

A By-Law relating generally to the conduct  
of the affairs of

**CANADIAN MENTAL HEALTH ASSOCIATION/  
ASSOCIATION CANADIENNE POUR LA SANTÉ MENTALE**

(the “**National Corporation**”)

**BE IT ENACTED** as a By-Law of the Corporation as follows:

**ARTICLE I**  
**INTERPRETATION**

**1.1 Definitions** – In this By-Law and all other By-Laws and resolutions of the National Corporation, unless the context otherwise requires:

“**Act**” means the *Canada Notforprofit Corporations Act* S.C. 2009, c.23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted therefor, as amended from time to time;

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the National Corporation;

“**Board**” means the board of Directors of the National Corporation;

“**Branch**” or “**Local Branch**” means a local branch or region of a Division which may be established in accordance with Schedule “A”;

“**By-Law**” means this By-Law and all other By-Laws of the National Corporation as amended and which are, from time to time, in force and effect;

“**Director**” means a Member of the Board;

“**Division**” means a provincial or territorial division of the National Corporation which may be established in accordance with Schedule “A”;

“**meeting of Members**” includes an annual meeting of Members and a special meeting of Members;

“**Member**” means a Member of the National Corporation;

“**National Corporation**” means the national organization called the Canadian Mental Health Association/Association Canadienne pour la sante mentale;

“**National Membership Fee**” means the assessment levied from time to time by the Board;

“**NCPLE**” means the National Council of Persons with Lived Experience;

“**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;

“**Proposal**” means a proposal submitted by a Member that meets the requirements of Section 163 (Member Proposals) of the Act as described in more detail in Section 4.3 of this By-Law;

“**Regulations**” means the regulations made under the Act, as amended or restated and in effect from time to time;

“**special meeting of Members**” means a special meeting of all Members entitled to vote at an annual meeting of Members and a meeting of any class or classes of Members entitled to vote on the question at issue; and

“**Special Resolution**” means a resolution passed by not less than two thirds of the votes cast on that resolution.

**1.2 Interpretation** – In the interpretation of this By-Law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined in this By-Law, words, terms and expressions appearing in this By-Law, shall have the meaning ascribed to them under the Act;
- (b) words importing the singular number only shall include the plural and vice versa;
- (c) the word “person” shall mean an individual, body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization;
- (d) the headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-Law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (e) except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communication and references to “address” or similar terms shall include email address. It is the intent of the National Corporation to use electronic communication whenever possible.

**1.3 Schedules** – The schedules to this By-Law, as listed below, are an integral part of this By-Law:

Schedule A – Membership in the National Corporation

Schedule B – National Board Composition and Director/Officer Nominations

## **ARTICLE II** **GENERAL**

**2.1 Registered Office** – The registered office of the National Corporation shall be situated in the City of Ottawa or as otherwise set by the Board.

**2.2 Corporate Seal** – The National Corporation may, but need not, have a corporate seal. If adopted, the seal shall be in the form approved from time to time by the Board and the National Office shall be the custodian of the corporate seal.

**2.3 Logo** – The National Corporation shall have as its logo such logo as the Board may determine from time to time.

**2.4 Fiscal Year** – The fiscal year of the National Corporation shall end on March 31<sup>st</sup> of each year or as otherwise set by the Board.

**2.5 Execution of Documents** – Deeds, transfers, licenses, contracts and engagements authorized by the Board shall be signed by the Chair or the Vice-Chair and by the Chief Executive Officer of the National Corporation or such other persons as may be designated by the Board from time to time and at least once annually as Signing Authorities. One or more of the Signing Authorities may affix the seal of the National Corporation to such instruments as require the same. Contracts in the ordinary course of the operations of the National Corporation may be entered into on behalf of the National Corporation by the Chief Executive Officer or by any two of the other Signing Authorities.

**2.6 Banking** – The banking business of the National Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by one or more of the Signing Authorities. One or more of the Signing Authorities may transfer any and all shares of stocks, bonds or other securities from time to time standing in the name of the National Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the National Corporation transfers of shares of stock bonds or other securities from time to time transferred to the National Corporation, and may affix the seal of the National Corporation to such transfers or acceptances of transfers, and may make, execute and deliver under the seal of the National Corporation any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares of stock, bonds, or other securities on the books of any company or corporation.

**2.7 Invalidity of any Provisions of this By-Law** – 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.

### **ARTICLE III** **MEMBERS**

**3.1 Entitlement** – Membership in the National Corporation shall be available only to persons interested in furthering the National Corporation’s purposes and who have applied for and been accepted into Membership in the National Corporation by resolution of the Board or in such other manner as may be determined by the Board.

**3.2 Membership Conditions** – Subject to the Articles, there shall be one class of Members in the National Corporation. Individuals shall be accepted into Membership in accordance with the process set out in Schedule “A”. As set out in the Articles, each Member shall be entitled to receive notice of, attend and vote at all meetings of Members and each Member shall be entitled to one (1) vote at such meetings.

**3.3 Transferability of Membership** – A Membership may only be transferred to the National Corporation.

**3.4 Termination of Membership** – The rights of a Member lapse and cease to exist when the Membership terminates for any of the following reasons:

- (a) the Member dies, resigns or, in the case of a corporation, is dissolved;
- (b) the Member is expelled or the Member’s Membership is otherwise terminated in accordance with the Articles or the By-Law;
- (c) the Member’s term of Membership expires; which, in the case of a Director, may include ceasing to be a Director and in the case of a delegate of a Division or the NCPLE, may include ceasing to be a delegate appointed in accordance with Schedule “A”;
- (d) the National Corporation is liquidated or dissolved pursuant to the Act; or
- (e) if no National Membership Fee is paid by the Member or on the Member’s behalf.

