

CONSTITUTION

of

FAMILY COUNSELLING CENTRE OF BRANT, INC.

(Formerly the Family Service Bureau (Social Service League) of Brantford and Brant County)

ARTICLE I

NAME

The name of the organization shall be "FAMILY COUNSELLING CENTRE OF BRANT, INC."

ARTICLE II

OBJECTS

The objects of Family Counselling Centre of Brant, Inc. shall be as provided for in the Letters Patent of the organization, as may be amended from time to time.

ARTICLE III

SEAL

The seal of Family Counselling Centre of Brant, Inc. an impression whereof is stamped in the margin hereof, shall be the corporate seal of the said Family Counselling Centre of Brant, Inc.

ARTICLE IV

HEAD OFFICE

The Head Office of Family Counselling Centre of Brant, Inc. shall be in the city of Brantford, and the province of Ontario and at such place therein as the directors may from time to time determine.

ARTICLE V

NON-PROFIT CORPORATION

Family Counselling Centre of Brant, Inc. shall be carried on without the purpose of gain for its members, and any profits and accretions to the said Family Counselling Centre of Brant, Inc.

shall be used in promoting its objects.

ARTICLE VI

REMUNERATION OF DIRECTORS

AND IT IS HEREBY ORDAINED AND DECLARED that the directors shall serve as such without remuneration, and no director shall directly or indirectly receive any profit from their position as such; provided that a director may be paid reasonable expenses incurred by them in the performance of their duties.

ARTICLE VII

DISSOLUTION

AND IT IS HEREBY ORDAINED AND DECLARED that, upon the dissolution of Family Counselling Centre of Brant, Inc. and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario.

ARTICLE VIII

REPEAL

The previous constitution of the Family Counselling Centre of Brant, Inc. is repealed as of the coming into force of this constitution. Such repeal shall not affect the previous operation of the constitution so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any articles or predecessor charter documents of Family Counselling Centre of Brant, Inc. obtained pursuant to the constitution prior to its repeal. All officers and persons acting under the constitution so repealed shall continue to act as if appointed under the provisions of this constitution and all resolutions of the members or the board or a committee of the board with continuing effect passed under the repealed constitution shall continue to be good and valid except to the extent inconsistent with this constitution and until amended or repealed.

ARTICLE IX

AMENDMENTS/REPEAL

- (a) This Constitution may be amended or repealed by a resolution passed by a majority of the board and ratified by a 2/3 vote of the membership present, at the next annual meeting or

such other meeting as may be called for the purpose of ratification of same.

- (b) Notice of proposed amendments to or repeal of any part of this Constitution may be given in writing to the president not less than 15 days prior to the annual meeting or a special general meeting of the membership of Family Counselling Centre of Brant, Inc.

AMENDED by the affirmative vote of all the members entitled to vote at the Annual General Meeting held in the City of Brantford on the 18th day of September, 2019.

Gregory Grummett, President

Sherry Paling, Secretary-Treasurer

FAMILY COUNSELLING CENTRE OF BRANT, INC.

AMENDED AND RESTATED BY-LAW #1

ARTICLE I

MEMBERSHIP

- (a) All Members shall uphold the mission, vision and values of Family Counselling Centre of Brant, Inc., be at least 18 years of age, reside within the municipalities serviced by Family Counselling Centre of Brant, Inc., provide the monetary contribution as required by paragraph (b) below, and be those persons who have been accepted into membership in the Family Counselling Centre of Brant, Inc. by resolution of the Board. There shall be maintained at the head office of Family Counselling Centre of Brant, Inc. a list of members in good standing (the “Members” and each, a “Member”). There shall only be one class of Members in the Family Counselling Centre of Brant, Inc. and all Members are entitled to one vote at meetings of Members of the Family Counselling Centre of Brant, Inc.
- (b) To qualify for membership and to maintain membership status, save as otherwise expressly herein provided, all Members must make an annual monetary contribution to Family Counselling Centre of Brant, Inc., as they determine in their sole discretion unless otherwise determined from time to time by the board. Any resolution of the Board respecting fees shall not be permanently effective until confirmed by the Members at an annual general meeting of the Members.
- (c) A membership in the Family Counselling Centre of Brant, Inc. is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Corporations Act of Ontario, and any act that may be substituted for it, as from time to time amended (the “Act”).
- (d) Upon 15 days’ written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. 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.
- (e) Any Member of the Family Counselling Centre of Brant, Inc. may resign as a Member of the Family Counselling Centre of Brant, Inc. by letter addressed to the Secretary of the Family Counselling Centre of Brant, Inc. at the head office of the Family Counselling

Centre of Brant, Inc. The Board may, by resolution passed by a majority vote, request any Member to resign.

