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**BY-LAW NO. 1**  
**Being the General By-law**  
**OF**  
**SETTLEMENT ASSISTANCE AND FAMILY SUPPORT SERVICES (SAFSS)**

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**BY-LAW NO. 1**  
**OF**  
**SOUTH ASIAN FAMILY SUPPORT SERVICES (SAFSS)**

BE IT ENACTED AS By-law No. 1 of South Asian Family Support Services, being the General By-law of South Asian Family Support Services, as follows:

A motion was made at the Board meeting held on January 15, 2014 to amend SAFSS By-Law No. 1, more particularly, replacing SAFSS old name South Asian Family Support Services to Settlement Assistance and Family Support Services, wherever it appears.

**The amendment per above was made on January 15, 2014 at the Board meeting and approved at the 25<sup>th</sup> AGM held on June 27, 2014 (the highlighted areas are amendments).**

**SECTION 1 — DEFINITIONS**

**1.1 Definitions.** In this By-law, unless the context otherwise specifies or requires,

- (1) *Act* means the *Corporations Act*, Ontario as amended from time to time and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes.
- (2) *Board* means the governing body of South Asian Family Support Services, being the Board of Directors.
- (3) *By-law* means any By-law of the Corporation from time to time in force and effect;
- (4) *Corporation* means South Asian Family Support Services.
- (5) *Director* means a member of the Board.
- (6) *Ex-Officio* means by virtue of office and includes all the rights and obligations of office, including the right to vote, unless otherwise provided.
- (7) *Family Member* means the spouse, parent, child, brother or sister of any person, and the spouse of any such child, parent, brother or sister, and includes the Partner of any person, as hereinafter defined.
- (8) *Letters Patent* means the Letters Patent of Incorporation and any Supplementary Letters Patent of the Corporation.
- (9) *Member* means a member of the Corporation.

(10) *Nominations Committee* means the Nominations Committee of the Board.

(11) *Partner* means one of two persons who have lived together for at least one year and have a close personal relationship that is of primary importance in both persons' lives.

(12) *Regulations* means the regulations made under the Act as amended from time to time and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions in the new regulations.

(13) *Related Entity* means a corporation, association or other organization with which any Director has an affiliation, association or employment relationship.

## 1.2 Interpretation.

(1) All terms which are contained in the By-laws of the Corporation and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or Regulations.

(2) In these By-Laws and in all other By-Laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number shall include the plural and vice versa, words importing gender shall include the masculine, feminine and neutral genders, and references to persons shall include firms and corporations. The term "including" means "including without limitation".

## SECTION 2 — THE CORPORATION

### 2.1 Members of the Corporation.

2.2 Members of the Corporation shall consist of the following persons:

- (a) all members of the Board; and
- (b) every individual who makes application **in the prescribed form** ~~to the Board that is accepted~~ **and fulfills the criteria in Schedule "A"** and who has paid an annual membership fee as determined by the Board.

**Section 2.2 (b) was amended per above and approved at the AGM of October 30, 2009 (the strikethroughs and highlighted areas are amendments).**

- (c) All employees (their spouses and blood relatives) currently employed by SAFSS or those who were employed by SAFSS during the last two years cannot join this organization as member **(Approved at the AGM on December 12, 2003).**

2.3 Members shall be representative of the community served by the Corporation, and shall be selected in accordance with the Guidelines for Selection of Members of the Corporation set out in Schedule A.

**2.4** Each applicant for membership shall complete an application for membership in the form prescribed by the Board.

**2.5** Unless otherwise provided for in this By-Law, the Members shall have one vote each at all meetings of the Members of the Corporation. The number of voting Members shall be the aggregate of all Directors and all Members approved pursuant to this Section 2.

**2.6** Each application for **new** membership in the Corporation must be submitted ~~to the Board~~ **thirty (30)** days before the AGM. Failure to make application by such date shall forfeit the right of that applicant to be considered for **voting** membership of the Corporation until following the next annual meeting”.

**Section 2.6 was amended per above and approved at the AGM of October 30, 2009 (the strikethroughs and highlighted areas are amendments).** The above Section was also amended once in December 15, 2006 AGM (see December 15, 2006 amendments).

**2.7** In the event that the Board shall not accept an application for admission as a Member of the Corporation, the applicant shall not be eligible for reconsideration for a period of one year from the date of first consideration by the Board.

**2.8** Members shall be notified in writing of the membership fees **to be determined by the Board**. Any person admitted to membership by the Board must pay the required annual membership fee within the time designated by the Board, as may be determined by the Board from time to time. Any failure to pay the annual membership fee within the time stipulated shall result in the Members in default ceasing to be Members of the Corporation”.

**Section 2.8 was amended per above and approved at the AGM of December 15, 2006 (the words highlighted are amendments)**

**2.9** Persons wishing to apply for membership in the Corporation shall:

- (a) have their principal residence in the Greater Toronto Area;
- (b) be a natural person eighteen (18) years of age or more or be a corporation, company, partnership, sole-proprietorship or other legal entity that has designated one of its directors, officers, employees or partners as a Member;
- (c) pay an annual fee in an amount to be determined by the Board from time to time; and
- (d) undertake, as a condition of membership, to act only in the best interests of the Corporation and not on behalf of any single issue **or** cause (for details, see Schedule A).