Subject to the Articles, upon any termination of Membership, the rights of the Member, including any rights in the property of the National Corporation, automatically cease to exist. No National Membership Fee will be returned to a previous Member upon termination of such Member’s Membership.

**3.5 Resignation** – Any Member may resign as a Member by delivering a written resignation to the National Office or a Branch, Region or Division office, in which case such resignation shall be effective from the date specified in the resignation. The applicable Branch, Region or Division will advise the National Office.

**3.6 National Membership Fees** – The Board may require Members to make an annual contribution which is also referred to as the National Membership Fee and the Board may

determine the manner in which the National Membership Fee is to be made or paid. Members shall be notified in writing of the National Membership Fee at any time payable by them.

#### **ARTICLE IV** **MEETINGS OF MEMBERS**

**4.1 Place of Meetings** – Meetings of the Members may be held at any place within Canada determined by the Board.

**4.2 Annual Meetings** – The Board shall call an annual meeting no later than fifteen (15) months after the last preceding annual meeting but not later than six (6) months after the end of the National Corporation’s preceding financial year, unless, on application of the National Corporation, the director appointed under s. 281 of the Act authorizes the National Corporation to extend the time for calling an annual meeting if the director reasonably believes that Members will not be prejudiced.

The Board shall call an annual meeting of Members for the purpose of:

- (a) considering the financial statements and reports of the National Corporation required by the Act to be presented at the meeting;
- (b) electing Directors;
- (c) appointing a public accountant, if required under Part 12 of the Act; and
- (d) transacting such other business as may properly be brought before the meeting in the form of a Proposal under section 4.3 or as required under the Act.

Any other matters of business shall constitute special business and a special meeting will need to be held to consider them.

**4.3 Proposals at Annual Meeting** – Subject to the Act, a Member entitled to vote at an annual meeting may submit to the National Corporation notice of any matter that the Member proposes to raise at the annual meeting (a “**Proposal**”). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five percent (5%) of Members entitled to vote at the meeting at which the Proposal is to be presented. The National Corporation shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member.

The National Corporation is not required to include the Proposal in the notice of meeting if:

- (a) the Proposal is not submitted to the National Corporation within the period prescribed by the Regulations; that is, 90 to 150 days before the anniversary of the previous annual meeting of Members

- (b) it clearly appears that the primary purpose of the Proposal is to enforce a personal claim or redress a personal grievance against the National Corporation or its Directors, officers, Members or debt obligation holders;
- (c) it clearly appears that the Proposal does not relate in a significant way to the activities or affairs of the National Corporation;
- (d) substantially the same proposal was submitted to Members in a notice of a meeting of Members held not more than the prescribed period before the receipt of the Proposal and did not receive the prescribed minimum amount of support at the meeting; or
- (e) the rights conferred by this section are being abused to secure publicity.

**4.4 Special Meetings** – The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. The Board shall call a special meeting of Members on written requisition of Members carrying not less than five per cent (5%) of the voting rights. If the Board does not call a meeting within twentyone (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

**4.5 Notice of Meetings** – Notice of the time and place of a meeting of Members shall be sent to the following:

- (a) to each Member entitled to vote at the meeting (which may be determined in accordance with any record date fixed by the Board or failing which, in accordance with the Act);
- (b) to each Director; and
- (c) to the public accountant of the National Corporation.

A notice shall be provided at least forty-five (45) days prior to the meeting. A notice shall be provided in accordance with the requirements of Article XII of this By-Law and shall, subject to the Act, include any Proposal submitted to the National Corporation under Section 4.3. Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-Law to be submitted to the meeting.

**4.6 Waiving Notice** – A person entitled to notice of a meeting of Members may waive notice of a meeting of Members in accordance with Section 12.4, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

**4.7 Persons Entitled to be Present** – The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors and the public accountant of the National Corporation. Any other person may be admitted only on the invitation of the Chair or with the consent of the meeting.

**4.8 Chair of the Meeting** – In the event that the Chair and the ViceChair are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

**4.9 Quorum** – A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be a majority of the then total number of Members. Members may be present at a meeting in person or by proxy. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, or, if authorized under Section 4.11, by telephonic and/or other electronic means.

**4.10 Participation at Meetings by Telephone or Electronic Means** – Any person entitled to attend a meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if and only if the Board determines that the National Corporation make available such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the National Corporation without it being possible for the National Corporation to identify how a particular Member or group of Members voted.

**4.11 Meeting Held by Electronic Means** – If the Board or Members call a meeting of Members, the Board may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

**4.12 Adjournment** – The Chair may, with the consent of the meeting, adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members provided the adjourned meeting takes place within thirtyone (31) days of the original meeting. 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.

