

New Brunswick Association for Community Living (NBACL)

CONSTITUTION BYLAWS

ADOPTED

September 21, 2018 | 61st Annual General Meeting (AGM) | Moncton, NB

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Article I. INTERPRETATION

- Section 1.01 In this Bylaw and all other Bylaws of the company, unless the context otherwise specifies or requires: as amended from time to time and includes the Regulations there under or any successor legislation;
- Section 1.02 “**Letters Patent**” means Letters Patent of the company and includes the original or Supplementary Letters Patent;
- Section 1.03 “**Bylaw**” means any Bylaw of the company from time to time in effect and includes, where the context requires, any amendment or substitution therefore;
- Section 1.04 “**Director**” means an individual occupying the position of a Director of the company and “Directors”, “Board of Directors” or “Board” includes a sole Director;
- Section 1.05 words importing the **singular** only shall include the **plural** and vice versa; words importing the masculine **gender** include the feminine and neuter genders and vice-versa; words importing persons shall include bodies corporate, companies, partnerships, syndicates, associations and trust;
- Section 1.06 **headings** used in any Bylaw are inserted for reference only and are not to be considered in construing the provisions thereof or to be considered in any way to clarify, modify or explain the effect of any such provisions thereof;
- Section 1.07 any term contained in any Bylaw which is defined in the Act shall have the **meanings** given in the NB Companies Act;
- Section 1.08 “**Association**” refers to the New Brunswick Association for Community Living Inc. and Association du Nouveau-Brunswick pour l’Intégration Communautaire Inc.
- Section 1.09 “**Local**” means a Local Association that upholds the vision and mission and complies with the Bylaws of the New Brunswick Association for Community Living Inc.;
- Section 1.10 “**region**” means an area within the Province of New Brunswick which has been designed as a region by a resolution of the Board of Directors and ratified by a resolution passed by a majority of the members;
- Section 1.11 “**Regional Council**” means a group of Locals within a determined geographical area as set by the Board of Directors;
- Section 1.12 “**good standing**” means a member who agrees with and supports the Association’s vision, mission, values and principles, and refrains from policies and practices that could infringe on the good name of the Association, pays their dues, as well as abiding by this constitution’s Bylaws.
- Section 1.13 “**fiscal year**” means April 1st to March 31st

Article II. CORPORATE SEAL

Section 2.01 The seal of the corporation shall be in such form as shall be **prescribed** by the Directors of the corporation and shall have the letters N.B.A.C.L. Inc. /A.N.B.I.C. Inc. The seal shall be kept at the head office in the custody of the Executive Director.

Article III. NAME

Section 3.01 The Association shall be known as the “NEW BRUNSWICK ASSOCIATION FOR COMMUNITY LIVING INC.” as the English name and “ASSOCIATION DU NOUVEAU-BRUNSWICK POUR L’INTEGRATION COMMUNAUTAIRE INC.” being the French version of the Company name.

Article IV. PURPOSES

Section 4.01 The purposes of the Company as set out in the Letters Patent are:

Inclusion

- a) To promote inclusion and the embracing of diversity within New Brunswick society, and within communities throughout the province, in collaboration with Local, provincial and national governments, other civil society organizations, the business community and academic institutions.

Public Policy

- b) To promote the development and implementation of progressive public policies and systems reform that support the achievement of inclusive communities as well as real and sustainable opportunities for persons with an intellectual or developmental disability (and their families) to become and remain full participating citizens of New Brunswick and to have lives of dignity and respect while living free from poverty, abuse and discrimination.

Public Education

- c) To undertake and facilitate public education, training, knowledge development and sharing, and public awareness on issues and strategies relating to inclusive communities and the attainment of full citizenship, and to other matters relevant to these purposes that may be identified from time to time (including early childcare and learning, K to 12 and post-secondary education, employment, social inclusion, quality healthcare, aging, and person centred and directed supports).

Support for Families

- d) To provide support, guidance and education to families who have a family member with an intellectual or developmental disability; and to develop the capacity of families to take a leadership role in the pursuit of inclusive communities and opportunities for persons with an intellectual or developmental disability to lead valued and productive lives as full citizens of New Brunswick.

Support for Individuals

- e) To provide support to people with an intellectual or developmental disability to develop a vision and plan for the future that they desire and to secure the supports that they require to achieve personal goals for a good life in the community.