MEETINGS OF MEMBERS

- (a) Annual General Meeting - The annual and general meeting of the Members shall be held at such time and on such day in each year as the Board or the president may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors, appointing auditors and fixing or authorizing the Board to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting (the “Annual General Meeting”).
- (b) Special Meetings - The Board or the president shall have power to call a special meeting of Members at any time.
- (c) Place of Meetings - Meetings of Members shall be held at the head office of the Family Counselling Centre of Brant, Inc., by telephone or elsewhere in the municipality in which the head office is situated or if the Board shall so determine, at some other place in Ontario.
- (d) Notice of Meetings - Notice of the time and place of each meeting of Members shall be given, in the manner hereinafter provided, not less than ten (10) days before the day on which the meeting is to be held, to each Member of record who is entered in the books of the Family Counselling Centre of Brant, Inc. at the close of business on the day on which the notice is given. Notice of meetings of Members, special or general, shall state the general nature of the business to be transacted at it.
- (e) Meetings Without Notice - A meeting of Members may be held at any time and place without notice if all the Members entitled to vote thereat are present in person or represented by proxy, or if those not present or represented by proxy waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted which the Family Counselling Centre of Brant, Inc. at a meeting of Members may transact.
- (f) Chair, Secretary and Scrutineers - The president or, in their absence, a vice-president who is a director of the Family Counselling Centre of Brant, Inc. shall be the chair of any meeting of Members. If no such officer be present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chair. If the secretary of the Family Counselling Centre of Brant, Inc. is absent, the chair shall appoint some person, who need not be a Member, to act as secretary of the meeting. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution or by the chair with the consent of the meeting.

- (g) Persons Entitled to be Present - The only persons entitled to attend a meeting of Members shall be those entitled to vote thereat, the auditors of the Family Counselling Centre of Brant, Inc. and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.
- (h) Quorum - A quorum for the transaction of business at any meeting of Members shall consist of a majority of the total Members in person or represented by proxy.
- (i) Right to Vote - At any meeting of Members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Family Counselling Centre of Brant, Inc. as a Member.
- (j) Proxies - At any meeting of Members a proxy duly and sufficiently appointed by a Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing them, the same voting rights that the Member appointing them would be entitled to exercise if present at the meeting. A proxy shall be a Member. An instrument appointing a proxy shall be in writing and, if the appointer is a corporation, shall be under its corporate seal, subject to the Act. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the Family Counselling Centre of Brant, Inc. or of the meeting or as may be directed in the notice calling the meeting.
- (k) Votes to Govern - At any meeting every question shall, unless otherwise required by the letters patent or by-laws of the Family Counselling Centre of Brant, Inc. or by law, be determined by the majority of the votes duly cast on the question.
- (l) Show of Hands - Any question at a meeting of Members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairman of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.
- (m) Polls - After a show of hands has been taken on any question, the chair may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the chair shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each

Member present in person or represented by proxy and entitled to vote shall have one vote and the result of the poll shall be the decision of the Members upon the said question.

- (n) Casting vote - In case of an equality of votes at any meeting of Members either upon a show of hands or upon a poll, the chair of the meeting shall not have an additional or casting vote.
- (o) Adjournment - The chair at a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

ERRORS IN NOTICE, MEMBERS

- (a) No error or omission in giving notice of a meeting of Members shall invalidate such meeting or invalidate or make void any proceeding taken or had at such meeting.

ARTICLE II

BOARD OF DIRECTORS

- (a) The management of the Family Counselling Centre of Brant, Inc. shall be vested in a board of directors consisting of a minimum of six (6) board members and a maximum of twelve (12) board members (the “Board”).
- (b) The membership of the Board shall be representative of the community it serves. No community or specific interest group shall have greater than 40% representation, creditor representation shall not exceed 40% and for definition purposes a creditor representative is a person whose primary business or professional affiliation is concerned with providing credit or collecting debts.
- (c) The term of office of a Director shall not exceed six (6) consecutive years, after which time such a Director must retire from the Board for a period of not less than one year from the time of the Annual General Meeting, at which this amendment was accepted, who has served six (6) or more consecutive years, may complete their current term of office.
- (d) Any director who is absent from three (3) consecutive regular board meetings or who does not attend at least 60% of the regular board meetings in one board year will forfeit their position as a director of the Family Counselling Centre of Brant, Inc. unless the Board has formally granted leave of absence.
- (e) Where there is a vacancy in the Board and so long as a quorum of directors remains in

office, the same may be filled by the directors from among the qualified members of the Family Counselling Centre of Brant, Inc. to complete the term of the director retired if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the Members. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members of the Board to fill the vacancy.

