



MEALS ON WHEELS
Popote roulante
(S U D B U R Y)

BY- LAW
2023

MEALS ON WHEELS
(SUDBURY)

Our Mission

Meals On Wheels (Sudbury) is a community-focused organization embracing volunteerism in the provision of nutritious meals and services.

Our Vision

A community where all people have access to nutritious meals.

Our Values

Collaboration: We are committed to working with others to build a healthy community.

People: We are committed to supporting the collective value of our clients, volunteers, and staff.

Wellness: We are committed to pursuing individual and community health and well-being.

Sustainability: We are committed to pursuing and maintaining an adaptable and accountable organization.

Together we are healthier.



MEALS ON WHEELS
Popote roulante
(SUDBURY)

1127 BANCROFT DRIVE
SUDBURY, ON P3B 1R6

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Charitable Registration No.:
107686198RR0001

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On behalf of the clients and communities it serves, the Board of Directors of MEALSON WHEELS (SUDBURY) governs to accomplish its Mission by enacting the following By-Law

MEALS ON WHEELS (SUDBURY) BY-LAW

Approved by the Members of the Meals On Wheels (Sudbury) Corporation:
June 28, 2023

If any of the provisions contained in this By-law are inconsistent with those contained in Legislation pertinent to Meals on Wheels (Sudbury), including Corporate Legislation, the provisions contained in the Legislation prevails.

ARTICLE 1 - HEAD OFFICE

The Head Office of the Meals On Wheels (Sudbury) Corporation is in the City of Greater Sudbury, in the Province of Ontario, at a location determined by the Board of Directors.¹

ARTICLE 2 - SEAL

The seal of the Corporation shall be in the form chosen by and applied at the discretion of the Board.

ARTICLE 3 - OBJECTS & SERVICES

The objects of the Corporation are those set out in the Letters Patent. Currently, the following Service Area is served under the Divisions and Programs listed:

- A. Service Area** - Meals on Wheels (Sudbury) provides services to clients in the City of Greater Sudbury and outlying areas including Killarney, Cartier, Wahnapiatae and Estaire.
- B. Divisions** - services operate within two divisions:
 - I. Meals on Wheels (Sudbury); and
 - II. Home of Our Own Catering.

¹ Records (dated copies, meeting minutes) of previous By-law(s), are archived at the Head Office of the Corporation. The MEALS ON WHEELS (Sudbury) Corporation may also be referred-to in this By-law as "the Corporation". MEALS ON WHEELS (Sudbury) may also be referred-to as "the Agency". Board of Directors may be referred-to as "Board". Head office: 1127 Bancroft Drive, Sudbury, ON

C. Programs - The programs provided by the divisions of Meals on Wheels (Sudbury) are:

- I. Hot Meals Program.
- II. Home Meals Replacement Program;
- III. Wheels to Meals Program.
- IV. Meals for Moms
- V. Other programs as approved by the Board.

D. French Language Services (FLS): As a Health Service Provider (HSP), Meals On Wheels is identified to provide health services to the public in French, in accordance with its existing FLS capacity. This includes:

- I. Working towards improving FLS capacity throughout agency
- II. Follow the roles, responsibilities, and other obligations of the HSP as set out in the "Guide to Requirements and Obligations of the Ontario Health French Language Services"
- III. Working towards applying the principles of "Active Offer" in the provision of health services in accordance with existing FLS capacity
- IV. Engaging the community of diverse persons including the Francophone community in its catchment area when setting priorities for the delivery of services
- V. Collecting and submitting data to the Ontario Health, as requested by Ontario Health, in accordance with Multi-Sector Service Accountability Agreement MSAA 2023-2024, Section 3.5
- VI. Reporting on established performance targets and other FLS obligations

Active offer is defined by the MSAA 2023-2024

- Means the clear and proactive offer of service in French to individuals, from the first point of contact, without placing the responsibility of requesting services in French on the individual.

Identified is defined by the M-SSAA 2023-2024

- Mean identified by the LHIN or the Ministry to provide French language services

Meals On Wheels (Sudbury) is a community-focused organization embracing volunteerism in the provision of nutritious meals and services serving the residents of Greater Sudbury and surrounding areas and guarantees access to quality programs and services in both official languages on a permanent basis according to the French Language Services Act.

