

BY-LAWS OF TOTAL COMMUNICATION ENVIRONMENT

ARTICLE 1 - INTERPRETATION

In these By-laws and in all other By-laws of Total Communication Environment hereafter passed unless the context otherwise requires, words importing the singular number or the masculine or feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Any matters not covered by these By-laws shall be covered by The Ontario Corporations Act and any subsequent legislative Acts proclaimed which shall govern non-profit, charitable organizations within the Province of Ontario.

Organization means Total Communication Environment.

Associate Member means any person not otherwise entitled to be a member of the Organization but who, through the payment of dues, wishes to participate in and be informed about the activities of the Organization, though not entitled to vote.

Board means the Board of Directors of the Organization.

Director means a member of the Board of Directors.

Ex-officio means membership "by virtue of office" and includes all rights, responsibilities and power to vote unless otherwise specified.

Honorary Member is a person, society or organization, including past Directors, who is appointed by the Board of Directors to honorary membership in Total Communication Environment, on such terms and conditions as they may prescribe.

Immediate Family means a spouse, father, mother, son, daughter or sibling.

Member means member of the Organization entitled to vote.

Chairperson means the Chairperson of the Organization, as elected by the Board. The Chairperson shall also be the Chairperson of the Board.

Spouse means a person who is married to another person or who is cohabiting with another person and is defined as being a spouse in the *Family Law Act*.

Vice-Chairperson means Vice-Chairperson of the Organization.

Family Support Network (FSN) is the organization of family members of individuals supported by Total Communication Environment.

ARTICLE 2- MEMBERSHIP

- 2.01 The membership shall be open to any person who supports the purposes and objects of Total Communication Environment, who is approved by the Board of Directors and who pays annual membership dues.
- 2.02 Persons over the age of eighteen (18) who have an interest in, or who wish to advance the purpose of the Organization, shall be eligible for membership.
- 2.03 An eligible person who pays the prescribed membership fee to the Organization in any calendar period, ending April 30 each year, shall be a member of the Organization, until the Annual General Meeting of the year following in which such payment is received. The amount of the fee for each membership category shall be established from time to time by resolution of the Board. Membership fees shall be due by April 30th of each year. Membership applications must be submitted upon initially becoming a member.
- 2.04 There shall be four categories of memberships: Family, General, Associate and Honorary Membership of Total Communication Environment.
- 2.05 The Directors may by resolution admit any person, society or organization, including past Directors, to the Honorary Membership of Total Communication Environment, on such terms and conditions as they may prescribe.
- 2.06 Employees of the Organization and their immediate family are eligible for Associate Membership.
- 2.07 Supported individuals and their immediate family are eligible for a Family Membership which entitles the family to exercise one (1) vote at general or special meetings of Total Communication Environment. The family shall determine which family member shall cast their vote.
- 2.08 All other persons, not covered in 2.05, 2.06 or 2.07, shall be eligible for General Membership.
- 2.09 Members may resign in writing which shall be effective upon acceptance thereof by the Board of Directors.
- 2.10 A membership will be cancelled if a resolution to that effect is passed by a two-thirds (2/3) majority of members at a special meeting duly called for that purpose. The vote is final and may not be appealed.

ARTICLE 3 - SEAL

- 3.01 The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of Total Communication Environment. The Board shall determine who shall have custody of the seal.

ARTICLE 4 - BOARD OF DIRECTORS

- 4.01 The Board shall consist of not less than eight (8) and not more than twelve (12) Board members. Each member of the Board is elected for a 3 year period. These periods shall be staggered in order to provide continuity for the Organization. For the transition year of 2011/12 only, a number of Directors shall be identified to serve one-year, two-year or three-year terms, it being the intention to establish for the first time a rotation of the Directors.

Unless otherwise provided in the By-laws, Directors shall be elected by the members at an Annual General Meeting of members. The Directors shall be elected for a term of three (3) years which term shall be calculated from the date at which the Director is elected until the second annual meeting next following or until the Director's successor is elected. Thereafter, at each Annual General Meeting of members, a number of Directors equal to the number of Directors retiring shall be elected by the members to serve terms of three (3) years each, it being the intention that the Directors shall be elected and shall retire in rotation.

There is no maximum number of years a member may serve on the Board.

