

**ONTARIO COUNCIL OF AGENCIES
SERVING IMMIGRANTS
OCASI**

BY-LAWS

OCASI BY-LAWS

As amended November 3, 2010

ARTICLE 1: DEFINITIONS

- a) Immigrant - Any individual in Canada not born in Canada (including refugees).
- b) In good standing - Any member which has paid dues for the current year.

ARTICLE 2: NAME

The name of the organization shall be OCASI, which represents the Ontario Council of Agencies Serving Immigrants

ARTICLE 3: MISSION

The Mission of OCASI is to achieve equality, access and full participation for immigrants and refugees in every aspect of Canadian life.

ARTICLE 4: PRINCIPLES

As a Council of autonomous community-based agencies which serve the immigrant communities of Ontario,

In particular,

- OCASI asserts the right of all persons to participate fully and equitably in the social, cultural, political and economic life of Ontario.
- OCASI affirms that immigrants and refugees to Canada should be guaranteed equitable access to all services and programs.
- OCASI believes that Canada must be a land of refuge and opportunity, a country known for humanity and justice in its treatment of immigrants and refugees.
- OCASI believes that in cooperation with other groups and communities that promote human rights and struggle against discrimination, OCASI will see these principles realized.

ARTICLE 5: OBJECTIVES

The objectives of OCASI shall be:

- a) Acting as a collective voice for Member Agencies serving immigrants in matters related to immigrants
- b) To work to improve services provided to immigrants in Ontario;
- c) To act as an advisory and resource body for community service agencies, government and other stakeholders in regard to matters of immigrant services;
- d) To stimulate and conduct research on the needs of immigrants and the effectiveness of services being provided as well as methods of delivery of services;
- e) To encourage the exchange of information among Member Agencies;
- f) To receive and expend monies as required to carry out the above.
- g) To include such other objectives as the membership shall determine from time to time.

ARTICLE 6: MEMBERSHIP

- a) Membership in OCASI shall consist of the following two classes:
 - (1) Subject to paragraph “a.1)” of this Article 6, those corporations that (Member Agencies):
 - (i) are organized and operated on a non-profit basis and have been incorporated in the Province of Ontario or federally for at least one year before the date of their application for membership;
 - (ii) have an elected board of directors or such other decision-making structure which is elected by its membership;
 - (iii) have a substantial focus of services and activities in the interests of immigrants or refugees or both, in at least one of social service delivery, public education or social planning;
 - (iv) involve immigrants and refugees in their decision-making;
 - (v) actively demonstrate a commitment to OCASI’s mission and principles; and
 - (vi) whose application for membership in OCASI has been approved by the Board of Directors of OCASI;
 - (2) Those organizations that (Associate Member Agencies):
 - (i) are organized and operated on a non-profit basis and have been organized for at least one year before the date of their application for membership;

- (ii) have an elected board of directors or such other decision-making structure which is elected by its membership;
 - (iii) have a stated interest in or, as part of their work and activity, provide some incidental service to or in connection with the interests of immigrants or refugees or both, in at least one of social service delivery, public education or advocacy;
 - (iv) involve immigrants and refugees in their decision-making;
 - (v) actively demonstrate a commitment to OCASI's mission and principles; and
 - (vi) whose application for membership in OCASI has been approved by the Board of Directors; and
- a.1) Municipalities, colleges, universities, school boards and hospitals are not eligible to be admitted as Member Agencies of OCASI.
- b) An annual membership fee is required and the rate will be determined by the members at the Annual General Meeting.
- c) All membership applications shall be approved by the Board of Directors.
- d) The rights and privileges of each class of members are as follows:
- (1) Member Agencies -- Each Member Agency is entitled to notice of all meetings of the membership and, subject to the provisions of this By-law, may vote on all matters before the membership at members' meetings or by written resolution as may be provided for from time to time under this By-law or at law.
 - (2) Associate Member Agencies -- Each Member Agency is entitled to notice of and to attend all meetings of the membership, but is not entitled to vote on any matter before the membership at members' meetings or otherwise.
- e) Transitional Provision -- Despite the provisions in this By-law governing the admission of members to OCASI:
- (1) All corporations that are, as of the date that this By-law comes into effect, listed in the records of OCASI as Member Agencies shall continue to be Member Agencies, with all of and only the rights and privileges, and subject to all of the conditions, of Member Agencies.
 - (2) All organizations that are, as of the date that this By-law comes into effect, listed in the records of OCASI as Associate Member Agencies shall continue to be Associate Member Agencies, with all of and only the rights and privileges, and subject to all of the conditions, of Associate Member Agencies.

ARTICLE 7: MEMBERSHIP ROLE AND RESPONSIBILITIES

- a) All Member Agencies shall have the right to name one voting representative to OCASI.
- b) The voting representative shall speak on behalf of his/her respective agency and vote on the agency's behalf. The representative shall act as a liaison person and distributor of information to and from OCASI and his/her respective agency.
- c) The voting representative must be present at the Annual General Meeting in order for the respective agency to exercise its voting rights.
- d) Each Member Agency shall receive minutes and other materials of OCASI.
- e) Each Member Agency shall have the right to send delegates to workshops/seminars conducted by OCASI.

