

**CENTRE FOR INDEPENDENT LIVING IN TORONTO  
(C.I.L.T.) INC.**

**BY LAWS**

As of  
September 27, 2012

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THE CENTRE FOR INDEPENDENT LIVING IN TORONTO (CILT), INC.

**BY-LAWS**

**ARTICLE 1: NAME**

The name of the organization shall be Centre for Independent Living in Toronto (C.I.L.T.) Inc., (hereinafter alternatively called CILT and the "Corporation").

**ARTICLE 2: HEAD OFFICE**

The office of CILT shall be in Toronto in the Province of Ontario and at such place therein as the Board of Directors may from time to time determine.

**ARTICLE 3: SEAL**

The seal of the Corporation shall contain the words "Centre for Independent Living in Toronto (C.I.L.T.) Inc." and shall be circular and in the form imprinted in the margin hereof.

**ARTICLE 4: PURPOSE OF CILT**

To promote the attainment and maintenance of optimum independent living of persons with disabilities in Toronto.

**ARTICLE 5: BASIC PRINCIPLES OF THE ORGANIZATION**

The organization shall be dedicated to the development and promotion of the Independent Living philosophy and movement in Toronto; and the establishment of appropriate standards to strive for the following principles:

1. Consumer Control - This principle ensures that CILT's services and managerial structures will be governed by a majority of people with disabilities.
2. Consumer Participation - Having this principle will encourage the full participation as disabled consumers in the delivery, planning, and monitoring of all major programs and activities initiated by CILT.

3. Cross-disability Constituency - Having this principle will encourage CILT to reflect a wide cross-section of the disabled community and to respond to the individual unmet needs of all potential consumers of its services.
4. Community Involvement - Having this principle calls for ongoing consultation with a broad range of community expertise. Involved expertise at a variety of levels in CILT will ensure an appropriate level of service standards in the development and delivery of its programs.
5. Flexibility - Having this principle assures that CILT will respond to ever-changing needs. Thus CILT should be prepared to "phase out" programs it has developed where they no longer serve a need, or where a more appropriate service base has been found. In this process CILT will seek to avoid duplication of existing services and to fill in gaps in the community's current services.

## **ARTICLE 6: OBJECTIVES OF THE ORGANIZATION**

The objects of CILT are:

1. To assist disabled people to function at their optimum level and in as independent an environment as possible.
  - (a) To gather information and develop a mechanism which will provide disabled people with information about available resources and which will allow them to maintain/achieve independent living.
  - (b) To develop peer networks which will provide support to disabled people who wish to make the transition from dependent to independent living.
  - (c) To increase the skills of daily living for disabled people so that they can function in an independent setting.
  - (d) To develop a mechanism to facilitate the search and acquisition of appropriate housing.
  - (e) To develop guides and a registry to facilitate the use of attendant care for those whose independence will be enhanced by it.

2. To develop a mechanisms to encourage and support the pursuit of education and gainful employment.

## **ARTICLE 7: MEMBERSHIP OF THE ORGANIZATION**

1. Membership shall consist of individual members who support the principles of Independent Living and who have paid their annual dues to CILT.
2. Each member in good standing shall be entitled to one (1) vote on each question arising at any annual or general meeting of the members. For those disabled consumers who wish to become members but are unable to afford the cost of membership, the Board of CILT may designate a staff member to review the request to waive fees and make a recommendation to the President for a decision by the President. The staff member and the President will ensure confidentiality.
3. The Board of Directors of CILT may confer Honourary Life Membership in CILT on any person who has made an outstanding contribution to CILT. Honourary Life Members shall not be required to pay annual membership dues. Honourary Life Members shall have no vote at meetings of the members of CILT.

## **ARTICLE 8: MEMBERSHIP DUES**

1. The amount of annual membership dues of CILT may be established from time to time by the Board of Directors, but shall only be effective upon confirmed resolution by the General membership at an Annual or General Meeting.
2. Membership dues shall cover a twelve (12) month period and are renewable twelve (12) months from the effective date. When the period allowed has lapsed, all privileges including voting, will be lost.

## **ARTICLE 9: SPONSORSHIP**

1. Any organization which supports the objectives and goals of C.I.L.T. may be given the title SPONSOR.
2. Organizations being considered for sponsorship, shall have their name

put forward before a regular meeting of the Board of Directors or before a subcommittee designated by the Board which will make a recommendation to the Board for a decision by the Board.