Support Self Advocacy

- f) In collaboration with New Brunswick People First and other similar organizations, to promote and facilitate (i) the capacity of people with an intellectual or developmental disability to speak (in ways that are typical for them) and make decisions on their own behalf, and to have their voices heard in their day to day lives; and (ii) the opportunities and support required for such capacity to be realized.

Defend Rights

- g) To promote and defend the rights and freedoms of people who have an intellectual or developmental disability through the full adherence to human rights laws and obligations including those articulated in the *United Nations Convention on the Rights of Persons with Disabilities*, the *Canadian Charter of Rights and Freedoms*, and the *New Brunswick Human Rights Act*.

Collaborate

- h) To pursue opportunities for networking and collaboration with individuals and with local, provincial and national organizations (including Associations for Community Living and People First at all levels), and the development of relationships with such individuals and organizations, in order to promote and facilitate the achievement of the above purposes.

Language

- i) To ensure that individuals can be served in the official language of their choice.

Article V. GENERAL MEMBERSHIP

- Section 5.01 **Members of Locals** of the Association for Community Living within the Province of New Brunswick and the Locals shall be members of the Association provided the Local has paid its membership fee as set by the Board of Directors from time to time and is a member in good standing.
- Section 5.02 **Members of Regional Councils and Regional Councils** shall be members of the Association provided the Regional Council has paid the membership fee as set out by the Board of Directors and is a member in good standing.
- Section 5.03 A **life membership** may be awarded to members for outstanding service to the Association if it is approved by a resolution of a majority of the Board of Directors.

Section 5.04 Individuals who may or may not be members of Locals, but who support the vision, goals and objectives of the Association may become **individual members** of the Association on application. Individual members may receive communications. Unless otherwise provided, no individual member shall have the right to vote.

Section 5.05 If an individual member, Regional Council or Local of the Association does not abide by the vision, goals, and objectives as set by the Association or that individual or Local does not pay its membership fee when it comes due, then such member or Local **membership can be revoked** by a motion passed by a 2/3 majority of the Board of Directors.

Article VI. ASSOCIATE MEMBERS

Section 6.01 At the discretion of the Board of Directors, an **associate membership** can be given to an organization, which supports and abides by the goals and principles of the Association but cannot qualify as a Local member or individual member. The membership fee of such a member shall be determined by the Board of Directors. Associate members shall not have the right to vote.

Article VII. HEAD OFFICE

Section 7.01 The head office of the corporation shall be **located** at the city of Fredericton, in the county of York, and province of New Brunswick.

Section 7.02 The Association shall establish such **other offices and agencies** elsewhere within New Brunswick, as the Board of Directors may deem expedient by resolution.

Article VIII. GOVERNANCE

Section 8.01 The operation of the Association will be guided by the principles as set out in these Bylaws.

Article IX. BOARD OF DIRECTORS

Section 9.01 The **property and business** of the Association shall be **managed** by a Board of Directors consisting of a maximum of 15 members drawn from families, self-advocates, the regions of the province, and the community at large. Representation shall also take into consideration a balance between both official linguistic communities. The Board of Directors shall manage the Association within the purpose of the Association as set out in the Letters Patent. The Board shall be responsible for maintaining a strategic plan that is updated on a yearly basis and for approving the annual operating plan. The Operational Plan will address priorities as set out in the Strategic Plan.

Section 9.02 Elections will be held each year at the Annual General Meeting to fill the positions vacated by the Directors. The nomination and election of the members of the Board and Officers will proceed as described in these Bylaws.

The **term of office for Board members** shall be three years. Board members may be elected for a maximum of two consecutive terms. After serving two consecutive terms as a Board Member, a person may be nominated after an absence of at least one year.

However, persons who are serving as Past President and have already completed 2 three year terms as a Board Member may serve in a supernumerary capacity the additional years necessary to complete the term as Past President.

The Governance Committee will work collaboratively with Local Associations, Regional Councils, families, self-advocates, service providers as well as other community groups and individuals to recommend **nominees** for the Board for ratification by the Annual General Meeting.

For the purposes of representation, there will be five regions.

- North, north east (Campbellton/Bathurst/Neguac/Acadian Peninsula)
- East, south east (Miramichi/Moncton/Memramcook)
- Fundy (Saint John/Charlotte County)
- Central (Fredericton/Woodstock)
- North west (Edmundston/Grand Falls/Perth Andover)

Each **region** will be encouraged and supported to nominate one member to the board from their region. If the region has not chosen a representative 45 days before the AGM, the Governance Committee will nominate one in accordance with the nominations and election process.

