

SSCOPE INCORPORATED

BY-LAW NO. 1

PREAMBLE

WHEREAS gainful employment contributes significantly to our mental health, our sense of dignity and self-worth, and our physical and material needs;

AND WHEREAS work allows us to use our talents and gifts in serving others, and so experience ourselves as whole and contributing members of our community;

AND WHEREAS those of us who are consumers of mental health services face significant barriers in securing and maintaining paid employment in our community;

AND WHEREAS as a consequence consumers of mental health services frequently live in social isolation and material poverty;

WE HAVE COME TOGETHER in the spirit of self-help and mutual support to form an organization whose purpose is to address these issues.

The name of the organization shall be SSCOPE Incorporated, which is an acronym for "Self-Starting Creative Opportunities For People In Employment".

PURPOSE

SSCOPE Incorporated shall function as a charitable organization in the relief of material poverty, social isolation and mental and emotional distress experienced by consumers of mental health services who are unemployed or underemployed.

SSCOPE Incorporated will achieve this purpose through a variety of activities including job finding, supported employment, self-help, advocacy, skills training, and community education about mental health and employment issues.

BY-LAW NO. 1

Being the General By-Law of SSCOPE INCORPORATED, a By-Law relating generally to the transaction of the purposes and affairs of SSCOPE INCORPORATED.

BE IT ENACTED AND IT IS HEREBY ENACTED as a By-Law of SSCOPE INCORPORATED (hereinafter referred to as the "Corporation"), as follows:

SECTION 1 - INTERPRETATION

1.01 Definitions - In the By-Laws of the Corporation, unless the context otherwise requires:

- (a) “Act” means *The Corporations Act* (Manitoba) as from time to time amended; and any statute that may be substituted therefor;
- (b) “appoint” includes “elect” and vice versa;
- (c) “Articles” means the Articles attached to the Certificate of Incorporation dated June 7, 1990, of the Corporation as from time to time amended or restated;
- (d) “Board” means the Board of Directors of the Corporation;
- (e) “By-Laws” mean this By-Law and all other By-Laws of the Corporation from time to time in force and effect;
- (f) “Corporation” means the Corporation incorporated by Certificate of Incorporation under the Act and named SSCOPE INCORPORATED;
- (g) “non-business day” means Saturday, Sunday, and any other day that is a holiday as defined in “*The Interpretation Act*” (Manitoba);
- (h) “signing officer” means any person authorized to sign a document on behalf of the Corporation by Section 2.04 or by a Resolution passed pursuant thereto;

Save as aforesaid, words and expressions defined in the Act have the same meanings when used herein.

Words importing the singular include the plural and vice versa; words importing gender include the masculine, feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

## SECTION 2 - BUSINESS OF THE CORPORATION

2.01 Registered Office - Until changed in accordance with the Act, the registered office of the Corporation shall be at the City of Winnipeg, in the Province of Manitoba, and at such location therein as the Board may from time to time determine.

2.02 Corporate Seal - Until changed by the Board, the corporate seal of the Corporation shall be in a form approved by the Board of Directors.

2.03 Financial Year - Until changed by the Board, the financial year of the Corporation shall end on the last day of March in each year

2.04 Execution of Instruments - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by two (2) Officers of the Corporation, one of whom must be the person who holds the office of Chairperson or Co-Chairperson of the Board, and one other who

holds the office of Vice-Chairperson, Secretary, Treasurer, Director or any other office created by By-Law or Resolution of the Board. In addition, the Board may from time to time direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal to any instrument requiring the same.

2.05           Banking Arrangements - The banking business of the Corporation shall be transacted with such banks, credit unions, trust companies or other bodies corporate or organizations 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.

### SECTION 3 - MEMBERSHIP

3.01           Categories of Members - There shall be two categories of membership in the Corporation - Worker Members and General Members.

