



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

BY- LAW OF THE CORPORATION
2024

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.



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Charitable Registration No.: 107686198RR0001

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4 MEALS ON WHEELS (SUDBURY) BY-LAW 2024

On behalf of the clients and communities it serves, the Board of Directors of the Registered Charity, MEALS ON 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:
September 7, 2024

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.

The Ontario Not-for-profit Corporations Act (ONCA), primary legislation under which this not-for-profit Corporation is to operate, is to be consulted by the Board of Directors for all decision-making, over and above this By-law, if and as required.

Link to the ONCA <https://www.ontario.ca/laws/statute/10n15>

SECTION 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, currently 1127 Bancroft Drive, Sudbury, ON.¹

SECTION 2 - SEAL

The Seal, an impression of which is stamped in the signature page of this By-law, is hereby adopted and shall be the Corporate Seal of the Corporation.

SECTION 3 - PURPOSES & SERVICES

The purposes of the Corporation are those set out in the Articles of Incorporation.¹ 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 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". The Board of Directors may be referred-to as "Board".

C. Programs:

- 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 (Sudbury) 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”
 - Working towards applying the principles of “Active Offer” in the provision of
 - Health services in accordance with existing FLS capacity
 - Engaging the community of diverse persons including the Francophone community in its catchment area when setting priorities for the delivery of services
 - Collecting and submitting data to the Ontario Health, as requested by
 - Ontario Health, in accordance with Multi-Sector Service Accountability
 - Agreement M-SAA 2023-2024, Section 3.5
 - Reporting on established performance targets and other FLS obligations.

Active offer is defined by the M-SAA 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-SAA 2023-2024 as :

- Designated 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.

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

SECTION 4 - MEMBERSHIP

- A. Membership in the Corporation** - Membership consists of individuals who have been accepted as members 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 to and agrees:
- 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
 - III. 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.
- D. Transferability** - Membership in the Corporation is not transferable.

SECTION 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 elected by the members at the Annual Meeting. The Board of Directors may appoint a Director to fill a vacancy at any time, and any such Director may be subsequently elected by the Members at the next Annual Meeting, at which time their full Term begins. Directors sign a written consent to serve on the Board, within ten (10) days of election.
- D. Officers** - At its first meeting following the Annual Meeting, the Board elects as voting Officers, from its slate of Directors, a:
- I. Chair
 - II. Vice-Chair
 - III. Second Vice-Chair
 - IV. Secretary/Treasurer - The office of Secretary/Treasurer is held by the same person, a voting Board

Director.

E. Executive Director - The Executive Director is a non-voting Director of the Corporation and Board, and serves on all Board Committees.

SECTION 6 - ROTATION of BOARD DIRECTORS & OFFICERS

A. Maximum: The total number of consecutive years for any Director to serve on the Board is 9 years. Directors must step away from the Board for a one-year period before being eligible for reappointment. In exceptional circumstances, a person elected to the Board of Directors shall be entitled to serve beyond the end of the term limit specified above at the discretion of the Board, for one (1) additional year.

B. Board Directors:

- I. Term - three (3) years
- II. Maximum consecutive terms - three (3) , for a total of nine (9) years

Officers – Voting > For the offices of Chair, and in normal order of succession the Vice-Chair, and Second Vice-Chair, the following terms applies, based on annual re-appointment:

- Term - two (2) years, renewable.

Secretary-Treasurer:

- Term – one (1) year, renewable.

Office of Past Chair:

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

C. Vacancies - The office of a Board 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
- IV. 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:
 - If a Director misses three regularly scheduled meetings during a year and a vote is held by the Board to remove the Director.

SECTION 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 Vacancies and 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 Chair nor Vice-Chair be present.

B. Executive

The Chair provides leadership to the Board, ensures effective governance, and represents the Board to outside parties. The Chair co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management. The Chair 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.

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

Second Vice-Chair- During the absence or inability of the Chair and the Vice-Chair the Second Vice- Chair shall exercise those duties and functions.

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

Secretary

- I. Board Conduct: Support the Chair 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: Perform all document management functions as required by legislation and accountability agreements. 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. Support the planning of, attend and document all proceedings at all meetings of the Corporation, the Board and Board committees.