A slate of vetted nominees will be brought forward and confirmed at the Annual General Meeting (AGM) by a majority vote. If there is not a full slate, a motion will be brought forward to enable the Board to fill any vacancies provided they meet the qualifications for representation.

Eligibility for membership on the Board shall require that the Board Member support and promote the vision, mission, values and principles of the Association.

MEETINGS OF THE BOARD OF DIRECTORS

Section 9.03 The Board will hold **meetings** at least 4 times a year. All board meetings will be open to those interested in attending.

Section 9.04 Fifty percent (50%) of the Directors constitute a **quorum** at a meeting of the Board of Directors. If possible, notice of such meeting shall be given thirty (30) days prior to such meeting

Section 9.05 The office of the Director shall be automatically vacated
(a) if a Director shall resign his or her office by delivering a written resignation

- to the Secretary of the Association,
- (b) if at a meeting of the Directors, a resolution is passed by three-quarters of the Directors present at the meeting that he or she be removed from office,
- (c) a Director may also be removed for being absent for two consecutive meetings; without a valid reason.
- (d) on death;

- Section 9.06 If any vacancy shall occur for any reason among the Officers as hereinafter defined, the Directors may appoint an individual for the remainder of the vacated term consistent with the position that has been vacated.
- Section 9.07 The Board of Directors shall appoint the Executive Director to execute the Strategic Plan of the Association as determined by the Board of Directors. The Executive Director may appoint such agents and engage such employees as he or she shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Executive Director at the time of such appointment. Members are disqualified from being employed by the Association. The Executive Director shall be an ex officio member of the Board of Directors.
- Section 9.08 The **remuneration** of the Executive Director shall be approved by the Board of Directors. No Board Member shall be in receipt of financial remuneration from the Central or Local Associations or Regional Councils.
- Section 9.09 Staff paid by NBACL/ANBIC, Regional Councils and Local Associations shall **not be Board Members**.
- Section 9.10 The Board of Directors shall take such steps, as they may deem required, to enable the Association to receive **donations and benefits** for the purpose of furthering the objectives of the Association.
- Section 9.11 **Special meetings** of the Board of Directors or the Executive as herein defined shall be called at the written request of three officers, five Directors, or five Local Presidents. Requests for meetings shall be mailed to the President.
- Section 9.12 Board members may attend meetings by **telephone or video conferencing**. Processes may be put in place for decisions to be made through written or electronic communication.
- Section 9.13 A copy of the **minutes** of the Board of Directors and of Annual and Special General Meetings shall be circulated to all members of the Board of Directors, Local Presidents, Regional Councils, Associate and Life Members.

Article X. OFFICERS

- Section 10.01 The **Officers** of the Association shall be a **President, Immediate Past-President, Vice-President, Secretary, Treasurer, and a Self-Advocate** and shall collectively

be called the Executive Committee.

Section 10.02 The **Executive Director** shall be an ex officio member of the Executive Committee.

Section 10.03 There may also be the office of **Honourary President**. The Honourary President shall be appointed by the Board of Directors. He or she shall not be included in the total number of Board or Executive Committee members.

Article XI. ELECTION OF OFFICERS

Section 11.01 The Governance Committee will bring forward a **proposed slate** of officers to the first meeting of the newly elected Board.

Section 11.02 The **Officers** shall be ratified for a **term** of one year by the newly elected Board. **Officers** may serve for no more than three consecutive years at the same office except the **Treasurer** who may continue as treasurer during the second 3 year term as a Board Member.

Article XII. OFFICERS AND THEIR DUTIES

Section 12.01 The **President** shall preside at all meetings of the Board of Directors and Executive Committee. He or she shall have the general and active management of the business of the Association. He or she shall see that all orders and resolutions of the Board are carried into effect. He or she shall be an ex officio member of all standing committees with authority to delegate a person in his or her stead. Without limiting the powers of the president, he or she shall be responsible to the board as a whole for:

- (a) The direction of the work of the Executive Director;
- (b) The control of meetings, and the initiation of action arising from them;
- (c) Liaison with government bodies, National and other Provincial/Territorial Associations and other agencies;
- (d) Public relations on behalf of the Association;
- (e) Liaison with the Presidents of the Regional Councils and the Locals;
- (f) Other duties as determined by the Board of Directors from time to time.

Section 12.02 The **Vice-President** shall, in the absence of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him or her by the Board. If the first Vice-President is not available, the Secretary shall perform the duties of the President in his or her absence.