ARTICLE 8: ELECTION OF DIRECTORS

- a) The affairs of OCASI shall be governed by a Board of Directors composed of 18 individuals, which are elected from Member Agencies in good standing.
- b) Ten (10) of the Directors shall be elected by the members at the Annual General Meeting. Their terms of office shall be held in rotation. Five (5) Directors shall be elected to hold office for a term of two (2) years and five (5) for a term of one (1) year. Thereafter, at each Annual General Meeting, Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office for a term of two (2) years or until the second Annual General Meeting after their election.
- c) No proxy votes shall be allowed at the Annual General Meeting.
- d) **REGIONAL DIRECTORS:** Eight (8) of the members of the Board of Directors shall be elected as Regional Directors. The Regional Directors will be elected to represent the various regions of the province at least 21 working days prior to the Annual General Meeting. These Regional Directors shall be voting delegates of Member Agencies with offices located within the region. The Board of Directors shall from time to time establish boundaries for the provincial regions.
- e) The rules for the Regional elections shall be similar to the rules for the Annual General Meeting with the exception as set out in these By-Laws. The Board of Directors shall determine how the Regional Directors' election process shall be conducted.
- f) Regional Directors shall also be elected and retired in rotation. Four (4) Directors shall be elected for a term of two (2) years and four (4) Directors for a term of one (1) year. Regional Directors shall be elected to fill the positions of those Directors whose term of office has expired and each Director so elected shall hold office for a term of two (2) years

g) A quorum for the purpose of the election of Regional Directors shall be determined as follows:

- For regions that have 10 or fewer Member Agencies, a quorum shall be set at 50% of the Members with a minimum of 3 Members voting.
- For regions that have 11 to 25 Member Agencies, a quorum shall be set at 30% of Member Agencies.
- For regions that have 26 or more Member Agencies, a quorum shall be set at 20%.
- Voting by phone, mail, or fax shall be recognized in the count for a quorum and shall be allowed in the election of Regional Directors.

ARTICLE 9: BOARD GOVERNANCE

a) The responsibilities of the Board of Directors include:

- To determine policy
- To raise funds
- To approve budgets and contracts
- To set directions for OCASI
- To approve new services
- To hire and terminate the Executive Director
- To monitor the quality of OCASI's activities
- To report on their stewardship to the membership of OCASI at the Annual General Meeting
- And such other responsibilities as may be determined by the Member Agencies at the Annual General Meeting.

b) All Directors will take office immediately following the Annual General Meeting in which they were elected.

c) Directors may not serve more than six (6) successive years.

b) The Board of Directors shall meet quarterly and/or as required.

c) Fifty percent plus one (1) of the directors will constitute a quorum at any meeting of the board of directors.

d) If a director has any pecuniary interest, direct or indirect, or otherwise has a conflict of interest, he/she must disclose this interest at the point of identification of the point of conflict at a meeting of the directors. This declaration must be recorded in the minutes.

h) Any Director missing three consecutive Board meetings shall forfeit his/her position

i) The Directors shall have discretion to appoint replacements to fill any vacant positions. Where a Regional Director's position is vacated, the Directors shall request a

recommendation for a replacement from the Region. Such appointments shall be for the duration of the incumbent's term.

- j) The immediate Past President shall be a non-voting member of the Board of Directors and shall assume responsibilities as may from time to time be determined by the Directors. The Past President shall have a term of one year.
- k) Failure of a Member Agency or a Director to receive notice of their respective meeting will not invalidate any proceedings taken thereat.
- l) No remuneration shall be paid the Directors or Officers; except for reasonable expenses.
- m) All monies, securities and other valuable effects shall be deposited in the name and to the credit of the organization (corporation) in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities, as may be designated by the Directors.

ARTICLE 10: PROTECTION OF DIRECTORS AND OFFICERS

The Directors and Officers of the organization are indemnified and saved harmless out of the funds for the organization except for such costs, charges or expenses as are occasioned by the Directors' or Officers' own willful neglect or default. No Director or Officer of OCASI shall be liable for the acts, neglects, or defaults of any other Director or Officer or employee, or for any loss, damage or expense happening to OCASI through the insufficiency or deficiency of title to any property acquired by OCASI, or for the insufficiency or deficiency of any security in or upon which any of the money of OCASI 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 moneys, securities or effects of OCASI shall be deposited, or for any loss occasioned by any error of judgment or oversight on said Director's or Officer's part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of the individual's office or in relation thereto unless the same are occasioned by the individual's own willful neglect or default.