**Section 2.9 was amended per above and approved at the AGM of December 15, 2006 (the word highlighted is amendment).**

**2.10** Membership in the Corporation shall be for one year, from the date of each annual meeting to the end of the following annual meeting.

**2.11** No membership in the Corporation shall become effective until **thirty (30) days** after the completed application for membership, accompanied by an annual fee ~~has been approved by the Board~~<sup>22</sup>.

**Section 2.11 was amended per above and approved at the AGM of October 30, 2009 (the strikethroughs and highlighted areas are amendments).** The above Section was also amended once in December 15, 2006 AGM (see December 15, 2006 amendments).

**2.12** All members of the Board shall be Members of the Corporation.

**2.13** Unless otherwise provided for in this By-Law, the Members shall have one vote each at all meetings of the Members of the Corporation.

**2.14** Any Member may resign his or her membership in the Corporation by resignation in writing, which shall be effective upon receipt thereof by the Board. In the case of resignation, a Member shall remain liable for payment of any outstanding membership dues levied or which became payable by the Member to the Corporation prior to such person's resignation.

**2.15** The interest of a Member is not transferable and becomes null and void:

- (a) upon his or her death or upon its dissolution, if the Member is a corporate Member;
- (b) if, at a special meeting of Members, a resolution is passed to remove the Member by at least two-thirds (2/3) of the votes cast at the special meeting, provided that the Member shall be granted the opportunity to be heard at such meeting; or
- (c) otherwise in accordance with the By-laws of the Corporation.
- (d) All members must sign **the membership application that contains the membership undertaking in Appendix "A"**

**Section 2.15 (d) was amended per above (highlighted areas are amendments).**

**2.16 Annual Meeting of the Corporation.**

(1) The annual meeting of the Corporation shall be held at the place within Ontario, and at the time and day in each year fixed by the Board.

(2) Notice of annual meeting of the Corporation shall be **advertised in SAFSS website/newsletter and** shall be given to all members by **mail** ~~or facsimile transmission or electronic transmission~~ **at least 30 days** in advance of the meeting".

**Section 2.16 (2) was amended per above and approved at the AGM of October 30, 2009 (the strikethroughs and highlighted areas are amendments).** The above Section was also amended once in December 15, 2006 AGM (see December 15, 2006 amendments).

(3) No error or omission in giving notice of a meeting of Members may invalidate resolutions passed or proceedings taken at the meeting. For the purpose of sending notice to any Member for any meeting or otherwise, the address of any Member shall be his or her last address recorded on the books of the Corporation.

### **2.17 Special Meetings of the Corporation.**

- (1) The Chair or Vice-Chair of the Corporation may call a special meeting of the Corporation.
- (2) If not less than 50% of the Members so request in writing, the Secretary of the Corporation shall call a special meeting of the Corporation.
- (3) Notice of a special meeting shall be given at least four days in advance of the meeting in the same manner as notice is given for an annual meeting of the Corporation.
- (4) The notice of a special meeting shall state the purpose for which it is called.
- (5) No error or omission in giving notice of a meeting of Members may invalidate resolutions passed or proceedings taken at the meeting. For the purpose of sending notice to any Member for any meeting or otherwise, the address of any Member shall be his or her last address recorded on the books of the Corporation.

### **2.18 Quorum.**

- (1) The quorum at an annual or special meeting of the Corporation shall be the lesser of 100 Members or 20% of all Members in good standing at the time of such annual or special meeting of the Corporation.

**Section 2.18 (1) per above was amended as follows: “The quorum at an annual or special meeting of the Corporation shall be lesser of 25 Members or 10% of all Members in good standing” at the time of such annual or special meeting of the Corporation (highlighted areas are amendments).** This amendment supersedes all other amendments of the past relating to the quorum for the Annual and Special General Meeting of the Corporation.

**The amendment was approved by the General Body Members at a Special General Meeting of the Corporation held on October 30, 2014.**

### **2.19 Adjourned Meeting.**

- (1) If a quorum is not present within a reasonable time after the time appointed for a meeting of the Corporation, the meeting shall stand adjourned.

(2) At least **7 days**' notice of the rescheduled meeting following an adjournment shall be given to all Members by ~~prepaid mail facsimile transmission or electronic transmission~~. **For such meeting, quorum shall be the lesser of 50 members or 10% of the members in good standing.**"

**Section 2.19 (2) was amended per above and approved at the AGM of October 30, 2009 (the highlighted areas and strikethroughs are amendments).**

(3) No error or omission in giving notice of a meeting of Members may invalidate resolutions passed or proceedings taken at the meeting. For the purpose of sending notice to any Member for any meeting or otherwise, the address of any Member shall be his or her last address recorded on the books of the Corporation.

### **2.20 Meetings of Corporation - Chair.**

- (1) The annual and special meetings of the Corporation shall be chaired by:
- (a) the Chair;
  - (b) the Vice-Chair if the Chair is absent; or
  - (c) a Member elected by the Members present if the Chair and Vice-Chair are absent.

**2.21** The Chair shall not have the right to vote at meetings of the Corporation but shall have a casting vote.

### **2.22 Business.**

(1) The business transacted at the annual meeting of the Corporation shall be as determined by the laws of the Province of Ontario and from time to time by the Board.

### **2.23 Fiscal Year.**

(1) The fiscal year of the Corporation shall end with the 31st day of March in each year.