4.02 **Board Composition / Membership**

- 4.02.1 Up to two immediate family members of individuals supported by Total Communication Environment, in addition to the ex-officio Family Support Network member, may serve as a Board Director.
- 4.02.2 The Board shall include, as an ex-officio Director, the immediate past Chairperson of Total Communication Environment, unless he/she is re-elected as Director.
- 4.02.3 The Board shall include an original founding Board member of the Organization, if available.
- 4.02.4 The Board shall include one representative, as selected by the Family Support Network.
- 4.02.5 No Associate Member shall be eligible for election or appointment to the Board.
- 4.02.6 No two Board Directors shall be related to the same individual supported by the organization.
- 4.02.7 No two Board Directors shall be from the same immediate family.
- 4.02.8 No employee of the Organization or his/her immediate family, or person who has been in the employ of the Organization at any time during the two (2) year period prior to the date of election or appointments shall be eligible for election or appointment to the Board.
- 4.02.9 All Directors shall be eighteen (18) years of age or over.
- 4.02.10 All Directors shall become members within ten (10) days of election or appointment.
- 4.02.11 A Director shall automatically cease to hold office if:
- a) Absent for three consecutive meetings, without being excused for reasons of illness or travel etc.
 - b) A resolution to that effect is passed by two-thirds of the members voting at a meeting duly called for that purpose or
 - c) The Director otherwise ceases to be eligible as a member under the terms of these By-laws.

- 4.03 **Nominating Committee**
A Nominating Committee appointed by the Board of Directors sixty (60) days prior to the Annual General Meeting shall:
- Determine the vacant positions on the Board;
 - consider the expertise required by the organization;
 - solicit and interview potential new nominees to the Board;
 - receive nominations from the general membership and general public and
 - present a slate of nominees to the membership at the annual general meeting.
- Nominations will not be received from the floor at the annual general meeting.
- 4.04 **Election of Officers**
The Directors, at their first meeting following their election to the Board by the members at the general meeting called for the purpose, shall elect from among themselves a Chairperson, a Vice-Chairperson, a Treasurer, and a Secretary, provided that in default of such election, the then incumbents being members of the Board, shall continue in office until their successors are elected. The Directors may at any time designate any one or more of their number or any persons not elected to the Board to hold the office of Secretary.
- 4.05 **Meetings of the Board**
The Directors may meet as a Board for the dispatch of business, adjourn and otherwise regulate their meetings a minimum of six (6) times per calendar year or as they may determine.
- 4.06 **Vacancies on the Board of Directors**
If and when a vacancy(ies) occurs on the Board for whatever reason, as long as a quorum of Directors remains in office, the Board of Directors may, if it sees fit, seek and install new Board members to fill a vacancy(ies) on the Board. Otherwise, such vacancy(ies) shall be filled at the next Annual General Meeting of the members at which the Directors for the ensuing year are elected. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy.
- If the Board wishes, at any time, to add a new Director to the Board, even if no Director has left the Board, a vacancy or vacancies shall be deemed to have occurred (as long as the maximum limit of Board members is not exceeded), and the new Board member may be installed in the manner above provided. New Board members so added will be considered elected.
- 4.07 **Quorum and Meetings**
- 4.07.1 A quorum for any General Meeting of the Organization shall be six (6) members.
- 4.07.2 A quorum for a meeting of the Board of Directors shall be one-half (1/2) of the total elected Board members plus one (1).
- 4.08 **Errors in Notice**
No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Directors may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
- 4.09 **Majority of Votes - Casting Vote**
Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairperson, in addition to his/her original vote shall have a second or casting vote. Voting shall be by a show of hands unless a ballot is demanded by any Director present at the meeting.

ARTICLE 5 - POWERS OF THE BOARD OF DIRECTORS

- 5.01 The Directors of Total Communication Environment shall administer the affairs of Total Communication Environment in all matters and make or cause to be made for Total Communication Environment, in its name, any kind of contract which Total Communication Environment may lawfully enter into and, generally, may exercise all such other powers and do all such other acts and things as Total Communication Environment is by its charter or otherwise authorized to exercise and do. The Board of Directors is also specifically empowered to obtain insurance on behalf of the Directors or officers with respect to any potential risk of liability that the Directors or officers may incur while acting in the course of their duties and within the scope of any authority conferred upon them by the Board.
- 5.02 **Individual Appointments**
The Board may appoint officers, agents, contractors and employees on such terms and at such remuneration as approved by the Board.
- 5.03 **Books and Records**
The Directors shall see that all necessary books and records required by the By-laws of Total Communication Environment or by any applicable statute or law are regularly and properly kept. The Treasurer, will provide the Directors with a declaration from the Director of Finance and proof that all statutory remittances have been made and the accounts are in good order at each regular board meeting.

