



Appendix 2

Excerpts from CCA Bylaws (July 2024)

5.0 Directors

5.2 Number and Composition.

- (a) Since the Articles specify a minimum and a maximum number of Directors, the Board shall be composed of the fixed number of Directors as determined from time to time by resolution of the Board. No decrease in the number of Directors shall shorten the term of an incumbent Director. If the Corporation is a soliciting corporation under the Act, the number of Directors shall not be less than three (3), at least two (2) of whom shall not be Officers or employees of the Corporation or any affiliate.
- (b) The composition of the Board shall reflect a diversity of individual perspectives and lived experiences. To the furthest extent possible, the composition of the Board shall consist of the following individuals, with particular attention given to recruiting Indigenous peoples (First Nations, Métis and/or Inuit), Francophones, people living outside of Ontario, and/or other individuals from equity-deserving communities:
- up to one (1) Director who is involved in a governance or management capacity with a Participating Organization that is a community-based and publicly-funded (as defined in policy) non-profit organization or registered Canadian charity involved with the children's mental health sector that delivers mental health services to children and youth as a primary area of service.;
 - up to one (1) Director who is involved in a governance or management capacity with a Participating Organization that is a non-profit organization or registered Canadian charity that offers credit counselling as a primary area of service;
 - up to one (1) Director who is involved in a governance or management capacity with a Participating Organization that is a non-profit organization or registered Canadian charity whose functions include the strengthening of family life through the provision to the public of individual, couple and family psychotherapy and/or counselling, as well as other services that promote the improvement of the social environment for families;
 - up to one (1) Director who is involved in a governance or management capacity with a Participating Organization that is a non-profit organization or registered Canadian charity with a majority of its directors being individuals recognized as First Nations, Métis, or Inuit that delivers individual and community-based health and/or social services;
 - up to one (1) Director who is involved in a governance or management capacity with a Participating Organization that is a community-based (as defined in policy) non-profit organization or registered Canadian charity that delivers interprofessional, community-centred and community governed comprehensive primary health care organization focused on health equity and addressing the social determinants of health;
 - up to two (2) Directors who are each involved in a governance or management capacity with a Participating Organization that is a non-profit organization or registered Canadian charity involved with any sector, with priority given to individuals involved with organizations within other sectors served by the Corporation; and
 - up to five (5) Directors who do not need to have any affiliation with a non-profit organization or registered Canadian charity.



5.3 Qualifications. The following persons are disqualified from becoming, or remaining as, a Director:

- a) anyone who is less than eighteen (18) years of age;
- b) anyone who is incapable;
- c) anyone who is not an individual;
- d) anyone who has the status of bankrupt; and
- e) anyone who falls under Section 5.6(d), (e), or (f).

5.4 Election and Term.

- (a) The Members shall elect Directors by Ordinary Resolution, at the first Meeting of Members and at each Annual Meeting of Members at which an election of Directors is required. Each Director shall be elected for a term that will expire at the close of the third (3rd) Annual Meeting of Members held after the election.
- (b) A Director not elected for an expressly stated term shall cease to hold office at the close of the next Annual Meeting of Members. If the Corporation fails to hold a Meeting of Members, or fails in the meeting to elect Directors, the incumbent Directors shall continue in office until their successors are elected.
- (c) No individual may serve as a Director for more than two (2) consecutive terms (for approximately six (6) consecutive years); provided, however, that any individual serving as a Director at the time of passage of this By-Law No. 1 shall be entitled to finish the remainder of such individual's current term. An individual who was originally appointed as a Director under Section 5.8 or Section 5.9 to fill a vacancy will not have the time served as the replacement Director count towards the maximum number of consecutive years as a Director. An individual who has served for the maximum number of consecutive years as a Director shall be eligible for re-election as a Director after the passage of twelve (12) months following retirement as a Director.
- (d) In addition to filling a vacant position in accordance with Section 5.9, the Board may, if the maximum number of Directors available in the range of Directors set out in the Articles has not been filled, appoint additional Directors to hold office until the next Annual Meeting of Members. The total number of Directors that may be appointed by the Board pursuant to this Subsection 5.4(d) shall not exceed one-third (1/3rd) of the total number of Directors elected by the Members at the previous Annual Meeting of Members. Any Director who is appointed pursuant to this Subsection shall not have the time served as an appointed Director count towards the maximum number of consecutive terms.

5.5 Consent. A Director who is elected or appointed must consent to hold office as a Director:

- a) if present at the Meeting of Members or the meeting of the Board, as applicable, at which the election or appointment takes place, by not refusing to hold office,
- b) if not present at the Meeting of Members or the meeting of the Board, as applicable, at which the election or appointment takes place, by either:
 - i. consenting to hold office in writing before the election or appointment takes place or within ten (10) days; or
 - ii. by acting as a Director after such person's election or appointment.

5.6 Automatic Vacation of Office – The office of a Director shall automatically be vacated (which shall also result in the automatic vacation of office as a Member and, if applicable, Officer) if the Director:

- (a) dies, resigns in accordance with Section 5.6, or is removed by the Members in accordance with Section 5.8;
- (b) becomes disqualified to serve as a Director by failing to meet all of the qualifications set out in Section 5.3;



- (c) becomes disqualified to serve as a Director by ceasing to hold the position with a non-profit organization or registered Canadian charity that originally made the individual eligible to be elected as a Director as per Section 5.2(b);
- (d) fails to attend two (2) regularly scheduled Board meetings in a Board year regardless of the rationale for not attending;
- (e) is charged with any criminal offence; or
- (f) violates any provision of the Articles, By-Laws, or written policies of the Corporation, as confirmed by a majority vote of the Board.

Other than in the event of the death of a Director or the removal of the Director by the Members, a Board meeting will be held to acknowledge the occurrence of any of the above-listed events. Following such Board meeting, a letter will be sent by the Corporation, on behalf of the Board, to the Director in question, confirming the effective date on which the individual ceased to be a Director.

- 5.7 Resignation** – A Director may resign by giving a written resignation to the Secretary (or to the Chair, if the Director resigning is also the Secretary), in which case such resignation shall be effective at the time the resignation is received by the Secretary or the Chair (as the case may be), or at the time specified in the resignation, whichever is later.
- 5.8 Removal.** The Members may, by Ordinary Resolution passed at a Meeting of Members, remove any Director from office before the expiration of the Director's term and may, at such Meeting of Members, elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.
- 5.9 Vacancies.** Subject to Section 5.8, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by the Board. If there is not a quorum of Directors or if a vacancy results from either (a) an increase in the number or change to the minimum or maximum number of Directors provided in the Articles or (b) a failure to elect the number of Directors required to be elected at any meeting of Members, the Directors then in office shall call a special meeting of Members to fill the vacancy and, if they fail to call a meeting or if there are no Directors then in office, the meeting may be called by any Member.
- 5.10 Remuneration and Expenses.** The Directors and Officers (other than any employee) shall serve as such without remuneration and no Directors shall directly or indirectly receive any profit from their position as such. Any Director or Officer of the Corporation may receive reimbursement for their expenses incurred on behalf of the Corporation in their respective capacities as a Director or Officer.