

**PROSTATE CANCER SUPPORT OTTAWA
BYLAWS**

**APPROVED AT THE ANNUAL GENERAL MEETING
MAY 3, 2022**



**ALAN CARL
CHAIR
BOARD OF DIRECTORS**



PROSTATE CANCER SUPPORT OTTAWA

[formerly PROSTATE CANCER CANADA NETWORK OTTAWA]

MISSION STATEMENT

The mission of Prostate Cancer Support Ottawa (hereafter PCSO), both for individuals and in the interests of the wider community, is to promote and deliver personal support, education, awareness and health advocacy on behalf of all men and their families that are affected by prostate cancer and to better prepare them to deal with their diagnosis and treatment in a positive and effective manner.

Mandate and Principal Activities

- To provide from firsthand experience personal support to men and their families who are dealing with prostate cancer.
- To increase the community's awareness of prostate cancer, including early diagnosis, treatment options and available resources.
- To organize and conduct educational and awareness events, such as seminars, lectures, health fairs and regular meetings which includes the dissemination of cancer information through various media and other community venues.
- To forge greater collaborative and supporting relationships with like-minded community cancer advocacy groups through consultation, coordination and cancer education in the local community.
- To maintain by way of its voluntary membership the PCSO organization that provides administrative and logistical support to all its principal activities.

VISION

The vision of PCSO is to become the main support entry point for all men and their families in the Ottawa area affected by prostate cancer and who are seeking information and support in dealing with their diagnosis and treatment.

Governance By-Law for Prostate Cancer Support Ottawa (PCSO)

Article 1.0 - General

1.01 Definitions

In this by-law, unless the context otherwise requires:

1. "Organization" means the entity described here as Prostate Cancer Support Ottawa and/or PCSO;
2. "Board" means the board of directors of the organization elected at an Annual General Meeting;
3. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the organization as amended and which are, from time to time, in force;
4. "Chair" is an officer of the Board and chair of the Board of Directors;
5. "Director" means an individual occupying the position of Director that composes the Board of Directors of PCSO and who is elected by the membership at an Annual General Meeting (See Article 2.01);
6. "Member" means a member of the organization;
7. "Members" means the collective membership of the organization; and
8. "Officer" means a Director of the organization who is elected to one of the executive positions (See Article 5.01) by those Directors elected at an Annual General Meeting.
9. "Quorum" means a specified minimum of number of persons, not including proxies, actually present or deemed to be present at a meeting of Directors or Members, for the purpose of transacting business of the organization.

1.02 Interpretation

Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Situation of Office

The office of the organization will be situated in the City of Ottawa in the Province of Ontario in the Church Hall of St. Stephen's Anglican Church.

1.04 Seal

The seal of the organization, if any, shall bear the English name of the organization and the year that it was established and shall be in the form determined by the Board. The Chair, Vice-Chair, Treasurer, Secretary, and any Director of the organization shall each and all have the authority to affix the organization's seal to any document requiring the same.

1.05 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the organization may be signed by the Chair of PCSO and one other Officer. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person so authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the organization to be a true copy thereof.

Article 2.0 - Board of Directors

2.01 Election and Term

The business and affairs of the organization shall be managed by a Board of Directors consisting of not fewer than eight and not more than fifteen Directors who shall be elected by the Members (see Article 9.01) or appointed by the Board (see Article 2.03). The term of office of the Directors (subject to the provisions, if any, of the articles) shall be for a period of two (2) years from the date of the meeting at which they are elected or appointed. Directors appointed to replace a resigning Director will serve the remainder of the term of the Director being replaced.

2.02 Vacancies

The office of a Director shall be vacated immediately:

1. if a Director resigns office by oral or written notice to the Chair and/or Secretary, which resignation shall be effective at the time it is received by the Chair and/or Secretary or at the time specified in the notice, whichever is later;
2. if a Director dies;

3. if a Director is found to be incapable of managing his/her affairs as reasonably determined by the due diligence of the officers and the Board of Directors of the organization; or
4. if a Director is to be removed before the expiration of the Director's term of office; this requires a resolution to be passed with at least two-thirds of the votes cast at a Directors' meeting that the Director be removed from office.

2.03 Filling Vacancies

A vacancy on the Board shall be filled as follows:

1. a quorum of Directors (see Article 3.02) may fill a vacancy among the Directors;
2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in these Articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
3. if the vacancy results from the Directors passing a resolution to remove a Director, the Members may fill the vacancy by a majority vote and any Director so elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
4. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the term of the vacating Director. After that, the appointee shall be eligible to be elected by the Members as a Director.