A French language services committee oversees the development and implementation of a plan for the provision of French language services in accordance to its mandate and the agency's French language services policy.

- The Board of Directors ensures the implementation of the French Language Services Policy.

To reflect the bilingual nature of the catchment area, the elected membership of the Board of Directors and the committees of the Board of Directors will include a minimum of 30% representation from the Francophone community.

The Board of Directors and the Executive Director are responsible for ensuring the delivery of quality French language services.

Meals On Wheels (Sudbury) annual French language services report, mandated by the Ministry of Health and Long-Term Care, approved by the Board of Directors, shall be presented at the Annual General Meeting.

ARTICLE 4 - MEMBERSHIP

A. Membership in the Corporation consists of the incorporators named in the Letters Patent and such other individuals who have been accepted into the membership of the Corporation by resolution of the Board of Directors. The members of the Corporation are the sole individuals who make up the Board of Directors of the Corporation. Every member in good standing is entitled:

- I. To become a Director of the Corporation.
- II. To attend and to vote at all meetings of the Corporation.

B. Qualifications - Each member must meet the following qualifications:

- I. Is an individual, at least 18 years of age?
- II. Has not been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property.
- III. Has not been found to be incapable by any court in Canada or elsewhere.
- IV. Does not have the status of bankrupt.
- V. Has not been convicted of a Criminal Code offence, for which a pardon has not been granted; and
- VI. Is not to be a paid employee of Meals on Wheels (Sudbury)

C. Discipline and Termination

- I. Upon 15 days' written notice to a Member, the Board may pass a resolution, by a majority of Directors, authorizing disciplinary action or the termination of membership for violating any provision of the articles of incorporation or By-law.
- II. The notice shall set out the reasons for the disciplinary action or termination of membership.
- III. **Appeal** - The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

ARTICLE 5 - BOARD COMPOSITION

- A. Total** - The Corporation is governed by a Board of 9 to 13 Directors, with the combined skills required to achieve the goals of the Mission and Strategic Plan.
- B. Diversity** - The composition of the Board of Directors will, when possible, reflect cultural diversity.
- C. Election** - The slate of Directors is approved by the members at the Annual Meeting. A Director may be elected at any regular meeting of the Board and approved by the membership at the next Annual Meeting.
- D. Officers** - At its first meeting following the Annual Meeting, the Board elects as Officers, from its slate of Directors, a:
- i. President
 - ii. Vice President
 - iii. Second Vice President
 - iv. Treasurer
 - v. Secretary

The office of Treasurer and Secretary may be held by the same person and known as the Secretary-Treasurer.

- E. Executive Director** - The Executive Director is a non-voting member of the Board, acting as Secretary (or designate) and sits on all Board Committees.

ARTICLE 6 - ROTATION of DIRECTORS & OFFICERS

- A. Maximum:** The total number of consecutive years for any Director to serve on the Board is 6 years, with the possibility of extension if serving as an Officer. Directors must step away from the Board for a one-year period before being eligible for reappointment.

B. Directors:

- I. Term: three (3) years
- II. Maximum terms: two (2), with possible extension to serve in any Officer position.

Officers - For the offices of President, Vice-President, Second Vice-President and Secretary-Treasurer, the following terms apply:

- III. Term: two (2) years
- IV. Maximum terms: two (2)

- C. Office of Past President** - The following term applies:

- I. Term: two (2) years
- II. Maximum terms: one (1)

- D. Vacancies** - The office of a Director shall be vacated immediately:

- I. If the Director resigns by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later.
- II. If the Director dies or becomes bankrupt.
- III. If the Director is found to be incapable of managing property by a court or under Ontario law; or

- III. If, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

- E. Leave of Absence** - The Board of Directors may consider requests by Board Directors for a Leave of Absence, for special circumstances. The request must be supported by the Director's letter stating the reasons for the request and the projected time required. The application, if successful, is approved by the Board via a motion. The period of leave approved must be included in the minutes.
- I. No person shall act for an absent Director at a meeting of Directors.
 - II. Where the effective governance of the Agency is at risk due to the vacancy, the request is cordially denied and the Director is asked to resign, with an invitation to re-apply in the future.