## **SECTION 3 — BOARD OF DIRECTORS**

### **3.1 Composition of Board.**

- (1) The affairs of the Corporation shall be governed by a Board of Directors consisting of:
- (a) **11** (eleven) elected Directors elected by the Members for such terms as are indicated by this By-Law (**Approved at the AGM on December 12, 2003**);
  - (b) 1 *ex-officio* Director being the Executive Director of the Corporation.

### **3.2 Qualifications.**

- (1) No employee of the Corporation shall be eligible for election or appointment to the Board except as otherwise provided in this By-law.
- (2) No Family Member of any person included in subsection (1) above shall be eligible for election or appointment to the Board.
- (3) No person may be elected or appointed a Director before reaching eighteen (18) years of age.
- (4) No person may be elected or appointed a Director if he or she is an undischarged bankrupt.
- (5) All Directors must sign a general membership undertaking substantially in the form of Appendix "A".

### **3.3 Nominations and Election of Directors.**

- (1) Directors shall be elected and retired in rotation by the membership at the annual meetings of the Corporation.
- (2) Nominations for election as Director at an annual meeting of the Corporation shall be made only by the Nominations Committee in accordance with the provisions of Section 3.19 below.
- (3) Each Director shall be elected for a term of two years and shall be eligible to serve for further terms of two years each. After serving for three consecutive terms of two years or maximum 72 months, a Director shall cease to be a Director for a period of not less than four years before being eligible to be re-elected as a Director (**Approved at the AGM on December 12, 2003**).

Section 3.3. to delete the words "Nominations and Election of Directors" and replace same by "Nominations, Election and Termination of Directors" to add new sub-paragraphs (4) and (5) as follows:

*(4) A Director can be removed from his/her duties by a three quarters majority vote of no confidence by the Board of Directors. Where the majority votes as such, the Director is deemed to have been terminated immediately and shall forfeit all privileges earned as a Director of the Corporation, unless otherwise deemed by the Board.*

*An act that would warrant a vote of no confidence is hereby defined as, but not limited to the following: "An act that would constitute dishonesty, fraud, incompetence, breach of confidentiality, unethical and/or improper behavior, sexual harassment, abuse of powers and privileges, conflict of interest, general misconduct such as act of misdemeanor and/or act for which the Director was found or could be found criminally liable; an act that is perceived as being against the interest of the Corporation, such as where a Director performs his/her duties under effect of substance abuse or displays signs of mental incompetence.*



*(5) A Director who has resigned or has been removed from his/her duties shall continue to hold all information received during his/her office as a Director of the Corporation in confidence and shall not be authorized to disclose any information unless so authorized by the Board of Directors*

**Section 3.3 was amended per above and approved at the 25<sup>th</sup> AGM held on June 27, 2014 (highlighted areas are amendments).** The above Section was also amended once on December 12, 2003 AGM.

### **3.4 Vacancy.**

- (1) The office of an elected Director shall automatically be vacated if:
  - (a) the Director by notice in writing to the Corporation resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
  - (b) the Director fails to attend 3 consecutive meetings of the Board or 50% of the meetings of the Board in any calendar year without explanation satisfactory to the Board;
  - (c) at a special meeting of the Board, a resolution is passed by at least two-thirds of the votes cast by the members of the Board present at the special meeting, removing the Director before the expiration of the Director's term, provided that the Director shall be granted the opportunity to be heard at such meeting;
  - (d) the Director becomes bankrupt; or
  - (e) the Director dies.
- (2) If a vacancy occurs for any reason among the elected Directors, such vacancy may be filled by a person elected by the Board, upon the recommendation of the Nominations Committee, to serve until the next annual meeting.
- (3) At the next annual meeting of the Corporation, in addition to the election of Directors to fill the vacancies caused by the expiry of Directors' terms, the meeting shall elect any additional Directors required to fill the unexpired terms created by any vacancy or vacancies referred to in subsection (2).

### **3.5 Regular Meetings of the Board and Notice.**

- (1) The Board shall meet at the head office of the Corporation or such other place, and at such time and day, as the Board may from time to time determine.

(2) The Secretary shall give notice of the meeting to the Directors if the meeting is to be held at another time or day or at a place other than head office. If notice is to be given it shall be delivered by ~~prepaid mail, facsimile transmission~~ or electronic transmission to each Director at least 6 days in advance of the meeting. For the purpose of sending notice to any Director or officer for any meeting or otherwise, the address of the Director or officer shall be his or her last address recorded on the books of the Corporation”.

**Section 3.5 (2) was amended per above and approved at the AGM of October 30, 2009 (strikethroughs are amendments).** ). The above Section was also amended once in December 15, 2006 AGM (see December 15, 2006 amendments).

- (3) There shall be at least six regular meetings of the Board per annum.
- (4) A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation.

### **3.6 Special Meetings of the Board and Notice.**

- (1) The Chair or Vice-Chairs may call special meetings of the Board.
- (2) The Secretary shall call a special meeting of the Board if 50% of elected Directors so request in writing.
- (3) Notice of a special meeting (**special meeting also include emergency meeting**) of the Board shall specify the purpose of the meeting, may be given by telephone, and shall be given at least at least ~~four~~ **two** days in advance of the meeting.

**Section 3.6 (3) was amended per above and approved at the AGM of December 15, 2006 (the words highlighted are amendments).**

### **3.7 Board Meetings – Chair**

- (1) Board meetings shall be chaired by:
- (a) the Chair,
  - (b) the Vice-Chair if the Chair is absent; or
  - (c) a Director elected by the Directors present if the Chair and Vice-Chair are absent.