3. Sponsors shall enjoy all the rights and privileges of membership with the exception of voting privileges.

#### **ARTICLE 10: ANNUAL MEETING**

The annual meeting of CILT shall be held each year within six (6) months of the fiscal year end.

1. A report of the activities of CILT for the previous year, the audited financial statements and the auditor's report shall be presented.
2. New by-laws and amendments to, or revocations of, existing by-laws shall be presented for confirmation by the members. Notice of such changes shall be presented to the members prior to the commencement of the A.G.M..
3. The Board of Directors may present such other information or material relating to CILT's affairs as, in the opinion of the Board of Directors, is of interest or importance to the members.
4. Members' agenda items, for which the Secretary of the Board has received notice in accordance with Article 12 of this by-law shall be discussed.
5. Other business relating to the affairs of CILT which a majority of the members present at the meeting by resolution consent to discuss, shall be discussed.
6. Auditors shall be appointed for the next year.
7. A new Board of Directors shall be elected.

#### **ARTICLE 11: GENERAL MEETINGS**

The President of the Board of Directors shall hold power to call a general meeting of the members to be held at such time and place in the municipalities of Toronto as the President or Directors determine.

In addition, meetings of the membership must be called by the Board upon

the request, in writing, of at least 10% of the members.

## **ARTICLE 12: MEMBERS AGENDA ITEMS**

Any member wishing to have any matter connected with the affairs of CILT brought up or discussed at any meeting shall notify the Secretary of the Board or the Executive Director of such matters at least fourteen (14) days before the meeting; upon receipt of such a notification, the Secretary of the Board or the Executive Director shall place the matter on the agenda of the meeting.

## **ARTICLE 13: NOTICES OF MEMBERS' MEETINGS**

Notice in writing of the annual and all general meetings of members, stating the time and place of the meeting and the general nature of the business to be transacted at the meeting, shall be delivered or sent by mail, postage prepaid or facsimile, at least twenty-one (21) days (exclusive of the day of mailing and of the day for which the notice is given) before the date of such meeting to each member at his/her address as it appears on the current membership list. The membership list shall consist of name, address, interests in CILT programs and communications format preferred (such as large print, electronic, audio tape or other alternate formats). Notice of proposed changes to the By-laws shall be sent to the members with the notice of the Annual General Meeting.

## **ARTICLE 14: PROXIES**

Every member entitled to vote who cannot attend at a meeting may submit a proxy. The proxy must be deposited with a Board member or at the office of CILT during business hours up to and including the last business day preceding any meeting or adjourned meeting of the members.

1. A proxy shall cease to be valid thirty (30) days from its date.
2. A proxy shall contain the date, the appointment and name of the nominee, and may contain a revocation of a former proxy, restrictions, limitations or instructions as to the manner in which the proxy is to be used.
3. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the member or by his/her attorney authorized in writing, and upon either of such

deposits, the proxy is revoked.

#### **ARTICLE 15: QUORUM FOR MEMBERS' MEETING**

The presence of twelve (12) members shall be necessary to constitute a quorum. No business shall be transacted at any meeting of members unless the requisite quorum is present at the commencement of and throughout the transaction of such business.

#### **ARTICLE 16: PROCEDURE AT MEMBERSHIP MEETINGS**

In the absence of the President or other ex-officio member, the members present shall choose another director as chairperson of the meeting. At any meeting of members, each member who is present or represented by a proxy shall have one vote by virtue of being a member in accordance to Article 5. Unless otherwise required by the by-laws of the corporation, or by law, every question submitted to a meeting of members shall be decided by a majority of votes, and in the event of a tie, the chairperson of the meeting shall cast the deciding vote. Unless a poll is demanded, the declaration by the chairperson that a resolution has been carried or carried unanimously or not carried and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact.

If at any meeting, a poll is demanded on the election of a chairman, or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question, it shall be taken in such a manner and either at once or after adjournment as the chairperson of the meeting directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn. The chairperson may, with the consent of the majority of the members present at the meeting, adjourn the same from time to time, and no notice of such adjournment need to be given to the members not present. Any business may be brought before and dealt with at such reconvened meeting as might have been considered at the original meeting in accordance with the notice calling it.