ARTICLE 7 - POSITION DESCRIPTIONS

A. Board Director - Participates effectively in the governance role in compliance with Legislation, Articles of Incorporation, By-law, Policies and other government directives or binding agreements. Responsibilities include:

- I. Attendance: Is prepared for and attends Board meetings regularly. Three (3) missed meetings per year may trigger discipline or termination. Also see Leave of Absence.
- II. Committees: Participates on one or more Board committees during the term.
- III. Advocacy: Participates in stakeholder networking, community and/or fundraising events.
- IV. Succession planning: Assists in Board recruitment, retention and succession planning.
- V. May be elected by the Board to preside at the meeting, should neither the President nor Vice-President be present.

B. President - The President provides leadership to the Board, ensures effective governance, and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management. The President ensures the Board discusses all matters relating to the Board's mandate. Responsibilities include:

- I. Agendas: Establish agendas aligned with the Strategic Plan and/or Board goals and preside overboard meetings.
- II. Meetings: Ensure meetings are scheduled, effective and efficient for the performance of governance work.
- III. Direction: Serve as the Board's central point of communication with senior management; provide guidance to the Executive Director (ED) regarding the Board's expectations and concerns. In collaboration with the ED, ensures Board decision support packages include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are effectively presented to the Board.
- IV. Performance Appraisal: Lead the Board in monitoring and evaluating the annual performance of the ED.
- V. Work Plan: Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.
- VI. Representation: Serve as the Board's primary contact with the public.
- VII. Reporting: Report regularly to the Board on issues relevant to its governance responsibilities.
- VIII. Board Conduct: Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.
- IX. Mentorship: Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.
- X. Succession Planning: Ensure succession planning occurs for senior management and Board.
- XI. Committee Membership: Serve as member on all Board committees.

C. Vice President - During the absence or inability of the President, the Vice President shall exercise those duties and functions.

D. Treasurer - The Treasurer works collaboratively with the President and senior management, to support the Board in achieving its fiduciary responsibilities. Responsibilities include:

- I. Custody of Funds: The Treasurer shall have the custody of the funds and securities of the Corporation and shall ensure maintenance of full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Corporation, in its books, and shall ensure the deposit of all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as designated by the Board. The Treasurer shall ensure disbursement of Corporation funds as may be directed by proper authority, including the taking of proper vouchers for such disbursements, and shall ensure rendering to the Board, at regular meetings, or whenever required, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer may also perform other duties as required by the Board.
- II. Board Conduct: Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- III. Mentorship: Serve as a mentor to other Directors.
- IV. Annual Financial Statement: Along with the Auditor, may participate in presenting to the Members at the Annual Meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor.

D. Secretary - The Secretary works collaboratively with the Executive Director as well as the President to support the Board in fulfilling its fiduciary responsibilities. Responsibilities include:

- I. Board Conduct: Support the President in maintaining a high standard for Board conduct and upholding policies and its By-law regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- II. Document Management*: Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers, and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.
- III. Meetings: Give such notice as required by the By-Law, of all meetings of the Corporation, the Board and Board committees. *Attend and document all proceedings at all meetings of the Corporation, the Board and Board committees.

ARTICLE 8 - REMUNERATION OF DIRECTORS

Board Directors shall receive no remuneration for service. Directors may be reimbursed for pre-approved reasonable expenses incurred in performing their duties.

ARTICLE 9 - COMMITTEES

The Board's governance functions are supported by five (5) standing committees, and Special Committees as required:

STANDING COMMITTEES

- A. Executive Committee:** President, Vice-President, Second Vice-President, Secretary-Treasurer, Past President, and the Executive Director.
- B. Finance and Audit Committee:** Treasurer, Directors, Executive Director, and Manager of Operations.
- C. Fund-Raising Committee:**
- D. Communications Committee:**
- E. Governance Committee:**
- F. French Language Services Committee:**

SPECIAL COMMITTEES

- D. Special Committees:** The Board may appoint other Special Committees as required and delegate functions for limited terms of duration.