ARTICLE 6 - COMMITTEES OF THE BOARD

- 6.01 The Board may appoint standing committees and special committees to further the work of the Organization as it deems necessary from time to time.
- 6.02 The Board may, by resolution, dissolve any special committee at any time.
- 6.03 **Standing Committees of the Board**
- 6.03.1 **Finance Committee**
This committee consists of not more than four (4) Directors, one of which shall include the Treasurer in the capacity of Chairperson of the committee, and is empowered to make recommendations to the Board with respect to all matters related generally to the financial operation and management of Total Communication Environment, and any other matters delegated to it by the Board.
- 6.03.2 **Executive Committee**
The Directors may elect from among their number an executive committee consisting of not less than three (3) Directors and delegate to the executive committee any powers of the Board, subject to the restrictions, if any, imposed from time to time by the Directors.
- 6.04 **Ad Hoc Committees**
The Board may constitute any ad hoc committee and determine membership and powers of same, provided that every such committee shall have as its Chairperson a member of the Board of Directors.
- 6.05 Except for the Executive Committee, the Board may appoint additional members of the Organization who are not members of the Board to a committee of the Board who are not Directors and the Board may require such additional members to enter into a confidentiality agreement.

- 6.06 The Chair of each committee shall be a member of the Board.
- 6.07 Any committee may appoint subcommittees, as necessary.
- 6.08 A quorum of a committee shall be a majority of its members present.
- 6.09 **Ex-Officio Member of Standing Committees - Casting Vote**
The Chairperson of the Board of Directors shall be an ex-officio member of all standing committees of the Board and in the event of a tie vote on any of such committees the Chairperson, if in attendance, shall have the casting vote. If committees at which there is a tie vote cannot resolve an issue the matter at issue shall be submitted by such committee to the Board of Directors for a vote.

ARTICLE 7 - DUTIES OF CHAIRPERSON, ETC.

7.01 Duties of the Chairperson

The Chairperson, when present, shall preside at all meetings of the members of Total Communication Environment and of the Board of Directors, provided however that the Vice-Chairperson or any other Director may preside at any such meetings with the consent of the Chairperson or of the Chairperson and the Vice-Chairperson. The Chairperson shall also be charged with the general management and supervision of the affairs and operations of Total Communication Environment. The Chairperson with the Secretary or other officer appointed by the Board for the purpose shall sign all By-laws and membership certificates. During the absence or inability of the Chairperson, his/her duties and powers may be exercised by the Vice-Chairperson.

7.02 Duties of the Vice-Chairperson

The Vice-Chairperson shall be empowered, during any absence or inability of the Chairperson, to exercise all powers and perform all duties of the Chairperson, including presiding at all meetings of the members and of the Board of Directors of Total Communication Environment.

7.03 Duties of the Secretary

The Secretary shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. In the absence or inability of the Secretary, the Board may designate another officer to perform the duties of the Secretary.

7.04 Duties of the Treasurer

The Treasurer is responsible for monitoring the senior staff responsible for maintaining an accurate account of all receipts and disbursements of Total Communication Environment in proper books of account and ensuring that all moneys and other valuable effects in the name and to the credit of TCE are deposited in such banks as may from time to time be designated by the Board of Directors. The Treasurer shall carefully and regularly review all reports relating to the corporation's financial affairs, including interim and yearend financial statements and carefully review the annual budget. The Treasurer shall be aware of all financial policies affecting TCE, shall ensure that key policies are in place (such as a separation of duties policy); and ensure that such policies are implemented. The Treasurer will give an account of the financial position of TCE at regular meetings of the TCE Board and the Annual General Meeting and shall ensure that an annual independent audit is performed on the financial affairs of TCE. The Treasurer shall perform such other duties as may from time to time be determined herein or by the Board of Directors.

7.05 Duties of Other Officers

The Board of Directors may from time to time determine what duties shall be performed by any of the other officers.

ARTICLE 8 - EXECUTION OF DOCUMENTS

8.01 Execution of Documents

As proscribed in the Policies and Procedures of Total Communication Environment, documents requiring execution by the Organization may be signed by the Chairperson or Vice-Chairperson and by the Secretary or the Treasurer, and all documents so signed are binding upon the Organization without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the organization, either to sign documents generally or to sign specific documents. The corporate seal of the Organization shall, when required, be affixed to the documents executed in accordance with the foregoing.

The Board shall ensure that all necessary books and records of the Organization required by the By-laws of the Organization or by any applicable statute are regularly and properly kept.

8.02 Contracts in the Ordinary Course

Contracts in the ordinary course of Total Communication Environment's operations may be entered into on behalf of Total Communication Environment by the Chairperson, Vice-Chairperson, Treasurer, Secretary, or by any person authorized by the Board.

8.03 Jurisdiction of the Board

Notwithstanding any provisions to the contrary contained in the By-laws of Total Communication Environment, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of Total Communication Environment may or shall be executed.

8.04 Banking Arrangements

All cheques, drafts, electronic transfers or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by two (2) signing officers or persons and in the manner proscribed by the policies and procedures of Total Communication Environment and authorized by the Board.

8.05 Borrowing

The Board of Directors may from time to time:

- a) borrow money on the credit of the Organization;
- b) issue, sell or pledge debt obligations of the Organization, whether secured or unsecured; and
- c) Charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Organization, owned or subsequently acquired to secure any obligation of the Organization.