**4.13 Absentee Voting** – In addition to voting in person, every Member entitled to vote at a meeting of Members may vote by any of the following means:

- (a) by appointing a proxyholder or one or more alternate proxyholders who need not be Members, as the Member's nominee to attend and act at the meeting in the manner and to the extent and with the authority conferred by the proxy, subject to the following requirements:
  - (i) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;

- (ii) a proxy must be delivered to the National Corporation at least two weeks before the date of the meeting in respect of which it is given;
- (iii) a Member may revoke a proxy by depositing an instrument or act in writing executed by the Member
  - (A) at the registered office of the National Corporation no later than the last business day preceding the day of the meeting, or the last business day preceding the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
  - (B) with the Chair on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (iv) there is no limit on the number of proxies a proxyholder may hold;
- (v) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or an alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (vi) if a form of proxy is created by a person other than the Member, the form of proxy shall:
  - (A) indicate, in boldface type:
    - (1) the meeting at which it is to be used;
    - (2) that the Member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting; and
    - (3) instructions on the manner in which the Member may appoint the proxyholder;
  - (B) contain a designated blank space for the date of the signature;
  - (C) provide a means for the Member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;
  - (D) provide a means for the Member to specify that the Membership registered in the Member's name is to be voted for or against each matter, or group of related matters, identified in the notice of



meeting, other than the appointment of a public accountant and the election of Directors;

- (E) provide a means for the Member to specify that the Membership registered in the Member's name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of Directors; and
  - (F) state that the Membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the Member, on any ballot that may be called for and that, if the Member specifies a choice under Section 4.13(a)(vi)(D) or 4.13(a)(vi)(E) with respect to any matter to be acted on, the Membership is to be voted accordingly;
- (vii) a form of proxy may include a statement that, when the proxy is signed, the Member confers authority with respect to matters for which a choice is not provided in accordance with Section 4.13(a)(vi) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the Membership in respect of each matter or group of related matters;
  - (viii) if a form of proxy is sent in electronic form, the requirements that certain information be set out in boldface type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
  - (ix) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect;
- (b) by using a mailed in ballot in the form provided by the National Corporation provided that the National Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the National Corporation without it being possible for the National Corporation to identify how each Member voted; or
  - (c) by means of a telephonic, electronic or other communication facility, if the facility enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the National Corporation without it being possible for the National Corporation to identify how each Member voted.

**4.14 Votes to Govern** – Other than as otherwise required by the Act or this By-Law, all questions proposed for consideration of the Members shall be determined by Ordinary Resolution of the Members, with each Member having one vote, whether cast in person or by proxy. In case of an equality of votes, the Chair shall be entitled to cast a vote.

**4.15 Show of Hands** – Except when any Member demands that a ballot be taken, voting on any question proposed for consideration at a meeting of Members shall be by show of hands, and unless a poll is demanded by a Member, a declaration by the Chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

**4.16 Poll or Ballots** – For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, the Chair of the meeting, or any Member or proxy holder may demand a poll or ballot, in which case the poll or ballot shall be taken in such manner as the Chair directs and the decision of the Members on the question shall be determined by the result of such poll or ballot.

**4.17 Resolution in Lieu of Meeting** – Except where a written statement is submitted to the National Corporation by a Director pursuant to subsection 131 (1) of the Act or representations in writing are submitted to the National Corporation by a public accountant, pursuant to subsection 187(4) of the Act:

- (a) a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members; and
- (b) a resolution in writing dealing with all matters required by the Act to be dealt with at a meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of the Act relating to that meeting of Members.

A copy of every resolution referred to above shall be kept with the minutes of meetings of Members.

**4.18 Annual Financial Statements** – The National Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the Members, may attach a PDF copy to an email and send it to the Members or publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the National Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **ARTICLE V** **DIRECTORS**

### **5.1 Powers**

- (a) The Board shall manage or supervise the management of the activities and affairs of the National Corporation in a manner consistent with the purposes of the National Corporation;

- (b) Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Law that regulates the activities or affairs of the National Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The ByLaw, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.
- (c) Section 5.1(b) does not apply to a By-Law amendment that requires a Special Resolution because such By-Law amendments are only effective when confirmed by Members.
- (d) Prior to submitting the annual financial statements of the National Corporation to the Members in accordance with section 4.18, the Board, without delegating this power, must approve the annual financial statements.
- (e) Every Director and officer of the National Corporation in exercising their powers and discharging their duties shall
  - (i) act honestly and in good faith with a view to the best interests of the National Corporation; and
  - (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances
- (f) Every Director and officer of the National Corporation shall comply with the Act and the regulations, the articles, this By-Law, and any unanimous Member agreement.

**5.2 Number** – Until changed in accordance with the Act, the Board shall consist of that number of Directors specified in the Articles which shall be a minimum of three (3) and a maximum of seventeen (17) Directors. The Board shall be composed of the fixed number of Directors as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by Ordinary Resolution of the Board. No decrease in the number of Directors shall shorten the term of an incumbent Director.

**5.3 Qualifications** – The following persons are disqualified from being a Director of the National Corporation:

- (a) anyone who is less than 18 years of age;
- (b) anyone who has been declared incapable by a court in Canada or in another country;
- (c) anyone who is not an individual;

- (d) a person who has the status of bankrupt;
- (e) anyone who has missed three meetings of the Board in any single twelve month period;
- (f) an employee, consultant to or Director of a Member.
- (g) an employee, independent contractor of, or consultant to the National Corporation.

#### **5.4 Election and Term –**

- (a) Directors shall be nominated in accordance with the National Board Composition Policy (“National Policy 1.7”), a copy of which is attached as Schedule “B.” The Members shall elect Directors by Ordinary Resolution, at each annual meeting at which an election of Directors is required. Not all Directors elected at a meeting of Members need to hold office for the same term. A Director not elected for an expressly stated term ceases to hold office at the close of the first annual meeting of Members following the election, but, if qualified, is eligible for reelection-. If Directors are not elected at a meeting of Members, the incumbent Directors continue in office until their successors are elected.
- (b) Unless otherwise specified in these by-laws, the term of a Director shall be as follows: (a) a Director appointed or elected to the Board prior to October 18, 2013 shall not serve for more than nine consecutive years; (b) a Director appointed or elected to the Board on or after October 18, 2013 shall not serve for more than six consecutive years.