Subject to this by-law, all meetings of members shall be conducted in accordance with "Roberts Rules of Order". The Chairperson at any meeting of members may appoint one or more persons (who need not be members) to act as scrutineer(s) at such meetings.

## **ARTICLE 17: MINUTES**

Copies of the minutes of general meetings shall be available to all members who indicate to the Secretary of the Board or the Executive Director their desire to so receive minutes.

## **ARTICLE 18: MEMBER NOTIFICATION OF ADDRESS**

All members shall keep the Corporation informed of their current mailing address, living or working address.

## **ARTICLE 19: NUMBER OF DIRECTORS**

1. A "disabled consumer" is defined as a person having a disability such that, as a result of their disability, the person experiences attitudinal, structural and/or systemic barriers to full integration into society.
2. The affairs of the Corporation shall be managed by a board of twelve (12) directors until changed by special resolution. The majority of the board shall be made up of disabled consumers and the positions of President and Vice-President shall at all times be a disabled consumer.

## **ARTICLE 20: QUORUM**

Two-fifths of the total number of directors shall form a quorum for any meeting of the Board of Directors unless otherwise provided by special resolution.

## **ARTICLE 21: PARTICIPATION IN MEETINGS**

If all of the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of such conference telephone or other communications facilities as permit all persons participating in such a meeting to communicate with one another. A director participating by such means is deemed to be present at the meeting.

## **ARTICLE 22: QUALIFICATIONS OF DIRECTORS**

1. All Directors shall be eighteen years of age or more and shall have been

members of CILT for a minimum of (two) 2 months.

2. All Directors shall sign an agreement to be a Director as set out in Schedule B.

### **ARTICLE 23: ELECTION OF DIRECTORS**

1. Term -- A Director shall be elected for a term of 2 years, and shall be eligible for re-election for two further consecutive terms if she/he continues to meet the qualifications described in Article 22 of above, and thereafter, shall not be eligible for re-election until a period of twelve months has elapsed.
2. Procedure -- The members elect the directors, normally at the annual general meeting, but the elections can be scheduled for another meeting. The election may be by a show of hands unless a ballot is requested by any member.

### **ARTICLE 24: NOMINATING COMMITTEE**

The Board shall appoint a nominating committee which shall:

- (a) prepare a slate of one or more candidates for each office which will be vacant and for which an election is to be held at or after the annual meetings;
- (b) accept any additional written nominations for elected office anytime prior to the holding of annual elections, but this does not preclude the chair of the annual meeting from accepting further nominations from the floor at the time of election; and
- (c) make recommendations to the Board of names of people to fill vacancies in office or on the Board or on committees that occur throughout the year.

### **ARTICLE 25: OFFICERS**

1. The Officers of the Corporation shall be the President, the Vice-President, the Secretary, the Treasurer and the immediate Past-President. Except for the immediate Past-President, the Officers shall be elected from the Board of Directors by majority vote of the Board for a term of one year after their election or until their successor is elected or appointed, and if otherwise eligible may be re-elected an

Officer of the Corporation and shall have the duties and responsibilities set forth in Schedule A to these By-laws. The office of immediate Past-President shall be occupied by the person who most recently ceased to be the President of the Corporation, provided that such person remains a member of the Board of Directors, and shall remain in the office of immediate Past-President for so long as he or she remains a member of the Board of Directors and he or she continues to be the person who most recently ceased to be the President of the Corporation. The duties of the immediate Past-President shall be those that are assigned to him or her from time to time by resolution of the Board of Directors.

3. The signing officers of the Corporation shall be President, Vice - President, Secretary, Treasurer and Executive Director;
  - (a) all cheques or other negotiable instruments must be signed by any two of either the signing officers or such other persons designated by resolution of the Board as bank signing officers. No person authorized to sign cheques or other negotiable instruments of the Corporation shall sign a blank cheque. Before signing a cheque or other negotiable instrument, the a person so authorized to do so must make sure that the expenses have been properly approved. Persons authorized to sign cheques or other negotiable instruments of the Corporation may use other methods of payment (such as electronic fund transfers) only subject to policies approved by the Board;
  - (b) all other documents to be signed by the Corporation must be signed by any two of either the signing officers or such other persons authorized by resolution of the Board to sign. This includes any written commitment of the Corporation, such as a contract for work to be done. Before signing a document, the officers must make sure that the document has been properly approved. The Board can make a specific decision to appoint any officer, director or employee to sign documents, or any class of documents, for the Corporation;
  - (c) signing officers may authorize purchases and approve payment of purchases, expenses, salaries and wages, benefits and entitlements, statutory remittances, and other disbursements or financial obligations only subject to policies approved by the Board and only subject to the annual budget approved by the Board. The Board may by resolution delegate some or all of these responsibilities to the Executive Director to other persons recommended by the Executive Director;

