters Patent issued under the seal of the Ministry of Consumer and Commercial Relations dated the 25th day of September, 1979, and subsequently registered with Canada Customs and Revenue Agency as a charity on January 1<sup>st</sup>, 1994.

b) The Branch office is located in Mississauga, Ontario, Canada.

d) The Branch Board of Directors shall consist of five (5) to nine (9) Directors.

e) As a registered charitable organization, the Ontario Branch of Canadian Parents for French may engage in charitable activities but must limit its contributions to the development of public policy under current existing laws.

## **PART 3 - Capacity and Powers**

### **19. Authority of Directors, Officers, Agents and Mandatories**

#### **19.1B Execution and Certification of Instruments**

The Branch Board of Directors has the authority to sign in the name of the Branch of the Corporation.

## **PART 4 - Registered Office and Records**

### **20. Registered Office**

#### **20.1B Registered Branch Office**

The Ontario Branch office of Canadian Parents for French shall be in the Greater Toronto Area, in the Province of Ontario.

## **PART 5 - Corporate Finance**

### **28. Borrowing Powers**

#### **28.1B Branch Borrowing**

The Branch Board has the authority to borrow, issue, give guarantees, or mortgage on behalf of its Branch only, by ordinary resolution of the members.

### **31. Ownership of Property**

#### **31B Ownership of Branch Property**

Within limits set by the Branch Board of Directors, expenditures for capital purposes may be made by the Branch Board or by persons authorized by the Branch Board to do so.

## **PART 9 - Directors and Officers**

## **124. Duty to Manage or Supervise Management**

### **124.1B Duties of Branch Directors**

All Branch Directors sit on the Board in a personal capacity. They are responsible for the oversight of the Branch of the Corporation by upholding the mission, vision, values and ends policy statements. As above, their duty shall be to the Corporation as a whole.

### **124.2B Role of the Branch Board**

The Branch Board may establish governing policies that align with the governing policies set by the National Board and address: Ends, Executive Limitations, Governance Process, and the Board/Branch Executive Director relationship which denotes how authority is delegated and its proper use monitored.

### **124.4B Committees of the Branch Board**

The Branch Board may establish committees for purposes that are considered proper and fall within the Branch governance model. The Branch Board shall define the duties and powers of any committee of the Branch Board that it establishes and may prescribe the procedures, rules and policies to be followed. The Branch Board may appoint ad hoc committees for specific purposes. The Branch Board shall clearly identify the terms of reference for any such committee, including the deadline for completion of its mandate.

#### **124.4.1B Branch Nominating Committee**

The Branch Nominating Committee is a standing committee of the Branch Board. The Branch Board shall appoint a Nominating Committee Chairperson at the first meeting of the Board after the Annual General Meeting. The committee shall solicit nominations to serve on the Board from the members of the Corporation and the community at large and follow nominating guidelines and processes as adopted by the Branch Board.

#### **124.4.2B Branch Bylaws Committee**

The Branch Bylaws Committee is a standing committee of the Branch Board. The Branch Board shall appoint a Bylaws Committee to conduct the annual review of the Bylaws and Policy documents. The Bylaws Committee shall table a statement at each Branch Annual General Meeting that the Bylaws have been reviewed.

#### **124.4.4B Removal of Committee Members**

The Branch Board may by ordinary resolution remove any committee member.

## **125. Number of Directors**

### **125.1B Composition of Branch Board**

The Branch Board of Directors shall consist of no fewer than five (5) and no more than nine (9) members.

#### **125.1.1B Chapter Representation for Branch Board**

A maximum of two (2) persons from any Chapter jurisdiction may sit on the Branch Board at one time.

## **126. Qualifications of Directors**

### **126B Qualifications of Directors - Branch**

- a) A Branch Board Director may not serve on a Chapter Board at the same time. A member of a Chapter Board who is elected shall resign from the Chapter Board at the conclusion of the Branch Annual General Meeting at which he/she is elected. A member of a Chapter Board who is appointed to the Branch Board shall resign from the Chapter Board prior to attending his/her first Branch Board meeting;
- b) An employee at any level may not stand for election to the Branch Board until twelve (12) months after the employment termination date.

### **126.1B Membership**

A Branch Board Director is required to be a member in good standing of Canadian Parents for French and a resident of Ontario.

## **128. Notice of Directors**

### **128.2B Branch Term of Office**

Branch Directors shall be elected for a term of two (2) years from the end of the Annual General Meeting at which the Branch Director is elected to the end of the Annual General Meeting two (2) years later and for continuity purposes terms will be staggered. A person may be elected to the Branch Board for a term of office of eight (8) consecutive years. The term of office of the President or Vice-President may exceed the normal eight (8) years but under no circumstances will the term of office on the Board exceed ten (10) consecutive years.