3.02           Worker Members - Worker Members will be present or former consumers of mental health services residing in The City of Winnipeg who are actively registered in any of the programs operated by the Corporation. "Actively registered" shall mean that such Worker Member has (a) provided services to the Corporation within the last sixty (60) days and (b) has not been asked not to return to providing services to the Corporation.

3.03        General Members - General Members will be all others who are in agreement with the purposes of the Corporation and who have filed an application for membership with the Board of Directors of the Corporation and have been appointed as General Members by the Board. General Members may include individuals, corporations, unincorporated associations or other entities.

3.04        Membership Fees - The Board may set a fee for membership in the Corporation in such a manner and amount as it may deem fit in its absolute discretion. If assessed fees are not paid within one calendar month of the fees being payable, the Members in default shall thereupon cease to be Members of the Corporation.

3.05        Registry of Members - The Corporation shall maintain a registry of Members which records the names and addresses of the Members of the Corporation.

3.06        Removal of Members - Any Member of the Corporation shall cease to be a Member of the Corporation:

- (a) upon the death of the Member;
- (b) upon a resolution to that effect being passed by at least two-thirds of the votes cast at a special meeting of the directors or the Members in respect of which notice specifying the intention to pass such a resolution has been given to all directors and Members;
- (c) upon Member ceasing to meet membership requirements;
- (d) upon receipt by the Chairman of the Corporation of the Member's written resignation. In the case of resignation, a member shall remain liable for payment of any outstanding membership dues levied or which became

payable by the Member to the Corporation prior to such Member's resignation,

provided that a Member who ceases to be a Member of the Corporation pursuant to subsections (b), (c) or (d) shall be eligible to be readmitted to membership in the Corporation in accordance with this paragraph 3.

#### SECTION 4 - MEETINGS OF MEMBERS

4.01           Regular Meetings of Worker Members - Regular meetings of Worker Members shall be held not fewer than three (3) times within each fiscal year of the Corporation at such time and place as the Worker Members may determine. A quorum of Worker Members shall consist of the greater of two (2) or ten percent (10%) of the Worker Members, or such lesser or greater number as the Worker Members may from time to time determine.

4.02           Annual Meetings of Members - The annual meeting of Members shall be held at least once within each fiscal year of the Corporation, at such time and place in each year as the Board of Directors may from time to time determine. A quorum of Members shall consist of the greater of two (2) or ten percent (10%) of the Members, or such lesser or greater number as the Members may from time to time determine.

4.03           Special Meetings - The Board, the Chairperson of the Board, or three (3) Members shall have the power to call a special meeting of Members at any time.

4.04            Notice of Meetings - Notice of the time and place of each meeting of Members shall be given to each Member on the registry not less than seven (7) days before the date of the meeting. Notice of a special meeting of Members called for any purpose other than consideration of the financial statements and auditor's or accountant's report, election of Directors and reappointment of the incumbent auditor or accountant shall state the nature of such business in sufficient detail to permit the Members to form a reasoned judgement thereon. Members shall be informed twenty-one (21) days in advance of a special meeting.

4.05            Chairperson, Secretary and Scrutineers - The Chairperson of any meeting of Members shall be the first of the following Officers who are present at the meeting: Chairperson of the Board, Vice-Chairperson, Secretary, or Treasurer. If no such Officer is present within fifteen (15) minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one (1) of their number to be Chairperson. If the Secretary of the Corporation is absent, the Chairperson shall appoint some person, who need not be a Board member, to act as Secretary of the meeting.

4.06            Persons Entitled to be Present - The only persons entitled to be present at a meeting of Members shall be those entitled to vote thereat, the Directors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or By-Laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chairperson of the meeting or with the consent of the meeting.

4.07 Right to Vote

(a) Subject to any provisions of the Act as to authorized representatives of any body corporate, at any meeting of Members every Member shall be entitled to vote at the meeting.

(b) At any meeting of Worker Members every Worker Member shall be entitled to vote at the meeting. General Members shall not be entitled to vote at any meeting of Worker Members, notwithstanding Article 4.07(b) hereof.