- (d) signing officers and any other person duly authorized to sign on behalf of the Corporation must have Board approval before making any other commitments, or entering into other contracts or obligations, for the Corporation. When authorizing a document, the Board can decide its exact form. If it does not, the signing officers can approve the final document; and
  - (e) anyone who has the authority to sign documents can also put the corporate seal on a document.
4. The Chief Executive Officer (C.E.O.) of the Corporation shall be the Executive Director.
  5. The Executive Committee shall be the President, Vice-President, Secretary, Treasurer, and either the immediate Past-President or a Director at Large.
  6. Indemnification of Directors and Officers - The Corporation hereby indemnifies all directors and officers, and their heirs and legal personal representatives, to the maximum extent permitted by Section 80 of the Corporations Act. This includes paying for any judgement or costs against directors and officers less any costs that result from failing to comply with their duties to the Corporation. The Corporation will indemnify all employees to the same extent. The Corporation shall purchase and maintain such insurance for the protection of the directors and officers of the Corporation, as the Board may from time to time determines.

#### **ARTICLE 26: QUALIFICATIONS FOR MEETINGS OF THE BOARD OF DIRECTORS**

Meetings of the Board of Directors may be called by order of the President, Vice - President, Secretary, Treasurer or any two Directors at such time and place in the Province of Ontario as the person or persons calling the meeting may determine or as may be fixed by resolution of the Board of Directors.

#### **ARTICLE 27: NOTICE OF MEETINGS OF THE BOARD OF DIRECTORS**

Notice of regular meetings of the Board of Directors shall be given two weeks in advance and at least 48 hours in advance for emergency meetings by e-mail, mailing, telephoning, facsimile transmission or delivering of the same prior to the date fixed thereof. Meetings may be held without notice provided that all the directors be present or those absent have waived notice or have

otherwise signified in writing their consent to the meeting being held in their absence. Such waiver of notice or consent may be given either before or after the meeting. Each newly-elected Board of Directors may without notice hold its first meeting immediately following the meeting of members at which such Board of Directors were elected, provided a quorum of Directors are present. Any meeting at which a Director or Directors has or have been elected to fill a vacancy or vacancies on the Board, no notice of such meeting shall be necessary to the newly-elected Director or Directors, as the case may be, in order to legally constitute the meeting. The Board shall meet for regular meetings at an hour to be named and of such declaration by the Secretary of the Board or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

## **ARTICLE 28: VOTING**

A majority vote is needed to make a decision of the Board, unless these by-laws otherwise provide. If there is a tie vote, the decision is made in the negative. All votes held at any such meeting shall be taken by ballot if so demanded by any director present, but if there is no demand a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the minutes shall be sufficient evidence as prima facie proof of the number or proportion of the votes recorded in favour of or against such motion.

## **ARTICLE 29: VACANCIES ON THE BOARD OF DIRECTORS AND OTHER POSITIONS**

1. As long as a quorum of Directors remain in office, the Board of Directors may fill vacancies on the Board however caused, by appointment of a person who in turn is a member of CILT and fulfils the requirements of membership as in Article 7 and 22. Any member so appointed will hold office until ratified at the next annual meeting. If there is not a quorum of Directors remaining in office, the remaining Directors shall forthwith call a special general meeting of the members to fill the vacancies.
2. If a position of an Officer of the Corporation is vacant, then the Board of Directors shall fill the vacancy by appointment from among the directors unless there are no qualified or interested Board members.
3. If the position of "Director-at-Large" on the Executive Committee is vacant, then the Board of Directors may by resolution fill the vacancy by appointing another director to the position for the remainder of the term of the Director-at-Large whose position became vacant.