ARTICLE 10 - MEETINGS

- A. Chair** - The President serves as Chair for all Board meetings. In the absence of the Chair, the Vice President shall chair the meeting. In the absence of both, the Directors present shall choose amongst themselves, an acting Chair.
- B. Quorum** - Quorum for meetings of the Board of Directors, the Executive Committee, Finance and Audit Committee, Fund-Raising Committee, Communications Committee, Governance Committee, French Language Services Committee and Special Committees is 50% plus one.
- C. Public** - All meetings of the Board, except for Closed Sessions, are open to the public.
- D. Location** - Board meetings are normally held at the head office (Sudbury) and may be held in other locations such as virtually when the head office is closed. Directors can attend meetings via telephone or secure web connection under certain circumstances such as illness, being at an out-of-town location, etc. ...
- E. Schedule** - The Board, by resolution, may designate a day or days in any month or months for regular meetings at any hour determined, for a minimum of 9 per year. If regular meetings are scheduled no additional notice is required.
 - I.** The length of time in hours, for regular Board meetings, is determined at the start of the year, as part of the planned Schedule.
- F. Request** - Any Director may request a meeting be held, by submitting a request in writing to any person of the Executive Committee.

G. Agendas - The agenda of the Board meeting shall be prepared by the Chair and shall include the following:

1. Call to Order
 - i. Introduction of New Board Members
 - ii. Declaration of Conflict of Interest
2. DECISION ITEMS
 - I. Adoption of Agenda
 - ii. Adoption of Minutes of Previous Meeting
 - iii. Recommendations of Committees
 - iv. Recommendations of Executive Director
 - v. Other Decisions
3. DISCUSSION ITEMS
 - i. President's Report
 - ii. Treasurer's Report
 - iii. Executive Director's Report
 - iv. Items Arising from Previous Minutes
 - v. Other
4. INFORMATION ITEMS
 - i. Communications
 - ii. Announcements
 - iii. Reports of Committees Submitted for Information
5. New Business
6. Date of Next Meeting
7. Adjournment

Board Committees are also expected to organize their agendas following this format as applicable.

H. Voting - All elections, resolutions and motions are decided by majority vote counted by a show of hands or written proxy, unless a member or Director demands a ballot. Only Directors unencumbered by conflict may vote. * The President shall only vote in circumstances to break a tie.

I. Adjournment- Any Meeting of the Corporation may be adjourned at any time. No notice shall be required for any adjournment. An adjournment may be made with or without quorum being present. Notice of a meeting that continues an adjourned meeting of members or Directors is not required to be given if the time and place of the continued meeting is announced at the meeting that is adjourned.

J. Annual Meeting - The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days before the annual meeting, with a copy of the approved financial statements, auditor's report, and other financial information required by the By-laws or articles. At the Annual Meeting, in addition to any other business that may be transacted, the following business is to be carried out:

- I. Receipt of the agenda.
- II. Receipt of the minutes of the previous annual and subsequent special meetings;
- III. Presentation of the Annual Report of the Directors.
- IV. Presentation of the Financial Statements and Auditors' Report.
- V. Reappointment or Appointment of the Auditors for the next fiscal year.
- VI. Election of Directors.
- VII. Presentation of the French Language Services Report; and
- VIII. Such other or special business as may be set out in the notice of the meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

ARTICLE 11 - NOTICE

A. Service - Any notice required to be sent to any member, Director, auditor or person appointed to conduct a review engagement, shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means. The notice is to be sent to the person's latest address as shown in the records of the Corporation, or to the auditor or the person who has been appointed to conduct a review engagement, at its business address. If no address is known, then to the last address of such person known to the Secretary. Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

8. Computation of Time - Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

C. Error or Omission in Giving Notice - No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

ARTICLE 12 - CONFLICT OF INTEREST

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction with the Corporation, shall make the disclosure required by its incorporating legislation. Except as provided by its incorporating legislation, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

ARTICLE 13 - POWERS & RESPONSIBILITIES

A. Standard of care - Every Director and Officer in exercising his or her powers and discharging his or her duties to the Corporation shall,

- I. Act honestly and in good faith with a view to the best interests of the Corporation; and
- II. Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

B. Responsibility - The Board of Directors is responsible and accountable for compliance to all pertinent legislation, Corporation By-law, Policies, and binding agreements relating to its governance and to the administration of all affairs of the Corporation.