2.04 Committees

Committees may be established by the Board as follows:

1. The Board may appoint from their number, which also may include persons from the organization's membership, a committee to carry out special responsibilities or projects as the Board may deem necessary from time to time. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.05 Remuneration of Directors

The Officers and Directors shall serve as such without remuneration and no Officer or Director shall directly or indirectly receive any profit from occupying the position, provided that:

1. Officers and Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
2. Officers and Directors may be reimbursed for expenses incurred provided that the amount of any such reimbursement is:
 - i. considered reasonable by the Board;
 - ii. approved by the Board for payment by resolution passed before such payment is made; and
 - iii. in compliance with the conflict of interest provisions determined appropriate by the Board; and
3. Notwithstanding the foregoing, no Officer or Director shall be entitled to remuneration for services as a Director or in any other capacity.

Article 3.0 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair or by any two Directors at any time and any place on notice as required by this by-law.

3.02 Quorum of Directors

A quorum at a Board of Directors meeting shall be a simple majority of all currently elected and appointed Directors. Except for the calling of special meetings of the Members as prescribed at Article 2.03-2 or for procedural reasons such as adjournment, decisions reached and/or other transactions occurring at a Board meeting without a quorum of Directors present shall be null and void.

3.03 Regular Meetings

The Board of Directors may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director.

3.04 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article 10 of this by-law to every Director of the organization not less than seven days before the date that the meeting is to be held. Notice of a meeting may be waived for regular meetings, or if all the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the Annual General Meeting of the organization.

3.05 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-Chair will assume this responsibility or in his absence the Directors present shall choose one of their number to act as the Chair.

3.06 Voting

Each Director has one vote, and proxy votes are permitted at the discretion of the Chair. Except as prescribed in Article 2.02-4, questions arising at a Board meeting shall be decided by a simple majority of votes. In case of an equality of votes, the Chair shall not have a second or tie-breaking vote.

3.07 Participation by Telephone or Other Communications Facilities

The Board will arrange for Directors (and their proxies) to attend and vote at any given meeting by electronic or telephonic means. This permits all participants to communicate adequately with each other, and those participating by such means are deemed to be present at the meeting.

Article 4.0 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the organization shall be placed for safekeeping.

4.02 Financial Year

The financial year of the organization ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

Article 5.0 - Officers

5.01 Officers

The Board shall elect from among its Directors elected at the Annual General Meeting an Executive Committee composed of the offices of Chair, Vice-Chair, Treasurer and Secretary at its first meeting following the annual meeting of the organization. The Chair holding office for the preceding term of office is an ex-officio member of the Board for its term of office and shall have full Director status. The offices of Treasurer and Secretary may be held by the same person who may be known as the Secretary-Treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board deems necessary and ratifies by a vote of the Board.

5.02 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

5.03 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to Directors the performance of any or all such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in Articles 3.05 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time. (See Schedule A)

5.05 Duties of The Vice-Chair

The Vice-Chair shall perform the duties described in Articles 3.05 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time. (See Schedule B)

5.06 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Secretary

The Secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

Article 6.0 - Protection of Directors and Others

6.01 Protection of Directors and Officers

No Director, Officer or committee member of the organization is liable for the acts, neglects or defaults of any other Director, Officer, committee member of the organization or for joining in any receipt or for any loss, damage or expense happening to the organization through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the organization or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the organization shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or organization with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office.

Since the organization has few assets and financial resources, the protection afforded to its Officers and Directors by the organization's indemnity is very limited. As a result, the organization shall purchase Directors' and Officers' liability insurance for its Officers and Directors. Such insurance shall include coverage for negligent and wilful breaches of the Directors' and Officers' standard of care. In addition, each Director and Officer of the organization shall be insured throughout the period during which the liability may be incurred (which may last for a number of years after the Director or Officer has left the Board). It is important and advisable to have a Directors' resolution approving the purchase of such liability insurance, and to advise the Members of such purchase at their next meeting.

Article 7.0 - Conflict of Interest

7.01 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the organization shall make full disclosure in order that the Board determine such conflict. No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

The organization may develop and have approved by its Board a conflict of interest policy pertaining to its Directors and Officers. Such a document shall be distributed to each Director and Officer.

Article 8.0 - Members

8.01 Members

Membership in the organization shall consist of those named in the articles and those who have voluntarily identified themselves to be a member and interested in furthering the organization's purposes.

Article 9.0 - Members' Meetings

9.01 Annual Meeting

The organization's Annual General Meeting shall be held on a day and at a place within the Ottawa area as fixed by the Board, or electronically. Notice of the Annual General Meeting shall be provided not less than 14 days before the annual meeting and sufficient information shall be provided to permit the members to form a reasoned judgement on the decisions to be taken at such a meeting.

The business transacted at the annual meeting shall include:

1. receipt/approval of the agenda;
2. receipt/approval of the minutes of the previous annual and subsequent special meetings;
3. consideration of the prior year's financial statements;
4. report of person(s) appointed to conduct a review of the financial records of the organization;
5. election of those Directors as submitted to the members by way of a nominating committee report given at the time of notice of the annual meeting;
6. confirmation/approval of any proposed changes to the by-laws; and
7. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for an annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Board of Directors may call a special meeting of the Members. The Board shall convene a special meeting on written request of not less than twelve Members for any purpose connected with the affairs of the organization within 21 days from the date of the deposit of the request.