ARTICLE 11: BOARD AUTHORITY

The directors of OCASI may from time to time:

- a) borrow money or otherwise obtain credit upon the credit of OCASI in such amounts and upon such terms as may be considered advisable;
- b) issue, reissue, sell or pledge debt obligations of OCASI, including without limitation, bonds, debentures, debenture terms, covenants and conditions and at such prices as may be deemed expedient;
- c) charge, mortgage, hypothecate, pledge, assign, transfer or otherwise create a security interest

in all or any currently owned or subsequently acquired real or personal, movable or immovable property of OCASI, including among other things, book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any money borrowed or any other debt or liability of OCASI;

- d) guarantee to financial institution the indebtedness and liability of any person, firm or corporation, in either a limited or unlimited amount and either with or without security; and
- e) delegate so such one or more of the officers and directors of OCASI as may be designated by the directors all or any of the powers conferred by the foregoing clauses of these By-Laws to such extent and in such manner as the directors shall determine at the time of each delegation.

ARTICLE 12: OFFICERS AND EXECUTIVE COMMITTEE

- a) The officers of the corporation comprise of the Executive Committee. The Executive Committee shall be composed of: President, three Vice Presidents, Past-President, Secretary and Treasurer. The Executive Director shall be a non-voting member of the Executive Committee.

The duties of the Executive Committee shall include the following in addition to other duties that may from time to time be assigned to them by the Directors:

(i) President:

- To provide leadership to the Directors in determining that the Board meets all legal and moral responsibilities.
- To serve as the chief spokesperson for the organization.
- To encourage Directors' participation and organizational activities aimed at achieving its goals.
- To conduct all general meetings, the Annual General Meeting and Board of Directors meetings or to delegate as required.

(ii) Vice-President:

- To assume the responsibility of the President in her/his absence.
- To assume the responsibilities of the President at the request of the President.

(iii) Past President

- To provide continuity to the board
- To assume duties as may be determined by the board from time to time

(iv) Secretary:

- To be responsible for recording and distributing minutes for general meetings, the Annual General Meeting, and meetings of the Directors.
- To provide notice to the members of these meetings.
- To be responsible for providing all other information to the members.
- To be responsible for maintaining records, minute books and files of OCASI.

(v) Treasurer:

- To maintain any necessary bank accounts in the name of OCASI.
- To submit financial reports as requested by the Directors.
- To keep or cause to be kept the requisite books of account and accounting records.

(vi) Executive Director:

- hired by and accountable to the Board of Directors
 - responsible for administering the organization on behalf of the Directors
 - may be delegated by the Directors full authority to manage and direct the business and affairs of the organization (except such matters and duties as by law must be transacted by the Board of Directors)
 - may be delegated by the Directors the authority to employ and discharge agents and employees of the organization
 - shall at all reasonable times give to the Directors, or any of them as delegated by the Board, all information they may require regarding the affairs of the organization.
- b. The Executive Committee and officers shall be elected annually by the Directors at the first meeting of the Board no later than 30 days after the Annual General Meeting, following the orientation of new board members and shall take office immediately after that meeting. In the interim the previous Executive Committee will continue to hold office.
- c. The signing officers shall be composed of: President, Secretary, Treasurer, Executive Director and any one or several of the Vice Presidents. Two signatures of any of the signing officers will be required to bind the organization. The Treasurer and the Executive Director shall, in addition, have the authority to sign cheques with their sole signature in amounts not exceeding \$250 or for such other amounts as may be determined from time to time by the Directors.
- d. The Directors may delegate to the Executive Committee any of the duties of the Board of Directors, subject to the restrictions, if any, contained in the By-laws or imposed from time to time by the Directors.

ARTICLE 13: OTHER COMMITTEES

- a) Committees of OCASI are established by resolution of the Directors. These committees may be Standing or Ad Hoc in nature. Terms of reference of all committees must be ratified by the Directors.
- b) All standing committees must be chaired by a director.
- c) All committees must include at least one Director.
- d) All committees may make policy recommendations for the consideration and approval of the Directors.

ARTICLE 14: ANNUAL GENERAL MEETING

- a) An Annual General Meeting shall be held once during each calendar year.

- b) Notice and agenda of the Annual General meeting shall be sent by ordinary mail at least three weeks in advance of the date of the Annual General Meeting.
- c) One third of the total membership shall constitute a quorum for the purposes of voting at the Annual General Meeting.
- d) The Board Development Committee shall present a slate of candidates for election to the Board of Directors. Nominations shall also be taken from the floor of the Annual General Meeting.

ARTICLE 15: AMENDING THE BY-LAWS

The By -Laws of OCASI may be amended by two-thirds of the members present at either the Annual General Meeting or a special meeting called for the purpose of amending the By-Laws. A copy of the proposed amendments shall be sent along with the notice of meeting at least three weeks in advance of the meeting.

ARTICLE 16: FINANCIAL YEAR

The financial year of the organization shall be from April 1 to March 31

ARTICLE 17: DISSOLUTION

The decision to dissolve the organization and wind up its affairs may be made at a general meeting three weeks after notice of the proposed dissolution is mailed to all members. The decision to dissolve the organization is to be made by two-thirds vote of the combined membership present and proxy votes received. The assets, if any should remain after payment of all liabilities, shall be distributed as directed by the Directors to a recognized charitable organization in Ontario whose objectives are similar to those listed in Article II of these by-laws.

As Amended January 17, 2011