

**CONSTITUTION AND BY-LAWS
SEIZURE & BRAIN INJURY CENTRE**

BY-LAW NO. 1

BE IT ENACTED as a by-law of the SEIZURE & BRAIN INJURY CENTRE (hereinafter referred to as the "organization") as follows:

NAME SEIZURE & BRAIN INJURY CENTRE, shall be the name of the organization.

HEAD OFFICE

The head office of the organization shall be in Timmins, in the Province of Ontario, and at such place therein as the Directors may from time determine.

PURPOSE

The purposes of the organization shall be as follows:

2. To assist those affected by seizures and/or brain injury directly or indirectly:
 - determining the needs of those persons and meeting those needs through community education;
 - determining the attitudes of the public towards seizures and/or brain injury and carrying public awareness program;
 - determining community and vocational opportunities and impediments of those with seizures and/or brain injury
 - supporting those persons in all areas of day-to-day living;
 - encouraging research in the field of seizures and/or brain injury
 - soliciting and receiving funds for the accomplishment of the above objective; and
 - supporting and fostering the above objectives.

MEMBERSHIP:

Voting Members

3. Any person who supports the purposes and objects of the organization may become a voting member of the organization by paying annual membership dues and completing an association membership application

Non-voting Members

4. Any employee of the organization who supports the purposes and objects of the organization may become a non-voting and automatic members of the organization.

Life-Membership

5. The Board of Directors of the organization may confer Life Membership in the organization on any person who has contributed long and distinguished service to the organization. Life members shall have all the rights and provisions of voting members, but shall not be required to pay annual membership dues.

Honorary Life Membership

6. The Board of Directors of the organization may bestow Honorary Life Membership in the organization to any person who has made an outstanding contribution to the organization. Honorary Life Members shall have none of the rights and privileges of members and shall not be required to pay annual membership dues. Honorary Life Members shall have no vote at meetings of the organization.

Annual Membership Dues

7. The amount of the annual membership dues of the organization may be established from time to time by the Board of Directors, but any resolution of the Board of Directors respecting annual dues shall not be effective until confirmed by a resolution of the members at an annual meeting or a general meeting of members. In order to be eligible to vote at a general and annual meeting, a membership must be purchased

Termination of Membership

8. Membership in the organization shall not be transferrable and shall cease to exist upon a member's non-payment of annual membership dues, verbal resignation provided to the Executive Director or death.

ANNUAL GENERAL MEETING

9. The annual meeting of the organization after shall be held in June each year and at such place within the City of Timmins at such time as the Board of Directors may determine.

At the annual meeting:

- a) a report of the activities of the organization for the previous year, the audited financial statements of the organization and the Auditor's report shall be presented,
- b) new By-Laws and amendments to, or revocations of existing By-Laws passed by the Board of Directors in the previous year shall be presented for confirmation by the members,
- c) the Board of Directors may present such other information or material relating to the organizations affairs as, in the opinion of the Board of Directors, is of interest of, or importance to the members,
- d) members' agenda items of which the Executive Secretary of the organization has received

notice 14 days prior to the Annual General meeting, shall be addressed,

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- e) a new Board of Directors shall be elected, in accordance with Article 20,
- f) auditors shall be appointed for the ensuing year.

Nominating Committee

- 10. A nominating Committee shall be established and an advertisement for Board Nominations will be advertised as per policy. Nominations will not be accepted from the floor at the Annual General Meeting.

Notice

- 11. Invitations to the Annual General Meeting will be forwarded to the membership as per the organization's policy. Included with the invitation will be a letter which will make reference to:
 - By-Law amendment submissions required 30 days prior A.G.M.,
 - Purchase of membership 30 days prior to A.G.M. to ensure voting privileges,
 - Agenda items accepted up to 14 days prior to A.G.M. day
 - Advertisements for the Annual General Meeting as per policy.

Agenda Items

- 12. Agenda items, received will be considered for the Annual General Meeting, as per policy.

Quorum

- 13. A quorum at the Annual general Meeting will consists of a majority vote of members in good standing in attendance.

GENERAL MEETING

- 14. The President or the Board of Directors may convene a general meeting of the members at any time for business relating to the affairs of the organization in the absence of the President and Vice- President the members will choose a Director as Chairperson of the meeting and if no Director is present, or if all Directors decline to act as Chairperson of the meeting, the members present shall choose one of their number to be chairperson. At any meeting of members each member shall have one vote by virtue of being a member. Every question submitted to a meeting of members shall be decided by a majority of votes, and in the case of an equality of votes, the chairperson of the meeting shall the last or deciding vote.

Subject to the By-Laws, all meetings of members shall be conducted in accordance with "Roberts Rules of Order".