- (f) The Board may from time to time appoint one or more ex-officio directors to hold office at the pleasure of the Board. Such directors may attend and participate in any meetings of the Board but shall not vote thereat or be counted for purposes of determination of a quorum.
- (g) There shall be at least ten (10) regular monthly meetings of the Board of the Family Counselling Centre, Inc. at such time and place as may be determined by the Board.
- (h) One half of the number of active members from time to time of the Board, present at any Board meeting, shall constitute a quorum of the Board, provided that in any event the quorum shall not be less than five (5) members of the Board.
- (i) Special meetings of the Board may be called by the President at such time as the President deems feasible and at their discretion or alternatively, on written request to the President and the Secretary of the Family Counselling Centre, Inc. of any five (5) Directors. Upon receipt of such request the president shall, within 4 days cause such special meeting to be called at a reasonable time, date and place.

ARTICLE III

DUTIES OF THE BOARD OF DIRECTORS

- (a) The Board shall have power to appoint a salaried Executive Director who shall act as Executive Director of the Family Counselling Centre of Brant, Inc. subject to the instructions of the Board. The Executive Director shall attend meetings of the Board.
- (b) The Board shall make all such resolutions as it may deem necessary governing the management of the Family Counselling Centre of Brant, Inc..
- (c) The Board shall submit to the Annual General Meeting of the Family Counselling Centre of Brant, Inc. a report of its proceedings and of the conditions of the Family Counselling Centre of Brant, Inc.. It shall also submit an audited statement of the financial position of the Family Counselling Centre of Brant, Inc., of its receipts and expenses during the past year, and such further and other suggestions and statements as the Board may deem expedient. The Annual General Meeting of the Family Counselling Centre of Brant, Inc.

shall be held within six months following the close of the previous fiscal year.

ARTICLE IV

OFFICERS OF THE BOARD

- (a) Officers of the Family Counselling Centre shall be elected by the Board at the Board meeting following the Annual General Meeting and shall also serve as officers of the general membership of the Family Counselling Centre of Brant, Inc..
- (b) The officers of the Family Counselling Centre of Brant, Inc. shall consist of the following:
 - President
 - Vice-President
 - Secretary
 - Treasurer
- (c) Officers shall hold office from the time of their election until the Board meeting following the second Annual meeting following their appointment, so that they serve as appointed for terms of two (2) years.
- (d) Resignation of an officer must be in writing and is effective from the date that it is accepted by the Board of Directors.

ARTICLE V

DUTIES OF OFFICERS

- (a) Each officer shall have, in addition to the duties and powers herein set forth, all duties commonly incidental to their office, such other duties and powers as the President and/or Board shall from time to time determine.
- (b) The President shall call and preside at all meetings of the Family Counselling Centre of Brant, Inc. including all meetings of the Board, special meetings of the Board, special general meetings of the Family Counselling Centre of Brant, Inc., and shall be, by virtue of the office, permitted to attend as an ex-officio member all committees of the Family Counselling Centre of Brant, Inc. if the President is not appointed to any such committees.

The President shall sign all papers as required by such office or instructed by the Board, shall make reports and recommendations to the Board and to the membership of the

Family Counselling Centre of Brant, Inc. and any annual or special meetings, concerning the affairs of the organization. The President may require from time to time, all reports from the Treasurer, Executive Director and any other officer or Director of the Family Counselling Centre of Brant, Inc. as in their judgment are necessary for the management of the Family Counselling Centre of Brant, Inc. and shall perform all other duties incidental to that office.

- (c) The Vice-President, in the order named, shall perform all duties of the President in their absence, resignation or inability of the latter to act, and shall perform all other duties as the President and/or the Board shall from time to time determine.
- (d) The Treasurer shall keep or cause to be kept accurate records of all financial transactions of the Family Counselling Centre of Brant, Inc. and shall manage all monies and securities that may from time to time be deposited to the credit of the Family Counselling Centre of Brant, Inc. in accordance with the directions of the Board. The Treasurer shall further be responsible for providing necessary statements and reports relating to the finances of the Family Counselling Centre of Brant, Inc..
- (e) The Secretary shall cause to be issued notices of all meetings of the Board no less than one week prior to date of said meeting. The Secretary shall also cause to be issued public notice of the Annual General Meeting and other general meetings as per ARTICLE I (b). The Secretary shall have charge of the Minute Books of the Family Counselling Centre of Brant, Inc. and shall sign any documents together with any other officer designated for that purpose.

ARTICLE VI

EXECUTIVE DIRECTOR

- (a) The Executive Director shall be appointed by the Board to hold office during their pleasure and shall perform such duties as may be authorized by the Board or as they shall from time prescribe.
- (b) The Executive Director shall be the administrator of the Family Counselling Centre, Inc. and shall be, by virtue of their office, a non-voting member of all committees of the Family Counselling Centre of Brant, Inc..
- (c) The Executive Director shall be responsible to the Board for the efficient conduct of the business and administration of the Family Counselling Centre of Brant, Inc..
- (d) The Executive Director shall be responsible for the staff of the Family Counselling Centre of Brant, Inc., and more particularly for the daily supervision of both clerical and professional staff.