### **3.8 Procedures for Board Meetings**

- (1) The declaration of the Chair or the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- (2) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director

may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

- (3) Members and members of the public may be invited to attend meetings of the Board, at the discretion of the Board.
- (4) Minutes shall be kept for all meetings of the Board.
- (5) Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:
  - (a) votes shall be taken in the usual way by a show of hands and/or voice vote among all Directors present;
  - (b) The Chair shall not have the right to vote at meetings of the Board but shall have a casting vote.
  - (c) votes shall be taken by written ballot if so demanded by any Director present; and
  - (d) a declaration by the Chair that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

### **3.9 Quorum**

- (1) 50% plus one of the **existing** elected Directors shall constitute a quorum for any meeting of the Board.

**Section 3.9 (1) was amended per above and approved at the AGM of December 15, 2006 (the word highlighted is amendment).**

### **3.10 Public Relations**

- (1) Only those Directors, officers or employees of the Corporation directly authorized by the Board to do so may make statements to the news media or public on matters concerning the public brought before the Board.

### **3.11 Conflict of Interest**

- (1) Every Director who is in any way directly or indirectly interested in a proposed contract or transaction or in a contract or transaction with the Corporation, including a contract or transaction with a Family Member of the Director or with a Related Entity, shall declare his or her interest at a meeting of the Directors.
- (2) In the case of a proposed contract or transaction, the declaration referred to in subsection (1) above shall be made at the meeting of the Directors at which the question of entering into the

contract or transaction is first taken into consideration or, if the Director is not at the date of that meeting interested in the proposed contract or transaction, at the next meeting of the Directors held after he or she becomes so interested, and, in a case where the Director becomes interested in a contract or transaction after it is made, the declaration shall be made at the first meeting of the Directors held after he or she becomes so interested.

(3) A general notice given to the Directors by a Director to the effect that he or she is to be regarded as interested in any contract or transaction or proposed contract or transaction made with any other corporation, association, agency, institution, public authority or person, shall be deemed to be a sufficient declaration of interest in relation to a contract or transaction so made, but no such notice is effective until it is given at a meeting of the Directors or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Directors after it is given.

(4) If a Director has made a declaration of his or her interest in a proposed contract or transaction or a contract or transaction in compliance with the provisions of this section and has not voted in respect of the contract or transaction, the Director is not accountable to the Corporation or to any of its Members or creditors for any profit realized from the contract or transaction, and the contract is not voidable by reason only of the Director holding that office or the fiduciary relationship thereby established.

(5) Despite anything to the contrary in this section, a Director is not accountable to the Corporation or to any of its Members or creditors for any profit realized from such contract or transaction and the contract is not by reason only of the Director's interest therein voidable if it is confirmed by the majority of the votes cast at a general meeting of the Members duly called for that purpose and if the Director's interest in the contract or transaction is declared in the notice calling the meeting.

(6) Neither Directors nor their Family Members nor any Related Entity of any Director shall enter into any proposed contract or transaction or contract or transaction with the Corporation, unless:

- (a) they enter a competitive bid in writing; and
- (b) the Director has, in accordance with the foregoing provisions, declared his or her interest in the contract or transaction and refrained from voting on the matter.

(7) Every Director who becomes aware of a potential conflict, direct or indirect, that may arise from a policy or strategic planning direction of the Corporation, shall advise the Board at the first meeting of the Directors held after he or she becomes aware of such potential conflict.

### **3.12 Confidentiality**

(1) Every Director, officer and employee of the Corporation shall respect the confidentiality of matters brought in camera before the Board or before any committee of the Board, or any matter dealt with in the course of the individual's employment or activities in the Corporation.

### 3.13 Indemnification

(1) Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estates and effects, respectively, may, with the consent of the Corporation, given at any meeting of the Members, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever that he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, or commenced or prosecuted against him, her or it for or in respect of any act, deed, matter, or thing whatsoever, made, done or permitted by him, her or it in or about the execution of the duties of his, her or its office; and
- (b) all other costs, charges and expenses that he, she or it sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his, her or its own wilful neglect or default.

(2) The indemnity provided for in the preceding paragraph:

- (a) shall be applicable only if the Director or officer of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation; and
- (b) in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

(4) Subject to any applicable legislative requirements, the Corporation may purchase and maintain in force such insurance for the benefit of any person referred to in subsection 3.13 as the Board may from time to time determine.

### 3.14 Committees of the Board

(1) At the first meeting of the Board following the annual meeting of the Corporation, the Board shall establish the following Standing Committees:

~~the Executive Committee;~~

1. the Nominations **and Governance Committee;**

2. ~~Finance Committee;~~ **the Audit Committee;**

3. ~~Personnel Committee;~~ **the Human Resources Committee;**

4. **Fundraising Committee;** and

such other Standing Committees, Special Committees and Advisory Committees as the Board may from time to time deem necessary for the operation of the Corporation.

- (2) The Board shall appoint annually the members of the Standing Committees of the Board, provided that there must be a minimum of three Directors on all Standing Committees. Each of the Standing Committees shall annually appoint its chair from amongst its own members.
- (3) The Board may appoint additional members who are not Directors to all Committees of the Board ~~except the Executive Committee.~~
- (4) The Board may at any meeting, appoint any Special Committee or Advisory Committee and name the chair of the Special Committee or Advisory Committee.
- (5) The Board shall prescribe terms of reference for any Special Committee or Advisory Committee and for the Personnel Committee.
- (6) The Board may, by resolution, dissolve any Special Committee or Advisory Committee at any time.