### **128.3B Election of Branch Board of Directors**

Branch Directors shall be elected by ordinary resolution by the Ontario members at the Branch Annual General Meeting from a list of eligible nominees provided by the Branch Nominating Committee.

## **129. Ceasing to Hold Office**

### **129.1B Ceasing to Hold Office - Branch Director**

An individual shall cease to be a Branch Director when:

- a) The Branch Director resigns from the Branch Board by delivering notice in writing to the Branch President or Vice-President, in care of the Branch office, in which case the resignation shall be effective on the date specified in the letter of resignation or, in the absence of such a date, the date the resignation is accepted by the Branch Board.
- b) The Branch Director is removed from office; or
- c) The Branch Director vacates, or is deemed to have vacated, the position of Branch Director when he/she withdraws from, or has been removed from, membership;
- d) The Branch Director dies.

## **132. Filling Director Vacancies**

### **132.1B Filling Branch Director Vacancies**

The Nominating Committee may recommend to the Board an individual to fill a director vacancy by appointment from the date of that vacancy until the next AGM.

## **134 Notice of Change of Director or Director's Address**

### **134.1B Notice of Change of Branch Director's Address**

Additionally, a change of address outside the province or territory would affect eligibility of the Director to remain serving on the Branch Board of Directors.

## **136. Meeting of Directors**

### **136.1B Branch Meetings**

The Branch Board of Directors shall meet in conjunction with the Branch Annual General Meeting and at least twice outside of the Branch Annual General Meeting. Ontario members may attend as observers.

### **136.2B Quorum - Branch Board of Directors**

A majority of Branch Board of Directors currently serving constitutes a quorum at a Board meeting, whether meeting face-to-face or by electronic means. If a vacancy on the Branch Board arises, continuing Directors may act, as long as a quorum exists at the meeting.

## **137. Decisions Made by Consensus**

### **137.1B Decisions made by Consensus**

Any decisions taken during a meeting of the Branch Board of Directors may be made by consensus except a decision taken by special resolution. If consensus cannot be reached, then the decision shall be made by ordinary resolution.

### **137.3B Voting at Meetings - Branch**

Each member of the Branch Board, including the Chairperson, has one vote. Questions arising at any meeting and requiring a vote shall be decided by ordinary resolution of those Branch Directors present and voting.

The Branch Board may include a Youth Director position by providing special member status to an individual under the age of majority in the province. While serving, the individual must maintain their Canadian Parents for French membership in good standing. This Youth Director may be provided with the right to one vote.

## **141. Disclosure of Interest**

### **141.1B Pecuniary Interest**

Branch Board of Directors shall avoid and shall disclose any circumstances in which their personal pecuniary interests conflict, or may be reasonably perceived to conflict, with the interests of the Corporation.

## **142. Officers**

### **142.1B Appointment of Branch Board Officers**

All Branch Board Officer positions, including the positions of Branch Board President and Vice-President, shall be appointed by the Branch Board for a two-year (2) term of office. A Director may serve as President for a maximum of four (4) years.

#### **142.1.3B Removal of Branch Officers**

All Branch Officers may be removed by the authority of the Branch Board for:

- a) Violating any provision of the articles, bylaws or written policies;
- b) Carrying out any conduct which may be detrimental to the Corporation as determined by the Branch Board in its sole discretion; or
- c) For any other reason that the Board at its sole discretion considers to be inconsistent with the objectives of the Corporation. The Branch Board's decision shall be final and binding on the Officer without any further right of appeal. Once removed from office, the Officer may also vacate his/her Director position on the Branch Board.

## **143. Remuneration**

### **143.1B Remuneration - Branch**

No remuneration shall be paid to any elected or appointed Director, or to any other person acting in a volunteer capacity for/at the Branch level, including on committees, for services rendered to or on behalf of the Corporation.

## **148. Duties of Directors and Officers**

### **148.1B Responsibilities of Branch Officers**

The Branch President shall, when present and able, convene and chair all meetings of the members. The Branch President may sit as an ex officio member of all Branch committees of the Corporation and will be duly identified as such. The Vice-President shall perform such duties as assigned by the Branch President or by the Branch Board of Directors. In the absence or disability of the Branch President, the Vice-President shall perform the duties and exercise the powers of the President for as long as required and/or until the following Annual General Meeting. The Treasurer shall oversee the financial operation of the Corporation. Further responsibilities are outlined in policies.

## **PART 10 - Bylaws and Members**

### **152 Bylaws**

#### **152.2B Member Approval of Branch Bylaws**

The Branch Directors shall submit the bylaw, amendment or repeal to the members at the next meeting of members, and the members may, by special resolution, confirm, reject or amend the Branch bylaw, amendment or repeal.