9.03 Notice

Unless there are exceptional circumstances, not less than 21 days and not more than 50 days written notice of any special Members' meeting shall be given. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy. A proxy vote shall consist of a written statement from the Member giving his proxy to another Member.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is 20 members in attendance and entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The Chair of the Board of Directors shall be the chair of the Members' meeting; in the Chair's absence, the Vice-Chair will act in that capacity. Members present at any Members' meeting may choose another Director as chair and if no Director is present or if all the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by these by-laws provided that:

1. each Member shall be entitled to one vote on each resolution at any meeting;

2. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
3. an abstention shall not be considered a vote cast;
4. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct, including by electronic polling as available;
5. if there is a tie vote, the chair of the meeting shall require a written ballot and shall not have a second or tie-breaking vote. If there is a tie vote upon written ballot, the motion is lost; and
6. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded for or against the motion.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, and others who are deemed by the membership to be entitled to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Article 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director or other person identified by the organization shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of

the organization or if no address be given then to the last address of such Member or Director known to the Secretary.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Article 11 - Adoption and Amendment of By-laws

11.01 Amendments to By-laws

Members of PCSO may from time to time amend this by-law by a majority of the votes cast at a Members' meeting.

Schedule A

Position Description of the Chair - Role Statement

The Chair provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Chair co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and outside parties, if any, of the organization. The Chair ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities:

Agendas. Establish agendas aligned with annual Board goals and preside over Board meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction. Serve as the Board's central point of communication. In collaboration with Board Directors develop standards for Board decisions and operations. Oversee Board matters that include formats for reporting to the Board and level of detail to be provided to ensure that information, planning and reporting are appropriately presented to the Board.

Work Plan. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation. Serve as the Board's primary contact with the public.

Reporting. Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct. Set a high standard for Board conduct and enforce policies and by-laws concerning Directors' conduct.

Mentorship. Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with the conduct of individual Directors.

Committee Membership. Serve as member on all Board committees.

Schedule B

Position Description of the Vice-Chair - Role Statement

The Vice-Chair shares responsibility with the Chair in providing leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Vice-Chair assists in co-ordinating Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among

Directors and between the Board. In the absence of the Chair, the Vice-Chair chairs all meetings of the Board of Directors and otherwise assumes the full scope of duties of the Chair. The Vice-Chair may accept specific responsibilities that enhance the leadership of the organization or take on projects and activities which are of specific interest to the Board.

Schedule C

Position Description of the Treasurer - Role Statement

The Treasurer works collaboratively with the Board in achieving its fiduciary responsibilities.

Responsibilities:

Custody of Funds. The Treasurer shall have the custody of the funds and securities of the organization and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the organization in the financial records belonging to the organization and shall deposit all monies, securities and other valuable effects in the name and to the credit of the organization 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 Board from time to time. The Treasurer shall disburse the funds of the organization as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the organization. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and by-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Directors.

Financial Statement. Present to the Members at the annual meeting, as part of the annual report, the financial statement of the organization approved by the Board together with any report of a person(s) assigned to conduct a review of the organization's financial records. Present the organization's monthly financial statements to the Board at its monthly Board meetings if required by the Board.

Registered Charity Information Return. Prepare and file with the Canada Revenue Agency the Annual Registered Charity Information Return within the lawful timeframe required to maintain the organization's legal charity status.

Charitable Tax Receipts

Issue and sign on behalf of the organization charitable tax receipts for individual donors. Receipts may also be signed by any member of the Executive Committee: Chair, Vice-Chair or Secretary.

Schedule D

Position Description of the Secretary - Role Statement

The secretary works collaboratively with the Chair to support the Board in fulfilling its governance responsibilities.

Responsibilities:

Board Conduct. Support the Chair in maintaining the standard for Board conduct and uphold the policies and the by-laws with particular emphasis on governance responsibilities.

Document Management. Keep a roll of the names and addresses of the Members. Ensure that a current list of names and addresses of the members is maintained and the proper recording and maintenance of minutes of meetings of the organization, the Board and Board committees. Such minutes shall be filed in the appropriate books/binders and electronic records of the organization's office. Attend to correspondence on behalf of the Board. Have access to all minute books, documents, registers and the seal of the organization and ensure that they are maintained as required by law. Ensure that all relevant reports are prepared and filed as required by law or as requested by the Board.

Meetings. Give such notice as required by the by-laws of all meetings of the organization, the Board and Board committees. Attend as required meetings of the organization, the Board and Board committees. The Chair may appoint an acting Secretary in circumstances where the Secretary is unable to attend a meeting.

Other: The Secretary may carry out assigned duties that relate to the office by way of correspondence or communications to other organizations or entities that support the principal