C. Powers - The Board of Directors governs, directs, controls, and has oversight of all affairs of the Corporation. In fulfilling these obligations and meeting all related responsibilities, the Board of Directors exercises all and only the powers that the Corporation may legally exercise including delegating authority for management to the Executive Director, with adherence to all Policies including procurement. Powers and responsibilities include, but are not limited to the power to:

- I. Bind the Corporation. This includes the execution of documents such as contracts or agreements and/or directing the Executive Director to do so on behalf of the Corporation.
- II. Make banking and financial arrangements
- III. Issue, sell or pledge debentures or other securities of the Corporation
- IV. Acquire and dispose of property. This may include purchasing, leasing, or acquisition by other means, as well as the sale, exchange, or other disposal of, real or personal property, securities, shares, stocks, rights or interests, warrants, options, lands, buildings and other property, movable or immovable, according to the terms and conditions the Board of Directors has determined advisable.
- V. Direct and Oversee Borrowing. This includes:
 - Borrowing money on the credit of the Corporation
 - Limiting or increasing the amount borrowed
 - Mortgaging, hypothecating, charging, or pledging all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.
- VI. Purchase insurance which protects the property, rights and interests of the Corporation and indemnifies the Corporation, its Directors, and Officers from any claims, damages, losses or costs arising from or related to the affairs of the Corporation.

ARTICLE 14 - EXECUTION OF DOCUMENTS

Documents requiring execution by the Agency shall be signed by the Executive Director, (or his/her designate), and any one of the following:

- President.
- Vice-President.
- Second Vice-President
- Secretary-Treasurer.

These documents include cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation

ARTICLE 15 - RECORDS

The Directors shall see that all necessary records of the Corporation required by all applicable legislation are accurately and safely stored at the Corporation's registered office or another place designated by the Directors.

ARTICLE 16 - FISCAL YEAR

Fiscal Year- The fiscal year of the Corporation is from April 1st, to the 31st day of March in the following year.

ARTICLE 17 -MANAGEMENT OF ASSETS & SECURITIES

- A. Deposits** - The Board shall by resolution, designate the financial institution(s) in which the money, bonds or other securities of the Corporation shall be placed for safekeeping, and do so in compliance with any pertinent legislation or binding agreements.
- B. Withdrawals** - Any assets or securities so deposited may be withdrawn only upon the written order of the Corporation signed by the signatories named in this By-law. Directors and Officers shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from the deposit of the proceeds thereof.

ARTICLE 18 - PROTECTION of DIRECTORS & OFFICERS

A. Indemnity - No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for, or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- I. Complied with all pertinent legislation, including its incorporation Act, Articles of Incorporation and By-law(s); and
- II. Exercised their powers and discharged their duties in accordance with all pertinent legislation.

B. Insurance - Subject to the limitations contained in its incorporation act and any other pertinent legislation, the Corporation purchases and maintains such insurance for the benefit of its Directors and Officers.

ARTICLE 19 - INTERPRETATION

In this By-law and in all other by-laws of the Corporation hereafter passed unless the context otherwise required, words importing the singular number or the masculine gender shall include the plural number or the feminine gender and vice versa, and references to persons shall include firms or corporations.

Article 20 - AMENDMENT

The members may from time to time amend this By-law by a majority of the votes cast. The Board may from time to time in accordance with the corporate legislation, pass or amend this By-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance, at a meeting of members.

Passed by the Board of Directors of the Corporation of Meals On Wheels (Sudbury) and sealed with the Corporation seal this:

Date: June 28, 2023

President

Vice President

Treasurer



Article 20 - AMENDMENT

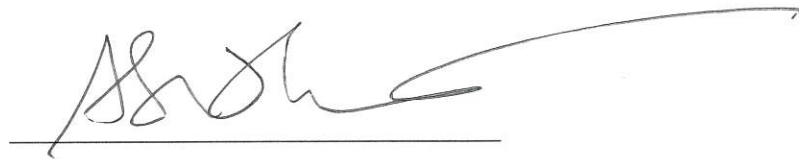
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Date: June 28, 2023



President



Vice President



Treasurer