ARTICLE 9 - INDEMNITY

9.01 Indemnity

Every Director or officer of the corporation who, while acting both in the course of duty as a Director or officer of the corporation and within the scope of authority conferred upon him/her by the Board, incurs any liability on behalf of the corporation 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 corporation, 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/her or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, or about the execution of the duties of his/her office or in respect of any such liability;
- b) all other costs, charges and expenses which he/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/her own willful neglect or default.

ARTICLE 10 - MEETINGS OF MEMBERS

10.01 Annual General Meeting

An Annual General Meeting shall be held in every calendar year. The members of Total Communication Environment shall use all reasonable efforts to convene the annual meeting during the month of June of each year. The annual or other general meetings shall be held at the registered office of Total Communication Environment or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

10.02 Business at Annual General Meeting, General or Special Meetings

At every Annual General Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented. The Board of Directors shall be elected and auditors appointed for the ensuing year. A request for proposals for auditing services from qualified accounting firms shall be tendered at minimum every five (5) years to determine the auditors.

The members may consider and transact any business, either special or general, without any notice thereof at any meeting of the members. The Board of Directors or the Chairperson or Vice-Chairperson shall have power to call at any time a general meeting of the members of Total Communication Environment. Although it is not required that members' meetings, either annual or general, be advertised or given public notice, members should be notified of the time and place of every such meeting, either by post or by electronic mail, ten days before the time fixed for the holding of such meeting. If, without notice, the entire Total Communication Environment membership were present thereat, any business could be transacted which would normally be transacted at an annual or general meeting.

10.03 Error or Omission in Notice

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of Total Communication Environment shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any of all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or officer for any meeting or otherwise, the address of any member, Director or officer shall be his/her last address recorded on the books of Total Communication Environment.

10.04 **Adjournments**

Any meetings of Total Communication Environment or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

10.05 **Quorum of Members**

A quorum for the transaction of business at any meeting of members shall consist of not less than six (6) members present in person or represented by proxy provided that in no case can any meeting be held unless there are four (4) members present in person.

10.06 **Voting of Members**

10.06.1 Each general member is entitled to one (1) vote at the Annual General Meeting or Special Meetings.

10.06.2 A general member may vote by proxy provided the completed proxy form which has been attached to the notice of meeting, is carried by another general member who is present at the meeting. No one may carry more than two (2) proxy votes to any meeting. The completed proxy form must be registered at the office of Total Communication Environment forty-eight (48) hours prior to any meeting in which the proxy is to be exercised.

10.06.3 Each supported individual and their immediate family members are limited to exercise one (1) vote at general or special meetings of Total Communication Environment.

10.06.4 No member shall be entitled to vote at meetings of Total Communication Environment unless all fees, if any, then payable by the member have been paid.

10.06.5 At all general or special meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the By-laws of Total Communication Environment. Every question shall be decided in the first instance by a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chairperson that a resolution has been carried or not carried and an entry to that effect in the minutes of Total Communication Environment shall be admissible in the evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the Chairperson shall direct and the result of such poll shall be deemed the decision of Total Communication Environment in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairperson shall be entitled to a second or casting vote.

10.07 **Amendment**

The By-laws of Total Communication Environment may be amended by resolution of the Board of Directors. Any such amendment shall be submitted to the members of Total Communication Environment at the next annual meeting of such members at which they may confirm, reject or further amend such By-laws and amendments. To amend the By-laws a vote requires a two-thirds (2/3) majority to pass.

ARTICLE 11 - FINANCIAL YEAR

11.01 Year-End

Unless otherwise determined by the Board of Directors the financial year of Total Communication Environment shall terminate on the 31st day of March, in each year.

ARTICLE 12 - NOTICE

- 12.01 Whenever under the provisions of the By-laws of Total Communication Environment, notice is required to be given, such notice shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to the last address of such person as recorded in the books of the Organization or, if mailed by prepaid ordinary or air mail addressed to said address or if sent to said address by any means of wire or wireless or any other form of electronically transmitted or recorded communication. For the purpose of sending any notice the address of any member, Director or officer shall be his/her last address as recorded on the books of Total Communication Environment.

Passed by the Board of Directors and sealed with the corporate seal on the 9th day of December, 2010.

The foregoing By-laws of Total Communication Environment were presented and approved at a meeting of the members of Total Communication Environment held on the 9th day of December, 2010.

Amendment, effective November 10, 2014:

The **Article 8.05 Borrowing** clause was added to form part of the By-laws of Total Communication Environment by resolution of the Board of Directors on November 10, 2014.

(corporate seal)


Chairperson


Treasurer

The foregoing **Article 8.05 Borrowing** amendment was presented and approved at a meeting of the members of Total Communication Environment held on the 22nd day of June, 2015.


Chairperson


Treasurer