Treasurer

- 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.
- III. 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.
- IV. Compliance: Ensuring compliance with all requirements of a Registered Charity under Canadian law.

SECTION 8 - REMUNERATION OF DIRECTORS

As a Canadian Registered Charity, Board Directors shall receive no remuneration for service. Directors may be reimbursed for pre-approved reasonable expenses incurred in performing their duties.

SECTION 9 - COMMITTEES

The Board's governance functions are supported by six (6) standing committees, and Special Committees as required:

STANDING COMMITTEES

- A. Executive Committee: Chair, Vice-Chair, Second Vice-Chair, Secretary, Treasurer, Past-Chair, and the Executive Director
- B. Finance and Audit Committee
- C. Fundraising Committee
- D. Communications Committee
- E. Governance Committee
- F. French Language Services Committee

SPECIAL COMMITTEES - The Board may appoint other Special Committees as required and delegate functions for limited terms of duration.

SECTION 10 – BOARD MEETINGS

- A. Chair: The Board Chair serves as Chair for all Board meetings. In the absence of the Chair, the Vice-Chair shall chair the meeting. In the absence of both as well as the Second Vice-Chair, 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%.
- 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., provided simultaneous communication is in place.
- 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 5 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 determined 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. Approval of Consent Agenda
 - iii. Adoption of Minutes of Previous Meeting
 - iv. Recommendations of Committees
 - v. Recommendations of Executive Director
 - vi. Other Decisions
 3. **DISCUSSION ITEMS**
 - i. Chair'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 - Only an elected Director shall vote on any motion or resolution proposed for consideration at any Board meeting. Additionally:
- I. Votes shall be taken by a show of hands.
 - II. Each voting Director has one (1) vote, including the Chair.
 - III. Questions arising shall be decided by a majority of votes.
 - IV. In case of an equality of votes, the Chair shall not have a second (2nd) or casting vote. Where there is equality of votes, the motion is lost.
 - V. Any Director may at any time require that a vote be recorded. The request for a recorded vote does not require a motion and is not debatable or amendable.
 - VI. No Director shall be allowed to vote by proxy.
- 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 of the members 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 (5) 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-law 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
 - IV. Presentation of the Annual Report of the Directors
 - V. Presentation of the Financial Statements and Auditors' Report
 - VI. Reappointment or Appointment of the Auditors for the next fiscal year
 - VII. Election of Directors
 - VIII. Presentation of the French Language Services Report; and
 - IX. 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.

SECTION 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.
- B. Computation of Time - Where a given number of days' notice or notice extending over any

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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.

SECTION 12 - CONFLICT OF INTEREST

A Director or Officer who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a Director or Officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. In particular:

- A. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.
- B. Disclosure - A Director or Officer of a Corporation who is required to make a disclosure of conflict of interest shall disclose to the Corporation the nature and extent of his or her interest. The disclosure must be made:
- I. At the meeting at which a proposed contract or transaction is first considered.
 - II. If the Director or Officer was not then interested in a proposed contract or transaction, at the first meeting after they become so interested.
 - III. If the Director or Officer becomes interested after a contract is made or a transaction is entered into, at the first meeting after they become so interested; or
 - IV. If a person who is interested in a contract or transaction later becomes a Director, at the first meeting after they become a Director.
 - V. *Quorum in the case of conflict of interest* - If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a Director is not permitted to be present at the meeting by reasons related to conflict of interest as per the Act, the remaining Directors are deemed to constitute a quorum for the purposes of voting on the resolution.

SECTION 13 - POWERS & RESPONSIBILITIES

- A. **Standard of Care & Compliance** - 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.
 - II. Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
 - III. Comply with the Act, its Regulations, the Corporation's Articles and By-law.
- 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.

D. Protection of Directors & Officers

- I. Liability - No Director, Officer or committee member of the Corporation is to 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:
 - Complied with the Act and the Corporation's articles and By-laws; and
 - Exercised their powers and discharged their duties in accordance with the Act.
- II. Insurance - As a registered charity, provided that full compliance with the Charities Accounting Act and other pertinent legislation is maintained, the Corporation shall purchase and maintain insurance for Directors and Officers, against any liability incurred by the individual:
 - In the individual's capacity as a Director or Officer of the Corporation.
 - In the individual's capacity as a Director or Officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

SECTION 14 - EXECUTION OF & ACCOUNTABILITY FOR DOCUMENTS

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

- Chair
- Vice- Chair
- 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.