Section 12.03 The **Treasurer** shall:

- (a) Present the **financial statements and** reports of the financial position of the Association to meetings of the Board of Directors, to the Annual General Meeting and to any other meeting of the Association as directed by the

Board of Directors.

- (b) Present audited financial statements to the Annual General Meeting.
- (c) Present a proposed budget for the upcoming year to the Board of Directors for approval.
- (d) Ensure that full and accurate accounts of all receipts and disbursements of the Association are kept and that all monies, securities and other valuable effects are deposited in the name of and to the credit of the Association.
- (e) Other duties, as may, from time to time, be determined by the Board of Directors.

~~Section 12.04 No moneys shall be withdrawn from any bank accounts of the Association except by cheque or draft signed by two officers or Directors who shall be appointed by the Board of Directors.~~

Section 12.04 The **Executive Committee** shall have the following responsibilities:

- (a) The on-going control of the work of the Association subject to the approval of the Board of Directors;
- (b) The periodic examination of the progress and financial reports on the taking of action wherever indicated;
- (c) The preparation of reports on the state of the Association as required;
- (d) The selection or release of the Executive Director subject to ratification of the Board of Directors;
- (e) Ensuring appropriate committee structure, meeting formats and office procedures will enhance and facilitate full participation by both linguistic groups.
- (f) Other duties as assigned by the Board of Directors.

The Officers shall **meet** at the call of the President and a **quorum** shall be four Officers.

Section 12.05 An Officer or Director of the Association **may be removed** from office for cause with the approval of three-quarters of all Directors present at a Director's meeting called for that purpose.

Section 12.06 The **Secretary** shall be responsible for the recording of all votes and the production and safekeeping of all records and minutes of all Board and general meetings. He or she shall perform such other duties as may be prescribed by the Board of Directors or President.

Section 12.07 The role of the **Immediate Past President** is to ensure continuity during governance transitions and organizational change, to help ensure the appropriate succession of Officers and Directors, to support the President in his/her role, and to provide continuity to the organization by providing historical context for issues.

Responsibilities include:

- serving on the executive committee

- conducting transition meeting with successor
- serving on the governance committee
- participating actively in board meetings, and/or any special meetings called by board members or members at large
- supporting the president in his/her position through mentoring, coaching, advising and analysis of board development and procedures
- contribute to the review of the executive director
- providing a historical context for decision-making and revising planning, objectives, etc.
- performing any other duties as assigned by the Board

Article XIII. INDEMNITIES TO DIRECTORS AND OTHERS

Section 13.01 Every Director or Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it 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 Association from and against:

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

Article XIV. COMMITTEES

Section 14.01 **Standing, advisory, ad hoc and task force committees** may be used to support and advise the Board. Committees will not make policy or set direction. Committees will be expected to bring to the Board ideas for changing policy and direction. All committees will be struck for specific purposes related to strategic and operational directions as determined by the Board. The Board will review the purpose and performance of each committee annually.

Section 14.02 **Standing committees** will be a formal part of the Board structure. Standing committee Chairs will report to each Annual meeting and to the Board as requested. Whenever possible, chairpersons of Standing Committees will be members of the Board. The Board of Directors will name the committee Chair and committee members. As a minimum, there shall be an Executive Committee,

a Governance Committee and a Finance Committee.

Section 14.03 The number of **members** on any committee will be determined by the mandate and budget of the proposed committee. The length of terms of service and duration will be determined as committees are established.

Article XV. GENERAL MEETINGS

Section 15.01 The Annual or any other general meeting of the members of the Association shall be held at the head office of the Association or elsewhere in New Brunswick as the Board of Directors may designate, on such day as the Board shall appoint. There will be at least one **general meeting** each year in the second quarter of the fiscal year, unless prevented by extenuating circumstances. The President shall call a special general meeting upon the written request of five Locals.

Section 15.02 General meetings shall be open to the public. Only voting delegates may make motions and have voting privileges. Once recognized by the Chair, members of the public may speak on any matter before the meeting, but shall not have the privilege of making motions or voting.

Section 15.03 Each Local and Regional Council of the Association, whose membership fees have been paid prior to the annual general meeting or a special meeting, may appoint two **voting delegates** to the general meeting; voting delegates shall be provided with written endorsement by their Local.

Section 15.04 In the event that the approved voting delegates of a Local are unable to attend a meeting, any other authorized members from the same Local may exercise the **voting privileges** of that Local. A Local or Regional Council may not authorize another Local or Regional Council or delegates of another Local or Regional Council to vote on its behalf.