**5.5 Extension of Term –** Notwithstanding Section 5.4 (a) and (b), the Board may, in exceptional circumstances, extend the term of an individual Director for a term of one (1) year by way of Ordinary Resolution.

**5.6 Consent –** A Director who is elected or appointed must consent to hold office as a Director:

- (a) if present at the meeting at which the election or appointment takes place, by not refusing to hold office,
- ~~(b)~~ if not present at the meeting at which the election or appointment takes place, by consenting to hold office in writing before the election or appointment takes place or within ten (10) days from the day of election or appointment.

**5.7 Remuneration and Expenses –** Any Director, officer or employee of the National Corporation may receive reimbursement for their expenses incurred on behalf of the National Corporation in their respective capacities as a Director, officer or employee. A Director may not receive remuneration for services performed as a Director or officer, nor shall a Director enter into the employ of the National Corporation, either while serving as a Director or for a period of at least three (3) months after ceasing to serve as a Director.

**5.8 Vacation of Office** – A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members, or becomes disqualified to serve as Director.

**5.9 Resignation** – A Director may resign from office by giving a written resignation to the National Corporation and such resignation becomes effective when received by the National Corporation or at the time specified in the resignation, whichever is later.

**5.10 Removal**

- (a) The Members may, by Ordinary Resolution passed at a special meeting of Members, remove any Director from office before the expiration of the Director's term and may 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.
- (b) Notwithstanding the foregoing, a Director nominated or recommended by a group of Members, such as a Division or NCPLC may only be replaced in accordance with National Policy 1.7.

**5.11 Vacancies**

- (a) Subject to Section 5.8, a vacancy on the Board may be filled for the remainder of the term by a qualified individual by Ordinary Resolution of the Directors.
- (b) Notwithstanding the above, 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.
- (c) If the Director who is ceasing to hold office was nominated or recommended by a group of Members, such as a Division or NCPLC, such vacancy shall only be filled in accordance with National Policy 1.7.

**5.12 Borrowing Powers** – The Board of the National Corporation may, without authorization of the Members:

- (a) borrow money on the credit of the National Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the National Corporation;
- (c) give a guarantee on behalf of the National Corporation;

- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the National Corporation, owned or subsequently acquired, to secure any debt obligation of the National Corporation;
- (e) authorize expenditures on behalf of the National Corporation and delegate, by resolution, to an officer or officers of the National Corporation, such authority to such maximum amounts as determined by the Board;
- (f) employ and pay salaries to employees on behalf of the National Corporation and delegate, by resolution, to an officer or officers of the National Corporation such authority; and
- (g) for the purpose of furthering the mission of the National Corporation, acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever on behalf of the National Corporation, and, subject to the limitations accompanying any gift and this By-Law, the Board may invest the resulting funds as it sees fit.

## **ARTICLE VI** **OFFICERS**

**6.1 Appointment** – The Board may designate the Board offices of the National Corporation, elect Board officers on an annual or more frequent basis, specify their duties and delegate to such officers the power to manage the affairs of the National Corporation as set out in policies adopted from time to time by the Board. A Director may be elected to any Board office of the National Corporation. A Board officer shall be a Director.

**6.2 Chief Executive Officer** - The Chief Executive Officer shall be the most senior employee of the National Corporation and shall be appointed by and under the control of the Board. The Chief Executive Officer shall be responsible for the operation and management of the business and affairs of the National Corporation and shall see to it that this By-Law, and the policies and resolutions of the Board are carried into effect. The Chief Executive Officer shall not be elected or appointed as or serve as a Director for a period of at least three (3) months after ceasing to serve as Chief Executive Officer.

## **ARTICLE VII** **DESCRIPTION OF BOARD OFFICES**

**7.1 Description of Board Offices** – Unless otherwise specified by the Board, the Board officers of the National Corporation shall have the following duties and powers associated with their positions:

- (a) Chair of the Board:
  - (i) The Chair shall be chair of the National Corporation and shall preside at all meetings of the Board and of the Members. The Chair shall possess and exercise such powers and fulfill such duties as the Board shall determine.

- (ii) Should the Chair be unable to continue to serve during his/her term (ie: resigns, is removed from office or passes away), the Vice-Chair shall automatically be appointed Acting Chair until such time as the Board elects a new Chair. Such election shall take place at a meeting called for such purpose, or at the first face-to-face meeting of the Board, following such appointment of the Acting Chair, at which time an election consistent with this By-law and applicable policies of the Board shall be conducted. The term of office for the Chair elected pursuant to this process shall be for the remainder of the term of the vacating Chair.
  
- (b) Vice-Chair of the Board:
  - (i) During the absence or inability of the Chair, the Chair's duties and powers may be exercised by the Vice-Chair or such other Director as the Board may from time to time appoint for that purpose, and if the Vice-Chair or such other Director as the Board may from time to time appoint for the purpose exercises any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto.
  - (ii) Should the Vice-Chair be required to assume the duties of the Chair in accordance with section 7.1(a)(ii) or be unable to continue to serve during his/her term, the Executive Committee shall appoint an acting Vice-Chair until such time as the Board elects a new Vice-Chair. Such election shall take place in a manner consistent with this By-law and applicable policies of the Board.
  
- (c) Secretary:
  - (i) The Secretary shall be a Director and may be a Member of such other committees as may be established from time to time by the Board and shall attend all meetings of the Board and of committees of which the Secretary is a Member to ensure that all facts and minutes of all proceedings have been recorded in the books kept for that purpose. The Secretary shall give all required notices of Board meetings and of committee meetings to the Members thereof.
  - (ii) The Secretary shall be the custodian of all books, papers, records, correspondence, contracts and other documents and shall perform such other duties as may be determined from time to time by the Board.
  