**Section 3.14 per above was amended and approved at the AGM of October 22nd, 2010 (the strikethroughs and highlighted areas are amendments).**

To further amend SAFSS By-Law No. 1 to re-introduce the Executive Committee in Section 3.14.

Section 3.14 Committees of the Board

(1) Stay as is

Re-introduce the Executive committee;  
 the Nominations Committee;  
 Finance/audit Committee;  
 The Human Resources Committee;  
 Fundraising Committee, and.....of the Corporation.

(2) to (6) stay as is

Section 3.14 per above was amended and approved at the AGM of June 27, 2014 (highlighted areas are amendments)

**3.15 Procedures for Board Committee Meetings**

(1) Board Committee meetings shall be held at the call of the Chair, the chair of the Board Committee or at the request of any 50% of the members of the Board Committee.

- (2) Minutes shall be kept for all Board Committee meetings.
- (3) Guests may attend Board Committee meetings at the invitation of the chair of the Committee.
- (4) Business arising at any Board Committee meeting shall be decided by the procedure set out in Section 3.8(5).

### **3.16 Quorum**

- (1) A quorum for any Board Committee meeting shall be a majority of the members of the Board Committee entitled to vote.

### **~~3.17 Executive Committee~~**

~~(1) The Board may from time to time elect from among its members an Executive Committee consisting of such number of members as the Board may, by resolution, determine. The Executive Committee shall preferably, although not necessarily, be comprised of the Chair, Vice Chair, Treasurer and the Executive Director and such other Directors as may, from time to time, be appointed.~~

~~(2) The Executive Committee shall:~~

- ~~(a) exercise such powers as may from time to time, be given to it by resolution of the Board; and~~
- ~~(b) exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next meeting of the Board.~~

**Section 3.17 per above was amended and approved at the AGM of October 22nd, 2010 (the strikethroughs are amendments).**

To re-introduce section 3.17 by amending as follows:

### *3.17 Executive Committee*

- (1) There shall be an Executive Committee comprising of the Chair, Vice-Chair, Treasurer Secretary and such other Directors, including the Executive Director, as may, from time to time, be appointed.*
- (2) The Executive Committee shall:*
  - (a) exercise all powers of governance of the Corporation and such powers as may from time to time, be given to it by resolution of the Board;*
  - (b) exercise the full powers of the Board in all administrative and regulatory matters, reporting every action at the next meeting of the Board; and*
  - (c) review and implement such new regulations and policies as may be required to oversee the rights and duties of the Executive Director, assess the performance of the Executive Director and make such recommendations as may be necessary to the Board for the purposes of*

*appointing, compensating, reprimanding, suspending, terminating or replacing the Executive Director.*

*Section 3.17 per above was amended and approved at the AGM of June 27, 2014 (the highlighted areas are amendments).*

To further amend SAFSS By-Law No. 1 to remove the words "*and Governance Committee*" in section 3.18. ( Nominations Committee ).

### **3.18 Nominations Committee**

- (1) The Nominations **and Governance Committee** shall:
  - (a) nominate persons for election to the Board to fill any elected vacancies on the Board, and
  - (b) nominate Directors for consideration by the Board for election or appointment as officers of the Corporation.
- (2) In selecting persons as nominees for election to the Board, the Nominations Committee shall:
  - (a) endeavour to fulfill the requirements of the vision, mission and values of the Corporation, attached as Appendix "B" to this By-Law, after considering the list of elected and *ex-officio* Directors;
  - (b) consider the names of all persons submitted as nominees in accordance with this By-Law; and
  - (c) consider the potential contribution of any person nominated in relation to the function of the Corporation.
- (3) In selecting Directors for nomination for election or appointment as officers of the Corporation, the Nominations Committee shall review participation and attendance at previous Board and Committee meetings.
- (4) The Nominations Committee shall oversee the education and orientation of the Directors.
- (5) The Nominations Committee shall establish and implement procedures for the regular review of the overall performance of members of the Board in relation to the vision, mission and core values of the Corporation.

**Section 3.18 per above was amended and approved at the AGM of June 27, 2014 (the highlighted and coloured areas are amendments).**

### **3.19 ~~Finance~~ Audit Committee**



- (1) The ~~Finance~~-Audit Committee shall be chaired by the Treasurer and a majority of its members shall be elected Directors.
- (2) The ~~Finance~~ Audit Committee shall:
  - (a) study and recommend to the Board for approval a detailed annual budget for capital and operating revenues and expenditures for the ensuing fiscal year;
  - (b) study the detailed financial statements on a timely basis and report thereon to the Board accordingly;
  - (c) engage in multi-year financial and corporate planning; and
  - (d) inform and advise the Board on risk management and financial matters as requested.
- (3) The ~~Finance~~- Audit Committee shall receive at any one of its meetings any written report and recommendations of the Auditor.
- (4) ~~The Executive Director shall send a copy of the excerpt on the discussion of the audit from the Finance Committee's minutes to the Auditor.~~

**Section 3.19 per above was amended and approved at the AGM of October 22nd, 2010 (the strikethroughs are amendments).**