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Notice

15. Notice in writing of a general meeting, stating the time, location of the meeting, and the general nature of the business to be transacted, shall be delivered or sent by mail, postage prepaid, at least 7 days before the date of such meeting to each member at his address as it appears on the books of the organization.

Agenda Items

16. Any member in good standing wishing to have any matter connected with the affairs of the organization may be brought up or discussed at a general meeting shall notify the Executive Secretary of the organization in writing of such matter at least 14 days before the meeting. Upon receipt of such a notification the Executive Secretary shall present to the Executive Director the matter in question for placement on the Agenda for an emergency meeting of the Board of Directors.

Quorums

17. A quorum will consist of a majority vote of members in good standing in attendance.

BOARD OF DIRECTORS

18. The affairs of the organizations shall be directed by a Board of Directors. The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the organizations and are not expressly required to be done by the organization at a general meeting of members. Each Director shall hold office for a term of two (2) years. Directors can serve an unlimited number of terms as approved by the Board. There shall be a Board of Directors numbering not fewer than six (6), who shall be representative of appropriate lay, professional, business and government organizations with the area of the region.

Qualifications

19. All Directors shall be eighteen years of age or more and shall be a member of the organization. If a person who is not member of the organization is elected to the Board of Directors, they shall become a member of the organization within ten (10) days of his election as a Director, and if he fails to become a member within such ten (10) days, he thereupon ceases to be a Director and shall not be re-elected or re-appointed unless he is first a member of the organization No employee, relative, spouse, or past staff (within the past two years) shall be eligible for election to the Board of Directors. As per policy.

Composition of the Board

20. The officers of the organization shall consist of the President, Vice-President, Immediate Past- President, the Treasurer and six (6) Directors or whichever the number the Board may so choose.
21. a) **PRESIDENT** - The President shall be elected by the Board of Directors from among its number at the first meeting of the Board of Directors after the annual election of the Board of Directors or after the Office of President becomes vacant for any reason. The President may be removed by two-thirds vote of the Board of Directors.
- b) **VICE-PRESIDENT** - The Vice-President shall be elected by the Board of Directors from among its numbers at the first meeting of the Board of Directors after the annual election of the Board of Directors. The Vice-President may be removed from office by a two-thirds (2/3) vote of the Board of Directors.
- c) **TREASURER** - The Treasurer shall be appointed by the Board of Directors from among its number. The Treasurer may be removed by a two-thirds vote of the Board of Directors.

Authorization of Officers

22. The President shall, if present, preside at all meetings of the Board of Directors and of the members. S/He shall sign all instruments that require signature, shall be an ex-officio a member of every committee and subcommittee to which s/he is not a member, and shall have such other duties and powers as may from time to time be assigned from the Board of Directors.
23. The Vice-President shall be vested with all the powers and shall perform all the duties of the President, in the absence disability or refusal to act of the President. In the event that the Office of President becomes vacant because of the President's death, resignation or removal, the Vice-President shall have the authority and shall perform all duties of the President until the next annual election or until a new President is elected or appointed. In such case, one Director of the Board shall be elected by the Board to the Office of Vice- President. The Vice-President shall have other powers and duties as may from time to time be assigned to him by the Board of Directors.
24. The Treasurer shall ensure the care and custody of all the funds and securities of the organization which shall be deposited in the name of the organization in such Bank or in such depository as the Board of Directors may direct, shall ensure the financial records and books of account of the organization are in order and shall perform such other duties as the Board of Directors requires. **Custody of Corporate seal?**

Vacancies

25. As long as a quorum of Directors remains in office, the Board of Directors may fill vacancies, however caused, by appointment of qualified members of the organization. If there is not a quorum of Directors remaining in office, the remaining Directors shall forth with call a special general meeting of the members to fill the vacancies. All vacancies shall be filled at each annual meeting.

Remuneration

26. Every director and officer of the Seizure & Brain Injury Centre 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 Seizure & Brain Injury Centre from and against:
 - a) all costs, charges and expenses whatsoever that such director or officers sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office and
 - b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of Seizure & Brain Injury Centre except such costs, charges or expenses as are occasioned by his own wilful neglect or default.
 - c) Directors shall serve without remuneration and no Director shall directly, or indirectly, receive any profit in his position as such; provided that a Director may be reimbursed for reasonable expenses incurred by his in the performance of his duties.