- (d) Treasurer:
  - (i) The Treasurer shall be responsible for supervising the general financial operations of the National Corporation. The Treasurer shall ensure the preparation, presentation and monitoring of an annual budget and shall apprise the Executive Committee and Board of the National Corporation's financial position. The Treasurer shall also ensure that an independent audit of the financial affairs of the National Corporation is conducted each year.

- (ii) Should the Treasurer be unable to continue to serve during his/her term, the Executive Committee shall appoint an Acting Treasurer until such time as the Board elects a new Treasurer. Such election shall take place in a manner consistent with this By-law and applicable policies of the Board.

**7.2 Powers and Duties of Board Officers and Employees** - The powers and duties of all officers and employees shall be such as the terms of their engagement call for or the Board or Chief Executive Officer requires of them. The Board may from time to time and subject to the Act and any contract of employment, vary, add to or limit the powers and duties of any Board officer or employee.

**7.3 Vacancy in Office** – The Board may remove, whether for cause or without cause, any Board officer of the National Corporation. Unless so removed, a Board officer shall hold office until the earlier of:

- (a) the Board officer’s successor being appointed;
- (b) the Board officer’s resignation;
- (c) such Board officer ceasing to be a Director; or
- (d) such Board officer’s death.

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

**7.4 Remuneration and expenses incurred:**

- (a) The expenses of all Board officers shall be determined in accordance with Section 5.7.
- (b) The remuneration of the Chief Executive Officer shall be determined from time to time and set out in an employment contract between the Board and the Chief Executive Officer, and the employment contract shall govern in respect of remuneration and expenses.

## **ARTICLE VIII** **COMMITTEES**

**8.1 Committees** – The Board may from time to time appoint any Committee or other advisory body as it deems necessary or appropriate for such purposes, including an Executive Committee which shall consist of the Chair, Vice-Chair, Secretary, and Treasurer of the Board

**8.2 Nominations** – There shall be a Committee which shall deal with nominations to the Board and offices in accordance with the Board Policy Manual



**8.3 Chief Executive Officer** – The Chief Executive Officer is an *ex officio* Member of each such Committee, as is the Chair;

**8.4 Committee Power** – Subject to the Act, the Board may grant such powers to Committees it appoints as the Board shall see fit, but the Board may not delegate its power to make final decisions about matters the Committees consider and recommend. Any such Committee may formulate its own rules of procedure, subject to such policies, regulations or directions as the Board may from time to time make;

**8.5 Removal of Committee Members** – Any Committee member may be removed by resolution of the Board.

## **ARTICLE IX** **MEETINGS OF DIRECTORS**

**9.1 Place of Meetings** – Meetings of the Board may be held at the registered office of the National Corporation or at any other place within Canada as determined by the Board.

**9.2 Calling of Meetings** – Meetings of the Board may be called by the Chair, the ViceChair, or any two (2) Directors at any time.

**9.3 Notice of Meeting** – Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in this By-Law to every Director of the National Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

**9.4 First Meeting of New Board** – Provided that a quorum of Directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

**9.5 Regular Meetings** – The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meeting except if Section 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

**9.6 Quorum** – A majority of the number of Directors constitutes a quorum at any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under Section 9.8, by teleconference and/or by other electronic means. A quorum must be maintained throughout the meeting.

**9.7 Resolutions in Writing** – A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a Committee of Directors, shall be as valid as if it had been passed at a meeting of Directors or Committee of Directors. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Directors or Committee of Directors.

**9.8 Participation at Meeting by Telephone or Electronic Means** – A Director may, if all Directors are in agreement and have provided their consent, participate in a meeting of Directors or of a Committee of Directors using telephonic, electronic or another communication facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting.

**9.9 Chair of the Meeting** – In the event that the Chair and the ViceChair are absent, the Directors who are present shall choose one of their number to chair the meeting.

**9.10 Votes to Govern** – At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Each Director other than the Chair shall have one vote. In case of an equality of votes, the Chair may cast a vote.

## **ARTICLE X** **CONFLICT OF INTEREST**

**10.1 Conflict of Interest** – Any Director of the National Corporation who:

- (i) is a party to a material contract or material transaction or proposed material contract or material transaction with the National Corporation, or
- (ii) is a Director or officer of or has a material interest in any body corporate or business firm which is a party to a material contract or material transaction or proposed material contract or material transaction with the National Corporation;

shall disclose in writing at the Directors' meeting or have entered in the minutes, the nature and extent of such Director or officer's interest in such actual or proposed material contract or material transaction with the National Corporation and shall comply in all respects with section 141 or other sections of the Act concerning conflict of interest.

## **ARTICLE XI** **PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

**11.1 Standard of Care** – Every Director and officer of the National Corporation, in exercising such person's powers and discharging such person's duties, shall act honestly and in good faith with a view to the best interests of the National Corporation and shall exercise the care, diligence

and skill that a reasonably prudent person would exercise in comparable circumstances, including reliance in good faith on a report of a person whose profession lends credibility to a statement made by that person. Every Director and officer of the National Corporation shall comply with the Act, the regulations, Articles, and By-Law.

**11.2 Limitation of Liability** – Provided that the standard of care required of the Director or officer under the Act and the By-Law has been satisfied, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the National Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the National Corporation, or for the insufficiency or deficiency of any security in or upon which any of the money of the National Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the National Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or officer’s part, or for any other loss, damage or misfortune which shall happen in the execution of such person’s duties of office, unless the same are occasioned by the Director or officer’s own wilful neglect or default or otherwise result from the Director or officer’s failure to act in accordance with the Act or the regulations.