4.08 Votes to Govern - At any meeting of Members every question shall, unless otherwise required by the Articles or By-Laws, be determined by the majority of votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the Chairperson of the meeting shall not be entitled to a second or casting vote.

4.09 Show of Hands - Subject to the provisions of the Act, any question at a meeting of Members shall be decided by a show of hands unless a ballot thereon is required or demanded as hereinafter provided. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or demanded at the meeting where the subject vote takes place, a declaration by the Chairperson 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 Board members upon the said question.

4.10 Ballots - On any, question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, any Member may require or demand a ballot. A ballot so required or demanded shall be taken in such a manner as the Chairperson shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot. If a ballot is taken, the result of the ballot so taken shall be the decision of the Members upon the said question, and shall supercede any vote taken by show of hands.

4.11 Adjournment - If a meeting of Members is adjourned for less than thirty (30) days, it shall not be necessary to give notice of the adjourned meeting, other than by announcement at the earlier meeting that is adjourned. If a meeting of Members is adjourned by one (1) or more adjournments for an aggregate of thirty (30) days or more, notice of the adjourned meeting shall be given as for an original meeting.

## SECTION 5 - DIRECTORS

5.01 Number of Directors and Quorum - Until changed in accordance with the Act, the Board shall consist of not fewer than **seven (7) Directors and no more than eleven (11)**. At least one (1) of whom are Worker Members duly elected at any meeting of Worker Members, with the understanding that the Board shall use its best efforts to

place as many interested Worker Members on the Board as possible. The quorum for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the Directors.

5.02           Qualifications - No person shall be qualified for election as a Director if he is less than eighteen (18) years of age. All Directors shall be Canadian residents.

5.03           Election and Term - The election of Directors, with the exception of Directors who are Worker Members, shall take place at the annual meeting of Members. The election of Directors by Worker Members shall take place at any meeting of Worker Members. All Directors of the Board shall be elected for a two-year term. Retiring Directors may stand for re-election to a subsequent term. There is no limit to the number of terms that any Director may serve in that capacity.

5.04           Removal of Directors - Subject to the provisions of the Act, the Members or Directors may by a Resolution passed at a special meeting of Members or Directors, as appropriate, remove any Director from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Directors. Notwithstanding the foregoing only Worker Members may remove those Directors elected solely by Worker Members.

5.05           Vacation of Office - A Director ceases to hold office when he dies; he is removed from office by all of the Board, except the Worker Members which can only be removed by a quorum of the Worker Members; he is removed from office by a quorum

of the Worker Members; he ceases to be qualified for election as a Director; he fails to attend 3 consecutive meetings of the directors without suffice reason for such absence (the sufficiency of such reasons will be decided by a unanimous vote of the other directors) or his written resignation is sent or delivered to the Corporation, or if a time is specified in such resignation, at the time so specified, whichever is later; or when his successor is elected.

5.06           Vacancies - Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the minimum number of Directors or from a failure of the Members to elect the minimum number of Directors as set out in the Articles. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the minimum number of Directors as set out in the Articles, the Board shall forthwith call a special meeting of Board members to fill the vacancy. If the Board fails to call such meeting or if there are no such Directors then in office, any Board member may call the meeting. The term of office of Board members appointed in such manner shall extend until the earliest subsequent annual meeting of Members, or until the earliest meeting of Worker Members if the Director being replaced is a Worker Member.

5.07           Action by the Board - Subject to any unanimous Board agreement, the Board shall manage the business and affairs of the Corporation. Subject to Section 5.08, the powers of the Board may be exercised by Resolution passed at a meeting at which a quorum is present or by Resolution in writing signed by all the

Directors entitled to vote on that Resolution at a meeting of the Board. Where there is a vacancy of the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

5.08            Meeting by Telephone - If all the Directors consent, a Director may participate in a meeting of the Board or of a committee of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board, and of committees of the Board held while a Director holds office.

5.09            Place of Meetings - Meetings of the Board may be held at any place.

5.10            Calling of Meetings - Meetings of the Board shall be held from time to time and at such place as the Board, the Chairperson of the Board, the managing Director, and any two (2) Directors may determine.