ARTICLE VII

VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by a show of hands. A declaration by the President that a resolution has been carried and any entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number of proportion of the votes recorded in favour of or against such resolution. In the absence of the President their duties may be performed by the Vice-President or such other director as the Board may from time to time appoint for the purpose.

ARTICLE VIII

PROTECTION OF DIRECTORS AND OFFICERS

- (a) No director or officer of the Family Counselling Centre of Brant, Inc. shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt of other act for conformity, or for any loss, damage or expense happening to the Family Counselling Centre of Brant, Inc. through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Family Counselling Centre of Brant, Inc., or for the insufficiency or deficiency of any security in or upon which any of the Family Counselling Centre of Brant, Inc., or for the insufficiency or deficiency of any security in or upon which any of the monies of the Family Counselling Centre of Brant, Inc. shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Family Counselling Centre of Brant, Inc. shall be deposited, or for any loss occasioned by any error of judgement or oversight on their part, or for any other loss, damage or misfortune whatever shall happen in the execution of the duties of their office or in relation thereto unless the same are occasioned by their own willful neglect or default.
- (b) Every director and officer of the Family Counselling Centre of Brant, Inc. and their heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Family Counselling Centre of Brant, Inc. from and against:
 - (i) all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by a director or officer in or about the

execution of about the execution of the duties of their office; and

- (ii) all other costs, charges and expenses that a director or officer sustains or incurs in or about or in relation to the affairs of the Family Counselling Centre of Brant, Inc.; except such costs, charges or expenses as are occasioned by their own willful neglect or default.

ARTICLE IX

COMMITTEES OF THE BOARD

The Board shall establish such committees as it shall deem necessary and may appoint to such committees such Directors and/or other persons as it shall deem necessary.

ARTICLE X

VOTING SHARES AND SECURITIES IN OTHER BODIES

All the securities carrying voting rights of any other body corporate held from time to time by the Family Counselling Centre of Brant, Inc. may be voted at any and all meetings of holders of securities of such other body corporate and in such manner any by such person or persons as the Board of Directors of the Family Counselling Centre of Brant, Inc. or any two of the signing officers shall from time to time determine.

ARTICLE XI

BANKING ARRANGEMENTS

The banking arrangements of the Family Counselling Centre of Brant, Inc. shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

ARTICLE XII

CUSTODY OF SECURITIES

All securities owned by the Family Counselling Centre of Brant, Inc. whenever possible, be fully registered in the name of the Family Counselling Centre of Brant, Inc. and shall be kept in safekeeping. Access to such securities may be had by any two of the signing officers referred to in Article XI or by any one of the said officers and the Executive Director.

ARTICLE XIII

RECORD BOOKS

The books of account and other record books of the Family Counselling Centre of Brant, Inc. shall be kept either at head office or at such other in Canada as the directors may from time to time determine or approve.

ARTICLE XIV

CONDUCT OF MEETINGS

- (a) All meetings of the Board including the Annual General Meeting and other general meetings will be conducted by Robert's Rules of Order.

ARTICLE XV

DECLARATION OF INTEREST BY DIRECTORS

- (a) It shall be the duty, however, of every director of the Family Counselling Centre of Brant, Inc. who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Family Counselling Centre of Brant, Inc. to declare such interest to the extent, in the manner and at the time required by the applicable provisions of the Act for the time being in force and to refrain from speaking to influence or voting in respect of the contract or arrangement or proposed contract or arrangement if and when prohibited by the Act. The director should remove themselves from the Board meeting during discussion on the issue that involves the conflict of interest. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

CONFLICT OF INTEREST STAFF

- (b) No person currently employed as a member of the staff (full time or part time) of the Family Counselling Centre of Brant, Inc. shall hold or seek to hold a position on the Board of Directors.

ARTICLE XVI

REPEAL

All previous by-laws of the Family Counselling Centre of Brant, Inc. are repealed by the coming into force of this by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles of predecessor charter documents of the Family Counselling Centre obtained pursuant to, any such by-law prior to its repeal. All officers and persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law, and all resolutions of the members of the Board or a committee of the Board with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this by-law and until amended or repealed.

ARTICLE XVII

AMENDMENTS/REPEAL

This by-law may be amended or repealed by a resolution passed by a majority of the Board and ratified by a 2/3 vote of the membership present at the next annual meeting of the Family Counselling Centre of Brant, Inc.

Notice of proposed amendments to or repeal of any part of this by-law must be given in writing to the President not less than 15 days prior to the annual meeting.

AMENDED by the affirmative vote of all the members entitled to vote at the Annual General Meeting held in the City of Brantford, on the 18th day of September, 2019.

Gregory Grummett, President

Sherry Paling, Secretary-Treasurer