**11.3 Indemnification of Directors and Officers** – The National Corporation shall indemnify a Director, an officer of the National Corporation, a former Director or officer of the National Corporation, or another individual who acts or acted at the National Corporation’s request as a Director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative, or investigative action or other proceeding in which the individual is involved because of that association with the National Corporation or other entity if:

- (a) the person acted honestly and in good faith with a view to the best interests of the National Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or officer or in a similar capacity at the National Corporation’s request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the person had reasonable grounds for believing that the conduct was lawful.

The National Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law.

**11.4 Insurance** – Subject to the Act, the National Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified by the National Corporation pursuant to Section 11.3 against any liability incurred by the individual in the individual’s capacity as a Director or an officer of the National Corporation; or in the individual’s capacity as a Director

or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the National Corporation's request.

## **ARTICLE XII** **NOTICES**

**12.1 Method of Giving Notices** – Any notice (which term includes any communication or document) to be given to a Member, Director, officer, Member of a committee of the Board, or the public accountant shall be sufficiently given if given by mail, courier or personal delivery, or by an electronic, telephonic, or other communication facility.

A Special Resolution of the Members is required to make any amendment to the By-Law of the National Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

**12.2 Delivery of Notices** – 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 electronic or similar communication shall be deemed to have been given when delivered to the appropriate electronic server or equivalent facility. The Secretary may change or cause 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 by the Secretary 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 National Corporation to any notice or other document to be given by the National Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

**12.3 Omissions and Errors** – The accidental omission to give any notice to any Member, Director, officer, Member of a committee of the Board or public accountant, or the nonreceipt of any notice by any such person where the National Corporation has provided notice in accordance with the By-Law, or any error in any notice not affecting its substance, shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

**12.4 Waiver of Notice** – Any person entitled to notice may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing.

## **ARTICLE XIII** **DISPUTE RESOLUTION**

**13.1 Mediation and Arbitration** – Disputes or controversies among Members, Directors, or officers of the National Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in this Article.

**13.2 Dispute Resolution Mechanism** – In the event that a dispute or controversy among Members, Directors, or officers of the National Corporation arising out of or related to the Articles or ByLaw, or out of any aspect of the operations of the National Corporation, is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, or officers of the National Corporation as set out in the Articles, By-Law or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
- (c) If the parties are not successful in resolving the dispute through mediation, then the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the laws of the Province of Ontario. All proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this Article shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this Article shall be borne by such parties as may be determined by the arbitrators.

#### **ARTICLE XIV** **SPECIAL RESOLUTIONS**

**14.1 Special Resolutions** – For greater certainty, a Special Resolution of the Members is required to make any amendment to this By-Law or to the Articles to:

- (a) change the National Corporation's name;
- (b) change the province in which the National Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the National Corporation may carry on;
- (d) create a new class or group of Members;
- (e) change a condition required for being a Member;

- (f) change the designation of any class or group of Members or add, change or remove any rights and conditions of any such class or group;
- (g) divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- (h) add, change or remove a provision respecting the transfer of a Membership;
- (i) subject to Section 133 of the Act, increase or decrease the minimum and maximum number of Directors fixed by the Articles;
- (j) change the statement of the purpose of the National Corporation;
- (k) change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the National Corporation;
- (l) change the manner of giving notice to Members entitled to vote at a meeting of Members;
- (m) change the method of voting by Members not in attendance at a meeting of Members; or
- (n) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

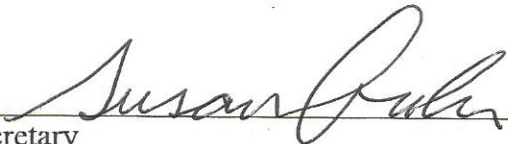
**ARTICLE XV**  
**EFFECTIVE DATE**

Upon the enactment of this By-Law, all previous By-Laws of the National Corporation shall be repealed. Such repeal shall not affect the previous operation of any By-Law or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any Letters Patent of the National Corporation obtained pursuant to, any such By-Law prior to its repeal. All Directors, officers, and person acting under any By-Law so repealed shall continue to act as if appointed under the provisions of this By-Law and all resolutions of the Members and of the Board with continuing effect passed under any repealed By-Law shall continue as good and valid except to the extent inconsistent with this By-Law and until amended or repealed.