5.11            Notice of Meeting - Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 9 to each Director not less than forty-eight (48) hours before the time when the meeting is to be held. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at

the meeting except where the Act requires such purpose or business to be specified, including any proposal to:

- (a) submit to the Board members any question or matter regarding approval of the Board members;
- (b) fill a vacancy among the Directors or in the office of auditor;
- (c) approve a management proxy circular;
- (d) approve any annual financial statements; or
- (e) adopt, amend or repeal By-Laws.

5.12 First Meeting of the Board - Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the meeting of Members at which such Board is elected.

5.13 Adjourned Meeting - Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

5.14 Regular Meeting - The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any Resolution of the Board fixing the place and time of such regular meeting shall be

sent to each Director forthwith after being passed, but no other notice shall be required after being passed, except where the Act requires the purpose thereof or the business to be transacted thereat to be specified.

5.15           Chairperson - The Chairperson of any meeting of the Board shall be the first mentioned of such of the following Officers who is present at the meeting: Chairperson of the Board, Vice-Chairperson or a Secretary. If no such Officer is present, the Directors present shall choose one of their number to be Chairperson.

5.16           Votes to Govern - At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the Chairperson of the meeting shall not be entitled to a second or casting vote.

5.17           Conflict of Interest - A Director or Officer who is a party to, or who is a Director or Officer of or has a material interest in any person who is a party to, a material contract or proposed material contract with the Corporation shall disclose the nature and extent of his interest as soon as the conflict is known to him. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board. A Director interested in a contract so referred to the Board shall not vote on any Resolution to approve the same except as provided by the Act.

5.18 Voluntary Service - No Director shall receive remuneration for any services provided by him in his capacity as a Director of the Corporation.

5.19 Frequency of Meetings - There shall be not fewer than six (6) meetings of the Board of Directors within each fiscal year of the Corporation.

## SECTION 6 - COMMITTEES

6.01 Committee of Directors - The Board may appoint a committee of Directors, however designated, and delegate to such committee any of the powers of the Board except those which, under the Act, a committee of Directors has no authority to exercise.

6.02 Transaction of Business - Subject to the provisions of Section 6, the powers of a committee of Directors may be exercised by a meeting at which a quorum is present or by Resolution in writing signed by all the members of such committee who would have been entitled to vote on that Resolution at a meeting of the committee. Meetings of such committee may be held at any place.

6.03 Advisory Committees - The Board may from time to time appoint such other committees as it may deem advisable, but the functions of any other committees shall be advisory only.

6.04            Procedure - Unless otherwise determined by the Board, each committee shall have the power to fix its quorum at not less than a majority of its members, to elect its Chairperson and to regulate its procedure.

## SECTION 7 - OFFICERS

7.01            Appointment - Subject to any unanimous Board member agreement, the Board may from time to time appoint a Chairperson or Co-Chairpersons, one or more Vice-Chairpersons (to which title may be added words indicating seniority or function), a Secretary, a Treasurer and such other Officers as the Board may determine, including one or more assistants to any of the Officers so appointed. The Board may specify the duties of and, in accordance with this By-Law and subject to the provisions of the Act, delegate to such Officers powers to manage the business and affairs of the Corporation.

7.02            Chairperson of the Board - The Board may from time to time also appoint a Chairperson of the Board who shall be a Director. If appointed, the Board may assign to him/her any of the powers and duties that are by any provisions of this By-Law assigned to the managing director; and he shall, subject to the provisions of the Act, have such other powers and duties as the Board may specify. During the absence or disability of the Chairperson of the Board, his/her duties shall be performed and his/her powers exercised by the Vice-Chairperson.