## **154 Conditions of Membership**

### **154.4A Voting Rights - Branch and Chapter**

At Branch and Chapter Meetings, a maximum of two adults of a member household shall be deemed voting members and each receives a vote.

### **154.4B Voting Rights at Branch Annual General Meeting and Special Meeting**

Ontario members of the Corporation participating by any means may vote to elect new and/or incumbent Directors to the Branch Board from a slate proposed by the Branch Nominating Committee at the Branch Annual General Meeting or Special Meeting.

## **159.1 Place of Meetings**

### **159.1B Place of Meetings - Branch**

Each Branch Annual General Meeting of Canadian Parents for French shall be held annually at a place within Ontario and on such days as the Branch Board of Directors shall designate.

## **160 Calling Annual Meetings**

### **160.3B Calling Branch Special Meetings**

The Branch Board may call a Special Meeting at any time, and shall call a Special Meeting of the Branch Board and members upon the written request of one (1) percent or more voting members at large.

## **162 - Notice Provided For in Bylaws**

### **162.1B Notice Provided For in Branch Bylaws**

Notice of Branch Annual General Meeting or Special Meeting shall be conveyed by any of the following means: Postal mail, email, facsimile or phone, or other electronic means such that it is sent at least twenty-one (21) days before the day of the meeting. Notice by regular mail shall be considered to be received within ten (10) days of mailing. Notice of a meeting shall describe the nature of the business in sufficient detail to permit the Branch Board of Directors and members at large to form a reasoned judgment on it. Notice of such a meeting shall be sent to all members in good standing in Ontario.

### **162.9B Business - Branch**

The Branch Annual General Meeting and any Special Meeting shall be conducted in accordance with these Branch Bylaws, and where the Bylaws are silent, in accordance with current Robert's Rules of Order.

## **164.1 Quorum**

## **164.1B Quorum - Branch**

A quorum at a Branch Annual General Meeting or Special Meeting shall not be less than twenty (20) voting members residing in Ontario with a majority of Branch Board Directors.

## **PART 11 - Financial Disclosure**

### **172. Annual Financial Statements**

#### **172.2B Annual Chapter Financial Statements**

Chapters shall submit their financial statements as at the end of the previous fiscal year to the Branch Board of Directors as directed.

## **PART 12 - Public Accountant**

### **181. Appointment of Public Accountant**

#### **181B Appointment of Public Accountant - Branch**

At the discretion of the Branch Board of Directors, the Public Accountant may be appointed to conduct a financial review or audit for the purpose of preparing a report to members at the Annual General Meeting. The selection of the Public Accountant for the following year shall be ratified at the Annual General Meeting.

### **191 Report on Financial Statements**

#### **191B Report on Branch Financial Statements**

After conducting a financial audit or review, the Branch financial statements shall be reported to the members, with the Corporation's financial year end identified as March 31st of each year.

## **PART 13 - Fundamental Changes**

### **197. Amendment of Articles or Bylaws**

#### **197.1B Amendment of Branch and Chapter Articles or Bylaws**

The Bylaws of this Branch of the Corporation that were in force immediately prior to these Bylaws coming into force are hereby repealed. Chapter Bylaws that were in force immediately prior to these Branch Bylaws coming into force are hereby repealed.

These Branch Bylaws shall come into effect following approval by special resolution at a Branch Annual General Meeting or Special Meeting and upon coming into force these Bylaws shall be the consolidated general Bylaws of the Ontario Branch of Canadian Parents for French. All Chapters of the Ontario Branch shall be governed by the Branch Bylaws and Policies, National Bylaws, and the Canada Not-for-profit Corporations Act.



**198. Proposal to Amend**

**198.2B Notice to Amend - Branch**

Notice of any motion to amend the Branch Bylaws by the Bylaws Committee shall be forwarded to the Branch President who shall cause the notice to be circulated in writing to the membership and to the Canadian Parents for French National Board not less than sixty (60) days prior to their consideration at the Branch Annual General Meeting or Special Meeting. If any provision of these Branch Bylaws is inconsistent with any policy, rule or regulation of Canadian Parents for French, the provision will be brought to the attention of the membership for further consideration at the meeting.

**PART 14 - Liquidation and Dissolution**

**221. Proposing Liquidation and Dissolution**


**221B Proposing Liquidation and Dissolution - Branch Responsibilities**

Should a Branch dissolution process commence, it is the responsibility of the Branch Board to liaise with the National Office and Board to fulfill any remaining legal and financial obligations, ensure all dissolution costs and payments have been made, and if any assets remain, these are distributed to the National Office.

Enacted by the Board at a Meeting of the Board.

Confirmed by members at an Annual General Meeting on 29<sup>th</sup> of October, 2017 and to be effective on this date that the Corporation continues under the Act.

Witness the Seal of the Corporation.



Mary Cruden, President, Canadian Parents for French-Ontario