### **3.20 Personnel Committee**

**The Human Resources (HR) Committee shall:**

- (1) review and recommend Human Resources policies and procedure of SAFSS to the Board.**
- (2) initiate and develop strategic plans and recommend to the Board for approval of the same. The committee shall also oversee the implementation of the Plan.**
- (3) develop tools for recruitment and Job description of Executive Director. The committee may also give direction to on recruitment and job description of senior Management.**
- (4) review and oversee any Retirement Plan of SAFSS**

**Section 3.20 per above was amended and approved at the AGM of October 22nd, 2010 (the strikethroughs and highlighted areas are amendments).**

### **3.21 Fundraising Committee**

**The Fundraising Committee shall:**

- (1) be responsible for any fund raising activity of SAFSS. This committee will organize and conduct all fund raising events. Further, the committee will have authority to decide events, venues, pricing, program and any other related activity.**
- (2) comprise of three Board Directors, Executive Director and three staff members.**
- (3) endeavour to set annual fund raising targets and correspondingly identify events.**
- (4) provide the Board a report upon completion of an event. Also, the committee to advise the Board total fund raised in a year.**

**Section 3.21 per above was added as a new Section and approved at the AGM of October 22nd, 2010 (the highlighted areas are amendments).**

## **SECTION 4 — OFFICERS**

### **4.1 Officers.**

- (1) The officers of the Corporation shall consist of the following:
  - (a) Chair;
  - (b) Vice-Chair;
  - (c) Treasurer, who shall serve as the chair of the Finance Committee; and
  - (d) Secretary of the Corporation.
- (2) The term of the Chair shall be two years, renewable once.
- (3) The term of the Vice-Chair shall be two years, renewable once.
- (4) The term of the Treasurer shall be two years, renewable once.
- (5) The term of the Secretary shall be two years, renewable once.
- (6) *Ex-officio* Directors are ineligible to hold the offices of Chair, Vice Chair or Treasurer.
- (7) The officers of the Corporation shall be responsible for the duties set forth in these By-Laws, but they may delegate to others the performance of any or all such duties.
- (8) Any officer of the Corporation shall cease to hold office upon resolution of the Board.

### **4.2 Duties of the Chair.**

- (1) The Chair shall:
  - (a) preside at all meetings of the Board and Executive Committee

- (b) provide general leadership to the Board;
- (c) report to each annual meeting of the Corporation concerning the management and operations of the Corporation; and
- (d) perform such other duties as may, from time to time, be determined by the Board.

**Section 4.2 per above was amended and approved at the AGM of October 22nd, 2010 (the strikethroughs are amendments).**

#### **4.3 Duties of the Vice-Chair**

(1) The Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and shall perform any other duties assigned by the Chair or the Board.

#### **4.4 Duties of the Treasurer and Chair of the ~~Finance~~ Audit Committee**

- (1) The Treasurer shall:
- (a) cause to be kept proper books of account and accounting records of the Corporation in compliance with the provisions of the Act;
  - (b) submit a financial report at each regular meeting of the Board indicating the financial position of the Corporation at the close of the preceding period;
  - (c) submit an annual audited financial report to the Board and the Corporation of the financial operations of the Corporation;
  - (d) cause the annual accounts to be audited;
  - (e) serve as Chair of the ~~Finance~~ Audit Committee; and
  - (f) perform such other duties as may be determined by the Board from time to time.

**Section 4.4 per above was amended and approved at the AGM of October 22nd, 2010 (the strikethroughs are amendments).**

#### **4.5 Duties of the Secretary.**

- (1) The Secretary shall:
- (a) cause to be kept a record of the minutes of all Board and committee meetings;
  - (b) cause to be prepared all reports required under any applicable Act or Regulation of the Province of Ontario;

- (c) cause all minutes books, documents and registers of the Corporation required to be kept in accordance with the provisions of the Act;
- (d) cause to be kept copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or to the use of the Corporation; and
- (e) perform such other duties as the Board may direct.

## **SECTION 5 — ADMINISTRATIVE MATTERS**

### **5.1 Bonding - Fidelity Insurance**

- (1) Directors, officers and employees as the Board may designate shall secure from a guarantee company a bond of fidelity in an amount approved by the Board.
- (2) The requirements of subsection 5.1(1) may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- (3) The Corporation shall pay the expenses of any fidelity bond or policy secured under this section.

### **5.2 Signing Officers**

- (1) At least two officers of the Corporation or, in the absence of any officer of the Corporation at least two Directors, shall sign on behalf of the Corporation and affix the corporate seal to all contracts, agreements, conveyances, mortgages, or other documents, as may be required by law or as authorized by the Board.
- (2) The Board shall have power from time to time by resolution to appoint any other person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.

### **5.3 Seal**

- (1) The seal of the Corporation shall be in the form impressed hereon.

### **5.4 Banking and Borrowing**

- (1) The Corporation, with Board approval, may from time to time:
  - (a) borrow money on the credit of the Corporation;
  - (b) subject to any provision in the Act or other relevant legislation or regulations governing the Corporation, issue, sell or pledge securities of the Corporation;

- (c) subject to any provision in the or other relevant legislation or regulations governing the Corporation, charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and 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; and
  - (d) authorize any Director, officer or employee of the Corporation to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.
- (2) Any officer of the Corporation or any employee as may from time to time be designated by the Board, is hereby authorized or may be authorized on behalf of the Corporation:
- (a) to negotiate with, deposit with, endorse, or transfer to a chartered bank or trust company, but only for the credit of the Corporation, all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper;
  - (b) from time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bank or trust company;
  - (c) to receive all paid cheques and vouchers; and
  - (d) to sign the bank's or trust company's form of settlement of balances and release.