Code of Responsibility

27. The Directors shall abide by the following Code of Responsibility:
 - a) Directors/Committee Members shall be familiar with the organizations structure, goals or objectives, activities publications and programs.
 - b) Directors/Committee Members shall be familiar with the organization's budget process and financial situation and ensure an annual review by a reputable Chartered Accounting firm.
 - c) Directors/Committee Members shall declare all conflicts of interest.
 - d) Directors/Committee Members shall regularly attend Board meetings and meetings of Committees of which they are members.
 - e) Directors/Committee Members shall be familiar with, and shall review, the minutes of Board Meetings and minutes of Committees of which they are members.
 - f) Directors/Committee Members shall ensure that Committees including the Executive Committee if any, report on the exercise of any delegated authority to the Board of Directors and do not overstep their authority.

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- g) Directors/Committee Members shall ensure that the organizations have access to competent legal and accounting services.
- h) Directors/Committee Members shall ensure that the Board of Directors as a whole determines the policies and directs the affairs of the organization.

Conflict of Interest

28. Every Director who in any way directly or indirectly or who has a spouse who in any way directly or indirectly has an interest in a proposed or existing contract or transaction of the organization shall make a full and fair declaration of the nature and extent of the interest in writing at a meeting of the Board of Directors. In the case of a proposed contract or transaction, the declaration of interest shall be made at the meeting of the Board of directors at which the question of entering into the contract or transaction is first taken into consideration, or, if a Director initially has no vested interest and then has a vested interest, or is not a Director and then becomes a Director, in the case of an existing or proposed contract or transaction, the declaration shall be made at the first meeting of the board of directors after he becomes a Director or the interest comes into being. After making such a declaration, no Director shall vote on such a contract or transaction nor shall he be counted in the quorum in respect of such contract or transaction. If a Director has made a declaration of an interest in a contract or transaction in compliance with this clause, he is not accountable to the organization for any profit realized from the contract or transaction. If a Director fails to make a declaration of his interest in a contract or transaction in compliance with this clause, he shall account to and reimburse the organization for all profit realized by him, directly or indirectly, from such contract.

Termination

29. The office of a Director of the organization shall be vacated if:
- a) by notice in writing to the organization the Director resigns his office. Resignations of members shall be effective in accordance with their terms or forthwith upon acceptance by the Board of Directors, whichever is sooner.
 - b) the Director or his spouse becomes an employee of the organization
 - c) the Director fails to attend fifty percent (50%) of the meetings of the board in any year or three (3) consecutive meetings of the board without legitimate reasons during their term and is asked to resign.
 - d) by a resolution the members of the organization pass, by at least two-thirds of the vote cast at a general meeting of which notice specifying the intention to pass such resolution has been given, a motion to remove any Director from office before the expiration of the term of office, and may be a majority of votes cast at that meeting elect a member

in good standing in his stead for the remainder of the term.

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BOARD MEETINGS

Frequency

30. The Board will schedule meetings on a monthly basis except July and August when the Executive is empowered to act as the Board

Notice

31. Members of the Board shall be notified in writing (electronic) of meetings at least five days prior to a scheduled meeting. In case of an emergency meeting the Directors will be contacted by telephone/e-mail. An error or omission in giving notice for a meeting of Directors shall not invalidate the meeting or proceedings taken provided criteria for a quorum is met. Directors may at any time waive notice of any meeting and may ratify or approve any or all proceedings taken at such meeting.

Agenda Items

Anyone wishing to have a topic placed on the Agenda for a regular Board Meeting must notify the Executive Director, 5 business days prior to the next scheduled meeting, as per policy.

Quorum

33. No business of the organization shall be transacted by its Directors except at a meeting of the Board of Directors at which a majority of Directors are present. Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. The Chair shall abstain from a vote unless a second or deciding vote is required. Should it be impossible to have a quorum present at a meeting a majority of Directors must be contacted for their approval or disapproval or the resolution at hand (in order to obtain a majority vote), unless the Executive Committee is empowered by the Board of Directors to act on its behalf and reports to the Board at the following meeting of the Board. Subject to the By-Law, all meetings of the Board shall be conducted in accordance with "Roberts Rules of Order".

COMMITTEES

34. There shall be three types of committees; the Executive Committee, Standing Committees and Ad Hoc Committees, whose purpose shall be to gather information and advise or recommend course of action to the board. These committees shall be governed by the following procedures.

Executive Committee

35. The Executive Committee is empowered by an annual resolution by the Board of Directors to act on its behalf throughout the summer months. The Executive Committee is comprised of the President, Vice-President, and Treasurer, or delegate as may be assigned. The Executive Committee shall report to the Board at the following Board meeting.