**ENACTED** this 17th day of September, 2017.



\_\_\_\_\_  
Chair

  
Secretary

**CONFIRMED** by the Members this 17th of September, 2017.

**SCHEDULE “A”  
MEMBERSHIP IN THE NATIONAL CORPORATION**

**THE PROCESS BY WHICH INDIVIDUALS BECOME MEMBERS**

1. Members of the National Corporation are determined as follows:
  - (a) Each Director shall automatically become a Member upon election or appointment to the Board and shall automatically cease to be a Member upon ceasing to be a Director;
  - (b) In each fiscal year, each Division shall be entitled to appoint ten individuals as delegates of the Division. Each of these delegates shall automatically become a Member upon the Division completing the documentation requested by the Board respecting such appointment, provided that each such delegate must meet the criteria set out for Membership in this ByLaw;
  - (c) Each Division also shall be entitled to appoint a number of individuals each of whom shall automatically become a Member upon the Division completing the documentation requested by the Board respecting such appointment, provided that each such individual must meet the criteria set out for Membership in this ByLaw. There will be a total of one hundred and twenty individuals appointed by Divisions pursuant to this section 1(c). The number of individuals to be appointed by a Division will reflect that Division’s proportionate share as indicated by its paid National Membership Fee for the immediately preceding fiscal year of the National Corporation as a percentage of the total National Membership Fees paid to the National Corporation. The National Corporation will advise each Division of the number of individuals each Division may appoint.
  - (d) The individuals appointed under section 1(b) and (c) are called Divisional delegates.
  - (e) No employee of or independent contractor or consultant to the National Corporation or a Division or Branch/Region/Affiliate shall be a Member.
2. The Members chosen in accordance with section 1(b) and (c) above shall be chosen by procedures determined by the respective Divisions. In establishing such procedures, each Division shall provide equitable and fair opportunities for Local Branches within the Division to participate in the nomination and election of such Divisional delegates. The names and addresses of the Divisional delegates so named shall be provided to the Secretary of the Board by notice in writing at least fourteen (14) days before the date set for meeting.
3. Members may vote in person or by proxy. Proxies shall be completed in accordance with Section 4.13 of the By-laws.



4. No Member shall be eligible to vote in person or by proxy unless s/he is a Member in good standing of the National Corporation.

## **DIVISIONS**

5. The Board may, by resolution, recognize or establish Divisions of the National Corporation, provided that such Divisions meet criteria established by the Board. Such Divisions shall be responsible for all the affairs of the National Corporation within the jurisdiction of the Division which are deemed to be of a provincial or territorial nature by the Board and shall carry out the purposes and objects of the National Corporation by such means and in such manner as may from time to time be indicated by the needs of the particular Division within the framework of policies established by the Board.
6. If a Division fails to meet the criteria established by the Board or fails to carry out the purposes and objects of the National Corporation within the framework of policies established by the Board, then the Board may call a special meeting of the National Corporation and recommend to that meeting a resolution that the Division no longer be recognized. If the said resolution is passed by not less than 75% of the votes cast thereon, such Division shall cease to exist as a Division of the National Corporation. If a Division ceases to exist, the Board shall assume the management of the territory covered by that Division.

## **REPORTS OF DIVISIONS**

7. The board of Directors of each Division shall submit a copy of the annual audited financial statement to the Secretary of the National Corporation within nine (9) months after the Division's fiscal year-end.
8. Copies of all minutes of meetings of the board of Directors and Members of the Provincial Divisions shall be forwarded to the Secretary of the National Corporation.

## **LOCAL BRANCHES**

9. Local Branches may be established by Divisions from time to time and shall consist of all Members of the National Corporation residing in the locality over which the Branch has jurisdiction. The affairs of such Local Branches shall be organized and administered in a manner determined by the Board of Directors of the Division with jurisdiction over the locality in which the Local Branch is situated.

**SCHEDULE “B”  
NATIONAL BOARD COMPOSITION AND DIRECTOR/OFFICER NOMINATIONS**



**Canadian Mental  
Health Association**  

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**Association canadienne  
pour la santé mentale**

<b>Policy Title:</b> National Board Composition and Director/Officer Nominations
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<b>Policy Number:</b> 1.7
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<b>POLICY MANUAL</b>
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<b>Approved by:</b> Board	<b>Date:</b> June 7 2015	<b>Motion:</b> Approved
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The National Board supports timely and orderly nomination and election of its members. Failure by a Division or NCPLE to follow the timelines and process as set out in this policy in relation to nomination of a Division or NCPLE Director will result in a one-year vacancy on the Board until the Division or NCPLE adheres to this policy in the subsequent year. Similarly, failure to submit a completed list of eligible members/delegates or their proxies in accordance with this policy will result in loss of voting entitlement in that year, both electronically and at the AGM.

**1.POLICY:**

**1.1 NATIONAL BOARD COMPOSITION POLICY**

Directors shall be elected by the Members at the Annual General Meeting (“AGM”)

A) Each Division shall nominate one individual as per the outlined process for election to the National Board for a two year term. Should a director that has been nominated by a Division and elected be unable to complete his/her term, that Division may recommend an individual to replace that director to be appointed by the remaining National Board Directors (assuming there is a quorum) for the remainder of the term.

B) The National Council of Persons with Lived Experience (hereinafter called “NCPLE”) shall also recommend a member to be elected to the National Board.

C) In addition, four (4) other individuals will be nominated and elected as directors-at-large at the AGM for a three year term.

**1.2 NATIONAL BOARD DIRECTOR NOMINATIONS AND ELECTION POLICY**

A) Directors elected to the Board on or after the October 18, 2013 Annual General Meeting shall not serve for more than a maximum of six (6) consecutive years on the Board: three two year consecutive terms for elected individuals recommended by Divisions; and two three year consecutive terms for elected directors at large.

B) Notwithstanding the foregoing, the National Board may, under exceptional circumstances, extend the term of an individual for a term of one (1) year.

C) For transitional purposes, the first election of Directors following the enactment of this policy will be based on Director terms and related vacancies established prior to October 18, 2013.

### 1.3 NATIONAL BOARD OFFICER NOMINATIONS POLICY

A) The Officers of the National Corporation shall be elected by majority decision of the Directors through an annual election process.

B) A Director may hold office for a maximum period of two (2) consecutive years, in each specific officer role they hold provided that their performance in the role has been satisfactory (based on an evaluation) and the total term is within their maximum time allowable for a Director.

C) In the case of the Vice- Chair who will succeed the Chair upon the completion of their term as Chair, and where the Vice-Chair has already served one of their two-years and the Chair is starting their term, the Vice-Chair may be in that capacity for a total of three years.