### **5.5 Deposit of Securities for Safekeeping**

(1) The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confirmed to specific instances.

### **5.6 Investments**

(1) The Board may invest and re-invest funds of the Corporation in such manner as determined by the Board, and shall not be limited to investments authorized by law for Directors under the *Trustee Act* of the Province of Ontario, provided such investments are reasonable, prudent and sagacious in the circumstances and do not constitute, either directly or indirectly, a conflict of interest.

## **5.7 Endowment Benefits**

(1) No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by Section 5.6.

## **5.8 Auditor**

(1) The Members of the Corporation shall, at the annual meeting of the Corporation, appoint an Auditor who shall not be a member of the Board or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the *Public Accountancy Act*, to hold office until the next annual meeting of the Corporation.

(2) The Auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

(3) In addition to making the report at the annual meeting of the Corporation, the Auditor shall, from time to time, report through the Finance Committee to the Board on the audit work with any necessary recommendations.

## **SECTION 6 — AMENDMENTS TO BY-LAWS**

**6.1** The Board may pass, repeal, amend or re-enact the By-Laws of the Corporation from time to time.

**6.2** Notwithstanding any other provision of this By-law, notice of motion to pass a new By-law or to amend these By-laws shall be given in a notice calling the meeting of the Board at which it is intended to present the By-law or the amendment.

**6.3** A By-law or an amendment passed by the Board, unless in the meantime it is confirmed at a general meeting of the Members of the Corporation duly called for that purpose, is effective only until the next annual meeting of the Members of the Corporation, unless confirmed by them thereat, and if not so confirmed by the general membership of the Corporation, the By-law or the amendment ceases to have effect at and from the date of the annual meeting and in that case no new By-law of the same or like substance has any effect until it is first confirmed at a general meeting of the Members.

**6.4** The notice calling the general membership meeting shall make clear reference to the By-law or the amendment, as the case may be, that will be placed before the general membership for confirmation at the meeting.

**6.5** The Members at the general membership meeting may confirm, reject, amend or otherwise deal with any By-law or amendment passed by the Directors and submitted to the meeting for confirmation, but no act done or right acquired under such By-law that has been approved pursuant to the Act is prejudicially affected by any such rejection, amendment or other dealing.



**APPENDIX A**

**MEMBERSHIP APPLICATION & DECLARATION FORM**

To: South Asian Family Support Services (the “Corporation”)

And to: The Members and Directors of the Corporation

Please check off the appropriate membership category:

- Individual Membership Annual fee: \$10
- Organization Membership Annual fee: \$50
- Business/ Corporation Annual fee: \$100
- Clients & Volunteers Annual fee: \$5.00

Member Ship Status
New Member ( )

**Please fill out ALL the following information:**

Name (Individual/Group/Organization): \_\_\_\_\_

Address: \_\_\_\_\_

City: \_\_\_\_\_ Postal Code: \_\_\_\_\_

Telephone: ( ) \_\_\_\_\_ Fax : ( ) \_\_\_\_\_

E-mail: \_\_\_\_\_

Web site: \_\_\_\_\_

**Only for Groups, Organization or Businesses**

Executive Director: \_\_\_\_\_

Contact Personal: \_\_\_\_\_ Position: \_\_\_\_\_

Address and City (if different than above): \_\_\_\_\_ Telephone \_\_\_\_\_

E-mail: \_\_\_\_\_ Fax: \_\_\_\_\_

We support the SAFSS mission statement, which is to enhance the effectiveness, the inclusion, and the development of diverse communities by building organization, group, and individual capacity through empowerment, innovation and partnership.

Authorized representative –Signature: \_\_\_\_\_

Please print name: \_\_\_\_\_

Date: \_\_\_\_\_



**The membership shall be for one year, from the date of each annual meeting to the end of the following annual meeting.**

Checklist (For the use of SAFSS only):

fully completed Membership Application

Settlement Assistance and Family Support Services

1200 Markham Road, Suit #214 & 221

Scarborough, ON M1H 3C3

E-mail: [reception@safss.org](mailto:reception@safss.org) Website: [www.safss.com](http://www.safss.com)

## DECLARATION

I .....

hereby declare as follows:

1. That I am eighteen years of age or more
2. That I reside in Greater Toronto Area (GTA).
3. I am enclosing the annual membership fee as determined by the Board of Directors
4. That I undertake to act in the best interest of SAFSS
5. That I undertake to abide by the By-Laws of SAFSS and any decision of the Board of Directors
6. That I agree to endorse and actively demonstrate SAFSS mission, vision and principles as outlined in the By-Laws.

If, I am found to be in violation of any of the above declarations, I understand that my membership may be terminated without any notice.

Signed	Place	Date

The person fulfills the membership requirements and is admitted as a general member of South Asian Family Support Services.