The following provisions and restrictions shall apply to the Executive Committee:

- a) Any member of the Executive Committee except the President may be removed or replaced at any time by the Board of Directors and shall cease to be a member of the Executive Committee upon ceasing to be a Director of the Board.
- b) The President shall cease to be a member of the Executive Committee upon ceasing to be a Director, unless re-elected.
- c) The Board of Directors, may, from time to time by resolution, modify, dissolve or reconstitute the Executive Committee and make regulations with respect to and impose restrictions upon the exercise of powers hereby delegated.
- d) The meetings and proceedings of the Executive Committee shall be governed by the provisions in the By-Law for regulating meetings and proceedings of the Board of Directors so far as the same are applicable thereto.
- e) The Executive Committee may invite such Directors, Officers, and employees as it may see fit to attend its meetings and to take part in the discussion and consideration of the affairs of the organization.

Standing Committees

36. The Standing Committees of the Board shall be as decided upon by the Board of Directors. The following provisions and restrictions apply to Standing Committees:
- a) Standing Committees shall have only such purpose and authority as defined in the specific terms of reference for each, and as delegated by the Board of Directors. The Board may prescribe the duties and authority of Committees. Committees shall have only such authority as is delegated to them by the Board of Directors. The Board of Directors may at any time, by a majority vote, dissolve any Committee, any at any time revise the duties and authority of any committee, and may at any time remove any person from any Committee and substitute another person for such person or may add persons to or remove persons from Committees.
 - b) Standing Committees shall be comprised of Board Members (one of whom shall be appointed by Board as Committee Chairperson), and/or other volunteer, and or employees of the organization, employees of the organization shall not have a vote on any committee.

- c) The President of the organization is automatically a full member of any Committee of the Board, and the Executive Director is automatically an Ex-officio (non-voting) member of all Committees.
- d) Unless otherwise determined by the board of Directors, a majority of the members of a Committee shall be a quorum. Questions arising at any meeting of a Committee shall be decided by a majority of votes and in the case of an equality of votes, the Chairperson shall have the last and deciding vote. All decisions at any meeting of a Committee will be referred by the Committee Chairperson, or alternate, to the Board of Directors for confirmation or revocation.
- e) Agendas and information packages shall be made available to all Committee members (in advance of the meeting if possible).
- f) Minutes shall be taken at each Committee meeting and shall be provided to all members of the Committee and to the Board of Directors.
- g) Committee proceedings shall be governed by "Roberts Rules of Order".

Ad Hoc Committee

- 37. Ad Hoc Committees shall have such membership, purpose and direction as is designated by the Board. All proceedings shall be governed by the provisions and restrictions as per policy.

FRENCH LANGUAGE SERVICE

- 38. The organization shall provide bilingual service, in two official languages, as per policy.

SIGNING OFFICERS

- 39. The Board of Directors may from time to time by resolution designate which officers may sign documents on behalf of the organization.

FISCAL YEAR

- 40. The fiscal period of the organization shall terminate on the thirty-first day of March in each year.

BORROWING

- 41. The organization, upon agreement of a majority of the members of the Board of Directors, may enter into a loan agreement with a Bank, Trust Company, or other such business, provided:
 - a) the funds borrowed are used to further the interests of the organization or the population it serves, and provided that repayment terms are within the means of the organization.

Such organization property as is required as security by the lender may be incurred.

- b) The borrowing power of the corporation pursuant to any by-law passed and confirmed in accordance with section 59 of the Corporations Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the corporation shall not be so limited if it borrows on the security of real or personal property.
- c) Upon the dissolution of the corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of the charitable organizations which carry on their work solely in Ontario.
- d) If it is made to appear to the satisfaction of the Minister, upon report of the Public Trustee, that the corporation has failed to comply with any of the provisions of the Charities Accounting Act or the Charitable Gifts Act, the Minister may authorize inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor, to make an order under the subsection 317(1) of the corporations Act to cancel the Letters Patent of the corporation and declare it dissolved.

AMENDMENTS OF BY-LAWS

- 42. The By-Laws of the organization may be amended, altered, added to, or repealed at, the Annual meeting by a two-thirds majority of votes present at such meeting. Notice of motion to amend shall be received by the Executive Director/Executive Secretary not later than 42 days prior to the annual meeting. Copies of the notice of motion shall be mailed by the Executive Secretary to all members at least 30 days prior to the Annual meeting. Voting on such amendments shall take place at the Annual meeting.

DISSOLUTION

- 43. Upon the winding up of the Seizure & Brain Injury Centre, all its remaining assets will be distributed to a charitable organization in Ontario by a majority vote of the Board.

INTERPRETATION

- 44. In all By-Laws of the organization, the singular shall include the plural and the plural the singular; "persons" shall include firms and corporations; the masculine shall include the feminine.

PASSED THE _____ DAY OF _____, 20 _____

PRESIDENT
VICE-PRESIDENT