- A. **Accountability for Documentation** - The Board shall ensure that all documents, books and records of the Corporation required by its By-law, the Act and its Regulations and/or by any applicable statute, are regularly and accurately updated, as well as securely managed and retained.
- B. **Minimum Requirements** - The Board shall ensure the ongoing preparation and maintenance of records as required by the Act, its Regulations and/or by any applicable statute, including and not limited to:
- I. Articles of Incorporation and By-law, and all amendment-related documentation
 - II. Minutes of meetings of the members and of any committee of members
 - III. Resolutions of the members and of any committee of members
 - IV. Minutes of meetings of the Directors and of any committee of Directors
 - V. Resolutions
 - VI. Register of Directors including all details required by the Act and its Regulations and/or by any applicable statute
 - VII. Register of Officers
 - VIII. Register of members
 - IX. Accounting records in compliance with Generally Accepted Accounting Principles, adequate to enable the Directors to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis

The ONCA's 'General' Regulation, is to be consulted annually for compliance with documentation requirements.²

- B. **Protection of Corporate Documents** - The Board shall ensure compliance with all privacy legislation and take reasonable precautions to prevent the loss or destruction of Corporate documents. This includes:
- I. Prevention of falsification of entries and facilitating the detection and correction of inaccuracies
 - II. Ensuring 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.

SECTION 15 - FISCAL YEAR

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

SECTION 16 - 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.

SECTION 17 - INTERPRETATION

Other than as specified within this By-law, all terms contained that are defined in the Act, shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

² <https://www.ontario.ca/laws/regulation/210395>

SECTION 18 - AMENDMENT

Amending the By-Law

The Board may, in accordance with the Act amend, repeal and replace this By-law, in compliance with the following process:

- A. This By-law may be amended and enacted by an ordinary resolution of the Board at any time, provided no amendment is contraindicated by the Act.³
- B. The amended By-law shall then be presented for confirmation by ordinary resolution, to the Members at the next Annual Meeting or earlier at a Special Meeting of the Members.

Amending the Articles of Incorporation

A special resolution of the members and as a registered Charity, approval by the Canada Revenue Agency, is required to make application in Ontario, for any amendment to the Articles of Incorporation for changes including to:

- A. Change the Corporation's name.
- B. Add, change or remove any restriction on the activities that the Corporation may carry on.
- C. Create a new class or group of members.
- D. Change a condition for being a member.
- E. Change the purpose of the Corporation.
- F. Add, change or remove any other provision that is permitted by the Act.

Legal counsel is to be retained by the Board, for any consideration of amendments to the Articles.

³ Amendments which are contraindicated in By-law may potentially be addressed through an amendment to the Articles of Incorporation (Previously known as 'Supplementary' Letters Patent) and require legal consultation.

RECORD OF AMENDMENTS

**APPROVED BY
THE BOARD OF DIRECTORS AND
CONFIRMED BY THE MEMBERSHIP OF
MEALS ON WHEELS (SUDBURY)**

This is a true copy of the amended By-law, approved by the Board of Directors of the MEALS ON WHEELS (SUDBURY) Corporation, and confirmed in accordance with the Act, by a majority of the members of the Corporation.

ATTESTATION OF BOARD OF DIRECTORS APPROVAL 2024	
In the best interests of the clients we serve - Signed by:	In the best interests of the clients we serve - Signed by:
Board Chair Date: September 7-2024	Board Vice-Chair Date: September 7-2024

ATTESTATION OF MEMBERSHIP APPROVAL 2024	
In the best interests of the clients we serve - Signed by:	In the best interests of the clients we serve - Signed by:
Board Chair Date: September 7-2024	Board Vice-Chair Date: September 7-2024

By-law Amendment Record		Date
# 2024-1	Approved by the Board of Directors and Enacted >	September 7-2024
	Confirmed by the Members of the Corporation >	September 7-2024

Archived Versions - See Corporate records, Head Office.

SEAL >