Signed	Place	Date

## SCHEDULE "A"

### GUIDELINES FOR SELECTION OF MEMBERS OF THE CORPORATION

1. Persons wishing to apply for membership in the Corporation shall;
  - a) **reside** in the Greater Toronto Area;
  - b) be a natural person eighteen (18) years of age or more or be a corporation, company, partnership, sole-proprietor or other legal entity that has designated one of its directors, officers, employees or partners as a Member;
  - c) pay an annual fee as determined by the Board of Directors;
  - d) undertake, as a condition of Membership, to act only in the best interests of the Corporation and not on behalf of any single issue **or** cause;
  - e) undertake that **any** decision of the Board of Directors is binding on all Members.
  
2. Unless otherwise provided for in the By-laws of SAFSS, the General Membership shall have one vote at all meetings of the Members of the Corporation.

#### Selection Criteria

1. The Membership Committee will endeavour that all **communities** served by the Corporation are fairly represented in the Membership.
2. A Member must be willing to endorse and actively demonstrate SAFSS mission and principles as outlined in the SAFSS By-Laws
3. Agency Membership shall have to be non-profit, non-governmental and be incorporated in Ontario, supporting SAFSS mission and principles
4. No membership in the Corporation shall become effective until **thirty (30)** days after the completed application for membership, accompanied by the annual fee. ~~and approved by the Board, in its discretion."~~

**Schedule "A" of the By-Law No. 1, item # 4 was amended per above and approved at the AGM of October 30, 2009 (highlighted and strikethrough areas are amendments).**

5. If necessary, the new applicant for Membership will be required to go through a personal interview with Membership Committee comprised of Board of Directors.

**The highlighted words in 1(a), 1(d) , 1(e), and 1 (in the Selection Criteria) above were approved at the AGM of December 12, 2003.**

**SCHEDULE “B”**  
**GUIDELINES FOR SELECTION OF DIRECTORS**

**1. Principles respecting Balance within the Board of Directors**

To ensure that the membership of the Board of Directors reflects the breadth, depth and diversity of the communities/interests/stakeholders served, the following principles, qualities and skills will guide the Nominations Committee (described further below) when considering candidates for Board membership:

- (a) the Board of Directors should be seen as being experienced and capable of leading the organization.
- (b) the elected membership of the Board of Directors shall reflect a wide range of interests and perspectives including:
  - understanding of the needs of the community and programs delivered by the organization;
  - understanding of the legal and human rights issues and country representation.
  - in-depth knowledge and understanding of Non-Discrimination policies and issues.

2. The membership of the Board of Directors and its committees should be selected so as to encompass both the responsibilities of Individual Directors and the Board of Directors and the Scope of Expertise and Perspectives, as set out below.

2.1 The membership must have regard for the demographic, linguistic, cultural, economic, geographic, ethnic, religious and social characteristics of the communities/stakeholders/interests served.

### **3. Scope of Expertise and Perspectives to be reflected within the Board of Directors**

Beyond the responsibilities to be demonstrated by all Directors, the availability of the following general qualities among the Directors would strengthen the Board:

- (i) Strategic planning experience;
- (ii) understanding of immigration and settlement policy, family/criminal laws and issues of domestic violence;
- (iii) understanding of the diverse needs of the communities/stakeholders interests served;
- (iv) previous experience in the social/community service sector;
- (v) knowledge and experience in contract negotiations and conflict resolution;
- (vi) knowledge and experience in the volunteer development sector;
- (vii) knowledge and experience in non-profit organizational management;
- (viii) understanding of fiscal, financial and legal matters;
- (ix) knowledge and experience in human resources management;
- (x) knowledge and experience in communications and information technology;
- (xi) knowledge and experience in government and public relations; and
- (xii) knowledge of grants, funding and disbursements principles and practices.

## **APPENDIX “B”**

### **VISION, MISSION AND VALUES OF THE CORPORATION**

#### **SAFSS Vision**

- South Asian Family Support Services’ vision is to be a leader in community service, providing multilingual and multicultural services to the community at large.
- Our satellite offices extend our client focused and innovative approach across the GTA.
- We provide a full range of services to our clients and their families, and continually identify and develop new programs that address the evolving needs of our diverse, ethno-cultural community.
- We are financially sound and stable, and able to sustain growth as well as continually strengthen our existing programs.
- Our staff looks forward to coming to work, and is trained and developed to support their growth and the growth of the organization.

#### **SAFSS Mission**

The Mission of South Asian Family Support Services is to assist, educate and empower newcomers, women, seniors, youth, children and families in their integration process to improve their quality of life, realize their fullest potential and become contributing members of the Canadian society.

#### **SAFSS Values & Code of Ethics**

At SAFSS we are committed to the highest standards of ethics and integrity. We are responsible to our clientele; to SAFSS’s employees and to the communities we serve. Our interactions with our clientele must reflect the high standards we profess.

Top 10 Values of SAFSS:

1. Every member in the SAFSS family (board, management and staff) honors the core value of diversity and respects all individuals.
2. In SAFSS we believe in honesty, caring, empathy, compassion and commitment, both within and outside the organization.
3. Core values include trustworthiness, high level of integrity and confidentiality.
4. SAFSS is committed to operate within an anti-discrimination and anti-oppression framework.

5. Our thoughts are reflected in our practice and all activities are transparent.
6. SAFSS is committed to a safe and non-judgmental environment.
7. SAFSS always encourages and rewards team spirit and teamwork.
8. SAFSS always strives to provide highest standard of service with professionalism.
9. SAFSS believes in strengthening the environment and thus all activities are eco-friendly.
10. SAFSS encourages and rewards creativity of every member in the family.