Section 15.05 **Each member** of the Board of Directors as hereinafter designated by the Association shall have **one (1) vote** at any general meeting.

Section 15.06 **Life Members** of the Association shall have **one (1) vote** at the Annual or Special meetings.

Section 15.07 50% of the combined Board Members and voting delegates named by Locals and Regional Councils shall constitute a **quorum**.

Section 15.08 At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements, **the approval of the annual operating budget**, and the report of the auditor **shall be presented** and **Directors elected** and **auditor appointed** for the ensuing year. The business of a Special General Meeting shall be limited to the reason for the meeting as outlined in the request. The Board of Directors shall have power to call, at any time, a general meeting of the members of the Association. The Annual General Meeting shall be held during the second quarter of the fiscal year. Translation

services shall be provided at the Annual General Meeting. Notices and all documentation presented for consideration at the Annual General Meeting shall be in both official languages.

- Section 15.09 **Notice** of a general meeting of the members is effective if given in writing to the Board of Directors, Locals, Regional Councils, Committee Chairpersons, Associate Members and Life Members. Notice of the Annual General Meeting shall be sent out at least 60 days before such meeting to Local presidents, Regional Council presidents, Committee chairpersons, Life members and the Board of Directors. Local presidents, Regional Council presidents, Committee chairpersons, Life members and Board members, will be notified 14 days prior to a Special General Meeting.
- Section 15.10 **No error or omission** in giving notice of any Special or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat, provided it is ratified at the next Annual General Meeting. For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be his or her last address recorded on the books of the Association.
- Section 15.11 Bylaws of the Association may be **enacted**, repealed or amended, by at least a two-thirds majority of the members at a meeting duly called for the purpose of considering the said Bylaw. Notice of any repeal or amendment of the Bylaws of the Association shall be mailed to the executive director no later than 45 days prior to the meeting of the membership to consider the repeal or amendment of the Bylaw. Notice of any repeal or amendment of the Bylaws of the Association shall be mailed to the Locals, Regional Councils, Committee chairpersons and Directors no later than 30 days prior to the meeting called to consider the Bylaw.
- Section 15.12 **Policies and procedures:** The Board may make policies, procedures, and rules for managing the affairs of the Association that are consistent with the Constitution Bylaws. In managing the affairs of the Association, the Board of Directors shall be guided by but not bound by the powers, duties and responsibilities outlined in the policies and procedures manual attached hereto.
- Section 15.13 At all meetings of members of the Association, every question shall be determined by a **majority of votes** unless otherwise specifically provided by these Bylaws.
- Section 15.14 The financial year of the Association shall be April 1st to March 31st.

Article XVI. AUDITORS

- Section 16.01 The members shall at each Annual General Meeting **appoint an auditor** to prepare audited financial statements for the Association for the next Annual

General Meeting.

Article XVII. SIGNATURE AND CERTIFICATION OF DOCUMENTS

Section 17.01 **Contracts**, documents or any instruments in writing requiring the signature of the Association shall be **signed by any two Officers** of the Association who shall be appointed by the Board of Directors. All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution the Board of Directors.

Article XVIII. BYLAWS

- Section 18.01 In these Bylaws and in all other Bylaws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and companies.
- Section 18.02 The Board of Directors may from time to time:
- (a) On the recommendation of the Finance Committee, the Executive Committee may borrow money upon the credit of the Association provided the loan does not exceed 5% of the budget of the Association for the year the loan is required;
 - (b) On the recommendation of the Executive Committee and with the approval of a general meeting, the Association may borrow funds in excess of 5% of the budget of the Association in the year the loan is taken;
- Section 18.03 The **powers** hereby authorized shall be deemed to be continuing powers and not to be exhausted by the first or any exercise thereof but may be exercised from time to time hereafter until this Bylaw is repealed.
- Section 18.04 This Bylaw shall **remain in force** and be binding upon the Association as regards to any party acting on the faith hereof, until a copy, certified by the secretary of the Association under the Association seal, of a Bylaw repealing or replacing this Bylaw shall have been received by such party.
- Section 18.05 The Bylaws, regulations, rules and policies of the Association shall be available in both official languages and communications and resources from the Association

shall be available in either official language on the request of a member.

Article XIX. RULES OF ORDER

Section 19.01 **Bourinot’s Rules of Order** shall govern the deliberations of the Association, unless otherwise specified in the Bylaws.

IN WITNESS WHEREOF we have hereunto set our hands at the
of _____, this _____ day of *month*, *Year*.

President

Secretary