7.03            Vice-Chairperson - A Vice-Chairperson shall have such powers and duties as the Board may specify.

7.04           Secretary - The Secretary shall attend and be the Secretary of all meetings of the Board, and committees of the Board and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; he/she shall give or cause to be given, as and when instructed, all notices to Board members and members of committees of the Board; he/she shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of Corporation and of all books, papers, records, documents and instruments belonging to the Corporation, except when some other Officer or agent has been appointed for that purpose; and he/she shall have such other powers and duties as the Board or the Chairperson of the Board may specify.

7.05           Treasurer - The Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; he/she shall render to the Board whenever required an account of all his/her transactions as Treasurer and of the financial position of the Corporation; and he/she shall have such other powers and duties as the Board or the chief executive officer may specify.

7.06           Powers and Duties of Other Officers - The powers and duties of all other Officers shall be such as the terms of their engagement call for or as the Board may specify. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such an assistant, unless the Board otherwise directs.

7.07 Variation of Powers and Duties - The Board may from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of an Officer.

7.08 Term of Office - The Board, in its discretion, may remove any Officer of the Corporation, without prejudice to such Officer's rights under any employment contract. Otherwise each Officer appointed by the Board shall hold office until his successor is appointed or such Officer is removed by the majority of the Board.

7.09 Conflict of Interest - An Officer shall disclose his interest in any material contract or proposed material contract with the Corporation in accordance with Section 5.17.

7.10 Agents and Attorneys - The Board shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers or management or otherwise (including the power to subdelegate) as may be thought fit.

## SECTION 8 - PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

8.01 Limitation of Liability - Subject to the provisions of the Act, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the

insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be deposited, or for any loss occasioned by any error or judgement or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto, unless the same are occasioned by his own wilful negligence; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and the regulations thereunder and the Articles and By-Laws of the Corporation, or from liability for any breach thereof.

8.02            Indemnity - Subject to the limitations contained in the Act, the Corporation shall indemnify a Director or Officer, a former Director or Officer, or a person who acts or acted at the Corporation's request as a Director or Officer of a body corporate of which the Corporation is or was a shareholder or creditor (or a person who undertakes or has undertaken any liability on behalf of the Corporation or any such body corporate) and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he is made a party by reason of being or having been a Director or Officer of the Corporation or such body corporate, if:

- (a) he acted honestly and in good faith with a view to the best interest of the Corporation; and

- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

8.03 Insurance - Subject to the limitations contained in the Act, the Corporation may purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine.

## SECTION 9 - NOTICES

9.01 Method of Giving Notices - Any notice (which term includes any communication or document) to be given (which terms include sent, delivered or served) pursuant to the Act, the regulations thereunder, the Articles, the By-Laws or otherwise to a Board member, Director, Officer, auditor or member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid ordinary mail or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally to the recorded address as aforesaid; a notice so mailed shall be deemed to have been received at the time it would have been delivered in the ordinary course of events.

The Secretary may change or cause to be changed the recorded address of any Director, or member of a committee of the Board in accordance with any information believed by him to be reliable.

9.02           Computation of Time - In computing the date when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

9.03           Undelivered Notices - If any notice given to a Board member is returned on three (3) consecutive occasions because he cannot be found, the Corporation shall not be required to give any further notices to such Board member until he informs the Corporation in writing of his new address.

9.04           Waiver of Notice - Any Director or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given him under the provisions of the Act, the regulations thereunder, the Articles, the By-Laws or otherwise and such waiver or abridgement shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Board members or of the Board which may be given in any manner.

## SECTION 10 - DISPOSAL OF ASSETS

10.01        Disposal of Assets - In the event of the dissolution of the Corporation the assets of the Corporation shall be distributed to a charitable non-profit organization whose purpose is compatible with those of SSCOPE INCORPORATED. Neither the Members nor the Directors of the Corporation shall have any interest in any of the assets of the Corporation.

SECTION 11 - EFFECTIVE DATE

11.01        Effective Date. - This By-Law shall come into force when enacted by the Board of Directors in accordance with the Act.

ENACTED this 21<sup>st</sup> day of January, 2006.

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Lisa Lewis  
Co-Chairperson

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Jacquie Hawkins  
Co-Chairperson