### **ARTICLE 30: VACATING OFFICE OF DIRECTOR**

The office of a Director of CILT shall be vacated:

1. If by notice in writing she/he resigns said office
2. If she/he or spouse becomes an employee of CILT
3. If said director misses three (3) Board meetings in a twelve (12) month period without just cause. Notification of absence should be given.

### **ARTICLE 31: REMOVAL OF DIRECTORS FROM OFFICE**

The members of CILT may, by a resolution, passed by at least 2/3 of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution has been given, remove any director from office before expiration of the term of the person's office.

### **ARTICLE 32: CONFLICT OF INTEREST**

A Director with a financial interest in any matter before the Board shall declare conflict of interest and absent him/herself from the portion of the meeting in which such matter is discussed and during a vote on such matter.

### **ARTICLE 33: POWERS OF THE BOARD OF DIRECTORS**

The Board of Directors shall exercise all powers of the Corporation as are set out by the Corporation Act of Ontario, execute any contracts required, adhere to the by-laws of the Corporation or otherwise authorized to exercise and do, except things specifically required to be done by the Members at an annual or general meeting.

### **ARTICLE 34: NO REMUNERATION FOR DIRECTORS**

Directors shall serve without remuneration and no Director shall indirectly or directly receive any profit in his/her position as such; provided that a Director may be reimbursed for reasonable expenses incurred by the person in the performance of the person's duties.

## **ARTICLE 35: AUTHORIZING, BORROWING AND PLEDGING**

1. The directors of the Corporation may from time to time by resolution:
  - (a) borrow money upon the credit of the Corporation, such borrowing to be limited for the purpose of current operating expenses, but not so limited if the borrowing is done on the security of real or personal property;
  - (b) limit or increase the amount to be borrowed;
  - (c) issue debentures or other securities of the Corporation;
  - (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and,
  - (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.
2. Any such resolution may provide for the delegation of such powers by the directors to such officers or directors of the Corporation to such extent and in such manner as may be set out in the resolution.
3. This By-law shall remain in force and be binding upon the Corporation as regards any person acting on the faith thereof until such person has received written notification from the Corporation that this By-law has been repealed or replaced.

## **ARTICLE 36: RESERVE FUNDS**

Reserve Funds have been accumulated since 1991 from various sources such as proceeds from fundraising events, productive enterprises and interest. These funds are Board-directed.

The use of the General/Capital section of the Reserve Fund may include such items as moving costs, improvements and repairs to rental space, the addition or improvement of accessibility features such as electric door openers or other unfunded devices or features required to accommodate disability (if such funds cannot be obtained from the operating budget). This section will constitute 23% of the Reserve.

The Program Development section of the Reserve Fund is meant for such things as severance packages, vacation pay and program closure costs. This may also be used to fund special programs that benefit our community, where other funding might not be available but where the program is clearly needed to assist persons with a disability wanting to live and work independently in the community.

Other uses of this fund would include unfunded legal or consultants' fees in connection with projects and for rent in the event that funding is not forthcoming. The use of this reserve fund must also be approved by the Board of Directors and monitored by the Executive Director who will provide reports to the Board of Directors for review and potential revision every 6 months or as appropriate. This section will constitute 77% of the Reserve.

## **SCHEDULE A: DUTIES OF OFFICERS**

### **Duties of the President**

Unless another person is authorized by the meeting, the President, when present, chairs all meetings of the members of the Corporation and of the Board. The President, with the Secretary or other officer appointed by the Board to do so, will sign all by-laws and any membership certificates. During the absence or inability of the President, her/his duties and powers may be exercised by any other director as the Board may decide.

### **Duties of the Vice President**

During the absence or inability of the President, his/her duties and powers may be exercised by the Vice-President or such other director as the Board may from time to time appoint for the purpose.

### **Duties of the Secretary**

To be decided by the Board of Directors.

### **Duties of the Treasurer**

To be decided by the Board of Directors.

### **Duties of Other Officers**

The duties of all other officers of the Corporation will be such as the Board decides.

**SCHEDULE B: AGREEMENT TO BE A DIRECTOR**

Centre for Independent Living in Toronto (C.I.L.T.) Inc.

I agree to be a director of the Corporation.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

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