

KW Counselling Services Inc.

480 Charles Street East

Kitchener ON N2G 4K5



## **BRIEFING NOTE**

**To: All Membership**

**Meeting: KW Counselling Services 71st Annual General Meeting**

**Date: May 24<sup>th</sup>, 2022**

**For: Decision**

**Re: Amending By-Law Article 4.1: Eligibility for Membership**

### **PURPOSE**

To provide information in support of decision-making by KW Counselling Services membership which would amend By-Law 1 (27 April 2006.) with respect to Eligibility for Membership in the Corporation.

### **KEY CONTEXT**

Kitchener Waterloo Counselling Services is committed to enhancing the involvement of client, family and community voices in informing how we plan, design, and deliver services.

To that end, on April 26<sup>th</sup> the KW Counselling Services Board of Directors directed the Leadership to establish Client and Community Advisory Councils at the Operational Level. These Councils will provide the opportunity for individuals interested in contributing to the direction of KWCS with a forum to do so. They should be representative of the community we serve with regards to:

- Age range
- Gender identification
- Race
- Socio-economic status

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After careful analysis and thinking about a shared future, the Boards of Directors of Carizon, KW Counselling Services, and Monica Place agreed on May 4<sup>th</sup> to move to the next stage of unification that will focus on developing a business plan and a transition plan (additional details [HERE](#) ).

Should unification go forward, all three organizations are committed to having advisory councils in place at the operational level.

Currently, Membership of the Corporation at KW Counselling Services includes all individuals who have donated to the agency since June 30<sup>th</sup> of the previous year. Typically, that voting takes place at the Annual General Meeting, and includes motions on:

- Approval of the minutes of the previous Annual General Meeting
- Approval of audited financial statements of the previous year
- Appointment of the auditor for the next year
- Confirmation of the acts of the Board of Directors for the previous year

The proposed motion to amend the By-law would create a single class of voting membership for KW Counselling Services, restricted to the Board of Directors. This would happen in the context of the creation of Client and Community Advisory Councils in order to provide meaningful opportunities for community engagement into the work of KW Counselling Services.

In light of the work underway with respect to unification, the proposed amendment would bring KW Counselling Services' voting membership terms in line with those of Monica Place and Carizon.

## **MOTION FOR CONSIDERATION**

To amend By-Law Number 1 (27 April 2006) Article 4.1 Eligibility for Membership in the Corporation, removing the current language which is:

### *4.1 Eligibility For Membership in the Corporation*

*The Corporation's Members include all individuals, corporations, partnerships, and other legal entities who have indicated their desire to be Members by making a donation to the Agency. A donation confers membership beginning on the day the donation is received by the Agency and ending on the 30th day of June in the subsequent year. A*

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*Member may resign by a resignation given orally or in writing which shall be effective upon delivery of the resignation or a copy thereof to the board.*

*The Board, by resolution at a meeting of the Board, also may confer membership to such corporations, partnerships, and other legal entities whose association with the Agency, as partners, funding bodies, and allied service providers, is important in decision-making affecting the health and stability of the Agency. These corporations, partnerships, and other legal entities will not necessarily have made a qualifying donation. Such a resolution confers membership beginning on the day the resolution is approved by the Board and ending on the 30th day of June in the subsequent year.*

The language removed above shall be replaced by the following:

#### *4.1 Eligibility For Membership in the Corporation*

*There shall be one (1) class of Members in the Corporation consisting of those individuals who are the Directors of the Corporation. Membership in the corporation is non-transferrable, and shall be terminated automatically upon the happening of any of the following events:*

- a. If a person, in writing, resigns as a Member of the Corporation;*
- b. If a Member dies; or*
- c. When a member ceases to be a Director.*