## 2. PROCESS:

### 2.1 GOVERNANCE AND BOARD DEVELOPMENT

The National Board shall, at its first meeting held after the annual meeting, appoint a Governance and Board Development Committee composed of the Vice-Chair, Secretary and at least two (2) Directors (including one (1) Director-at-large).

The role of the Governance and Board Development Committee will include overseeing the Director nomination process to the National Board and nominations for Board Officer roles.

The Governance and Board Development Committee shall also conduct an annual evaluation of the Board, and Board Committees to guide succession planning related to Board Officer Nominations. At any time the Committee may establish sub-task groups to fulfill these functions.

The Vice-Chair of the Board will serve as Chair of the Governance and Board Development Committee. The National CEO will also serve as an ex-officio member of the Committee.

### 2.2 NATIONAL BOARD DIRECTOR NOMINATIONS AND ELECTION PROCESS

Nominations Process:

A) The Governance and Board Development Committee shall request nominations for vacant Director positions 20 weeks prior to the annual meeting of the Corporation. The Committee shall send nomination information to Division CMHAs for Director (Division) and Director-at-large positions including (vacancies and required skill sets), materials/forms and time lines. In addition, the Committee will use this information to solicit nominations through its contacts and networks.

B) The Committee shall consider the specific skill/representation gaps on the Board to be addressed by the nominations to director-at-large positions.

C) The Committee shall send a reminder to CMHA Divisions 12 weeks prior to the annual meeting of the corporation requesting completed nomination materials /forms be submitted to CMHA National at least 10 weeks prior to the Annual General Meeting.

D) The Committee will request that the outgoing Board Director follow-up with the Board Chair/President and CEO/ED of Divisions or the Chair of NCPLE if a Division or NCPLE has not submitted completed nomination materials/forms 10 weeks prior to the Annual General Meeting. If a Division or NCPLE is not able to provide completed nomination materials/forms 9 weeks prior to the Annual General Meeting, the Director position will remain vacant for a period of one year and the Division or NCPLE will be asked to submit completed nomination materials/forms for the election process based on the time lines for the next Annual General Meeting.

E) The Committee will assess the nominations submitted and provide a nominations report for vacant Director positions to the National Board Secretary at least eight (8) weeks prior to the Annual General Meeting. The Report will include the following:

- written confirmation of the names of the Division individuals being nominated for election for Director (Division) positions.
- NCPLE individual nominated for election.
- the names of individuals being nominated for election for the director-at-large positions, and
- a summary of each individual's skills/qualifications and written consent to act as a Director if elected.

F) The nominated individuals for Board vacancies and a summary of skills/qualifications shall be mailed to each Division and to each Local Branch and placed on the CMHA National Website Infohub at least six (6) weeks prior to the AGM for review and consideration by eligible voting members and election to the National Board.

Election Process:

A) Voting by eligible voting members shall begin at least six (6) weeks prior to the AGM and shall take place for two (2) weeks, to be completed at least four (4) weeks prior to the AGM. No person other than those so nominated shall be eligible for election.

B) The Governance and Board Development Committee shall request eligible voting Member/Delegates information from CMHA Divisions 19 weeks prior to the annual meeting of the corporation. The Committee shall send CMHA Divisions the number of Division voting Members/Delegates for the AGM, a Division Voting Members/Delegates form/list and Proxy forms. The Members/Delegates form/list and Proxy forms are to be completed and forwarded to CMHA National at least 9 weeks prior to the Annual General Meeting.

C) The Committee shall send a reminder to CMHA Divisions 12 weeks prior to the annual meeting of the corporation requesting completed eligible Members/Delegates form/list and Proxy forms be submitted to CMHA National at least 9 weeks prior to the Annual General Meeting.

D) The Committee will request that the outgoing Board Director follow-up with the Board Chair/President and CEO/ED of Divisions that have not completed and submitted the Members/Delegates form/list and Proxy forms 9 weeks prior to the Annual General Meeting. If a Division is not able to provide a completed Members/Delegates form/list and Proxy forms 8 weeks prior to the Annual General Meeting, the Division members/delegates will not be eligible to vote as part of the director-at-large electronic voting process or at the Annual General Meeting.

### 2.3 NATIONAL BOARD OFFICER NOMINATIONS PROCESS

A) At least sixty (60) days prior to the first National Board meeting after the AGM, the Governance and Board Development Committee shall provide an information package to members of the Board of Directors containing a listing of Officer positions with descriptions, an overview of the frequency and location of executive meetings, any information related to succession planning, and such other information as deemed appropriate. This information package shall also be provided to any new Directors elected at the AGM.

B) All Directors may be nominated by another Director or they may nominate themselves for the officer roles.

C) A Committee designate may approach select Directors regarding interest in officer positions based on Committee discussions, if Directors have not responded to the process outlined above.

D) A proposed slate of members for the Officer roles will be provided to the National Board (in writing) at least fifteen (15) days prior to the first National Board meeting after the AGM. This requirement is waived in the case of Directors elected at the AGM.

E) A Board Director not running for an elected position shall serve as interim Chair until the election of Officers is completed. The interim Chair shall poll individual Directors of the National Board as to their willingness to have their names stand for election to any of the Board officer positions.

The proposed slate of members for the Officer roles is announced by the interim Chair, and he/she shall initiate the election, beginning with the Chair and followed by the Vice Chair, Treasurer and Secretary. Officers shall be elected one at a time and by secret ballot, if there is more than one candidate.

The interim Chair will appoint two (2) people to serve as scrutineers (who are not Board members) to count the votes and report the results back to the interim Chair. When a vote is counted, the results shall be announced by the interim Chair. When all Officers have been elected, the interim Chair shall turn the Chair role over to the newly elected Chair.