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# UBUNTU LEGACY COMMUNITY CARE

## BY-LAW NO. 3

### Governance, Officers, and Executive Management

Legal Entity: **15563879 CANADA Association**

Operating Name: **Ubuntu Legacy Community Care**

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## ARTICLE 1 – DEFINITIONS

1.1 “**Act**” means the *Canada Not-for-profit Corporations Act* and its regulations, as amended.

1.2 “**Corporation**” means Ubuntu Legacy Community Care.

1.3 “**Board**” means the Board of Directors of the Corporation.

1.4 “**Director**” means a member of the Board of Directors.

1.5 “**Officer**” means a person appointed by the Board to an officer position.

1.6 “**Executive Director**” means the senior employee of the Corporation responsible for day-to-day management and implementation of Board-approved policies.

1.7 “**Member**” means a person admitted to membership in accordance with the Corporation’s by-laws.

1.8 “**Quorum**” means the minimum number of directors or members required to transact business.

1.9 “**Conflict of Interest**” means any situation in which a person’s private interest may conflict with the best interests of the Corporation.

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## **ARTICLE 2 – BOARD OF DIRECTORS**

### **2.1 Authority**

The affairs of the Corporation shall be governed by the Board of Directors, which shall exercise its powers in accordance with the Act and these by-laws.

### **2.2 Number of Directors**

The Board shall consist of **three (3) directors**, or such number as permitted by the Articles.

### **2.3 Fiduciary Duties**

Every director shall:

- Act honestly and in good faith with a view to the best interests of the Corporation; and
  - Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
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## **ARTICLE 3 – TERMS OF OFFICE & BOARD CONTINUITY**

### **3.1 Term Length**

**Directors** shall be elected for terms of **up to four (4) years**.

### **3.2 Staggered Terms**

Director terms **may be staggered** to ensure continuity of governance and organizational stability.

### **3.3 Holdover Provision**

A director whose term has expired shall **continue to hold office until a successor is elected or appointed**, in accordance with the Act.

### **3.4 Removal**

A director may be removed by ordinary resolution of the members in accordance with the Act.

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## **ARTICLE 4 – OFFICERS OF THE CORPORATION**

### **4.1 Officers**

The officers of the Corporation may include:

- Chair (or Governance & Compliance Director)
- Treasurer
- Secretary

The same individual may hold more than one office, except where prohibited by law.

### **4.2 Chair / Governance & Compliance Director**

The Chair shall:

- Provide leadership to the Board
- Ensure effective governance and compliance
- Preside over Board meetings
- Act as primary liaison between the Board and the Executive Director

### **4.3 Treasurer**

The Treasurer shall:

- Oversee financial policies and internal controls
- Ensure accurate financial records are maintained
- Present financial reports to the Board
- Support compliance with CRA and funder requirements

### **4.4 Secretary**

The Secretary shall:

- Maintain corporate records and minutes
  - Ensure proper notice of meetings
  - Safeguard governing documents
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## **ARTICLE 5 – EXECUTIVE DIRECTOR**

### **5.1 Appointment**

The Executive Director shall be **appointed by resolution of the Board**.

### **5.2 Role and Authority**

The Executive Director is the **chief operating officer** of the Corporation and shall:

- Manage day-to-day operations
- Implement Board-approved policies and strategic plans
- Supervise staff and volunteers (where applicable)
- Represent the Corporation externally
- Prepare reports for the Board

### **5.3 Limitations**

The Executive Director:

- Shall **not** be a voting member of the Board
- Shall not unilaterally bind the Corporation beyond Board-approved authority

### **5.4 Reporting**

The Executive Director shall report to the Board and provide:

- Written reports at Board meetings
  - Annual operational and impact reports
  - Immediate notice of material risks or opportunities
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## **ARTICLE 6 – FINANCIAL OVERSIGHT**

### **6.1 Fiscal Year**

The fiscal year of the Corporation shall be determined by the Board.

## 6.2 Financial Review

The Board shall ensure:

- A **Notice to Reader** engagement where revenue is under \$250,000
- A **Review Engagement** or **Audit** where required by law or funders

## 6.3 Signing Authority

The Board shall establish signing authority by resolution.

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# ARTICLE 7 – MEETINGS & QUORUM

## 7.1 Board Meetings

Board meetings may be held in person or electronically.

## 7.2 Board Quorum

A quorum shall be a **majority of directors then in office**.

For a three-member Board, quorum is **two (2) directors**.

## 7.3 Virtual Participation

Participation by electronic means constitutes presence for quorum and voting purposes.

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# ARTICLE 8 – CONFLICT OF INTEREST

The Corporation shall maintain a written Conflict of Interest Policy, which:

- Requires annual written disclosure by directors and officers
- Requires disclosure of conflicts as they arise
- Requires recusal from discussion and voting
- Is reviewed annually by the Board

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## **ARTICLE 9 – CONFIDENTIALITY & PRIVACY**

### **9.1 Confidentiality**

All directors, officers, staff, and volunteers shall maintain confidentiality of organizational and personal information.

### **9.2 Privacy**

The Corporation shall comply with applicable privacy legislation, including **PIPEDA**.

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## **ARTICLE 10 – MEMBERS**

### **10.1 Member Authority**

Members do not direct the day-to-day affairs of the Corporation, except as required by law, including:

- Election of directors
  - Approval of fundamental changes
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## **ARTICLE 11 – INDEMNIFICATION & INSURANCE**

### **11.1 Indemnification**

The Corporation shall indemnify directors, officers, and employees against all reasonable costs incurred in the performance of their duties, except in cases of fraud or willful misconduct.

### **11.2 Insurance**

The Corporation shall maintain **Directors and Officers Liability Insurance** as determined by the Board.

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## ARTICLE 12 – AMENDMENTS

These by-laws may be amended by **two-thirds (2/3) vote of the Board**, subject to member approval where required by law.

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## ARTICLE 13 – EFFECTIVE DATE

This By-Law shall take effect upon approval by the Board of Directors.

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Norma Telfer:  , Date: 

Sonia Noble:  , Date: 

Wendel Clarke:  , Date: 