



GOVERNANCE HANDBOOK

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INTRODUCTION

Canadian Autism Spectrum Disorders Alliance (CASDA) is directly accountable to its members through its Board of Directors.

CASDA's Board of Directors is responsible for providing the strategic leadership and operational support necessary to establish and meet CASDA's vision, mission, goals and objectives.

CASDA OVERVIEW

In 2007, the Canadian Autism Spectrum Disorders Alliance (CASDA), a national coalition of autism related professionals and community partners, was formed. Following the release of the Standing Senate Committee on Social Affairs, Science and Technology report entitled, *Pay Now or Pay Later: Autism Families in Canada* a number of leaders from Autism Spectrum Disorders (ASD) specific organizations from across Canada initiated an alliance to ensure that the momentum created by the release of the report continued.

CASDA was incorporated as a not-for-profit corporation in 2015.

The members of CASDA identified a single focus for their work: to work with the federal government and its departments to develop a National Autism Spectrum Disorders Strategy. By reaching out to leaders in the ASD sector from across Canada, CASDA undertook the process of developing a unified voice for autism in Canada and a unified body with which our government could work. Through CASDA, the autism community has come together to provide a strong national voice to advance the collective messages of our sector. Committed to a shared leadership model of collaboration, CASDA and its members have worked to promote the federal government's commitment to the development and implementation of a National Autism Spectrum Disorders Strategy.

Our Vision

All Canadians living with an ASD have full and equal access to the resources they require to achieve their full potential.

Our Mission

CASDA is an alliance of organizations and individuals developing a comprehensive National Autism Spectrum Disorders Framework. It is committed to ensuring the implementation of a comprehensive National Autism Spectrum Disorders Strategy that addresses critical gaps in funding and policies, which are preventing individuals with ASD and their families from exercising their equal rights as Canadians.

BOARD STRUCTURE AND ROLES

Composition

Canadian Autism Spectrum Disorder Alliance (CASDA) is directly accountable to its members through its volunteer Board of Directors (no fewer than 3 and no more than 15 Directors).

All Directors are voting members of the Board. The volunteer Board is comprised of:

- a minimum of five individuals employed by Organization Members, of which a minimum of 1 and a maximum of 3 will represent National Autism Organizations
- minimum of five Ally Members

The aim is to have a Board that represents CASDA's diverse membership and a balance of skills that allows the Board to appropriately serve its members. It is also important to have representation that reflects the national, regional, linguistic and cultural diversity of Canada. CASDA has limited capacity for paid employees so Directors are often asked to contribute significant operational time and leverage the capacity of the organization they are representing. Therefore, all Organization Member Directors must have some ability to enter into commitments on behalf of their organization.

The Board's Role

CASDA Board of Directors provides governance and operational support to the corporation to ensure overall direction, effectiveness, supervision and accountability through regular meetings as well as meetings of the committees of the Board – Governance, Finance and Audit, Membership and Canadian Autism Leadership Summit Planning.

All Directors are voting members of the Board and, in all situations, are expected to hold the interests of CASDA members above personal or organizational interests.

The Chair shall preside at all Board meetings, and shall have a second and deciding vote in the event of a tie.

INDIVIDUAL RESPONSIBILITIES OF DIRECTORS AND OFFICERS

Directors and officers have a fiduciary responsibility to CASDA. Every Director and officer is required to exercise his or her powers and discharge his or her duties by:

- Acting honestly and in good faith with a view to the best interests of the corporation, and
- Exercising the care, diligence and skill that reasonably prudent person would exercise in comparable circumstances.

In addition Directors are expected to:

- Attend all Board meetings;
- Act as a spokesperson for the organization, serving as a representative of the organization to both internal and external constituencies;
- Participate on at least one Board committee, and
- Adequately prepare for Board and committee meetings. Adequate preparation is essential and should be factored into the overall time commitment expected from Board members.

To carry out these responsibilities, the Board usually meets in person and/or via teleconference 10 times per year.

OFFICERS OF THE CORPORATION

As described in Article 18 of CASDA's by-laws, the Board may designate the officers of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and subject to the Not-for-Profit Corporations Act, delegate to such officers the power to manage the affairs of the Corporation. An officer may, but need not be a Director. A Director may be appointed to any office of the Corporation. Two or more offices may be held by the same person. Officers are typically appointed at the first Board of Directors meeting after the Annual General Meeting.

Chair

The Chair presides over all meetings of the Board and the annual general meeting. The Chair works cooperatively with CASDA employees and provides leadership to the Board. The Chair is accountable to the Board of Directors and members. The Chair is aware of and fulfills governance responsibilities and complies with applicable laws and bylaws to conduct Board business effectively and efficiently. The Chair is also accountable for his or her performance.

Role

- Ensure the integrity and effectiveness of the Board's governance role and processes.
- Preside over all meetings of the Board.
- Act as a spokesperson for the organization, serving as a representative of the organization to both internal and external constituencies.
- Sit as an ex officio member of all Board committees.

Responsibilities

- Ensure that the Board adopts an annual work plan that is consistent with the organization's strategic direction, mandate and vision.
- Ensure that the work of the Board committees is aligned with the Board's role and annual work plan and that the Board respects and understands the role of Board committees.
- If funding can be secured, ensure the Board performs a governance role for the Canadian Autism Partnership (CAP) Advisory Committee and National Director that respects and understands the role of the Advisory Committee and management.
- Ensure Board succession by working with the Governance Committee to ensure there are processes in place to recruit, select, and train Directors with the skills, experience, background and personal qualities required for effective operations.
- Oversee the Board's evaluation process and provide constructive feedback to individual committee chairs and Board members as required.

- Ensure that the Board governance structures and processes are reviewed, evaluated and revised from time to time.
- Fulfill other powers and duties from time to time, as prescribed by the Board to the office.
- Perform all duties stated in the CASDA Board Member Position Description.

Vice Chair

During an absence or inability to act as the Chair, the duties and powers of the Chair may be exercised by the Vice-Chair.

Responsibilities

- Act as a spokesperson for the organization, serving as a representative of the organization to both internal and external constituencies.
- Fulfill other powers and duties from time to time, as prescribed by the Board to the office.
- Perform all duties stated in the CASDA Board Member Position Description.

Secretary

The Secretary performs the tasks and functions normally performed by a secretary as well as other duties as may from time to time be prescribed by the Board. The Secretary attends all meetings of the Board, acts as its clerk and records all votes and minutes of proceedings in the book kept for that purpose. The Secretary gives notice of all meetings to the members and the Board. Additionally, the Secretary is responsible for ensuring government filings are completed in such a manner that the Corporation maintains its not-for-profit corporation status with Industry Canada. The Secretary may delegate his or her duties to other officers or employees to the extent and in such a manner as the Secretary may determine.

Treasurer

The Treasurer Chairs the Finance and Audit Committee. The Treasurer oversees the financial affairs of the organisation to ensure they are legal, constitutional and within accepted accounting practice. The Treasurer works with the Finance and Audit Committee to ensure proper records are kept and that effective financial procedures are in place. They monitor and report on the financial health of the organisation and oversee the production of necessary financial reports/returns, accounts and audits.

DIRECTOR SUCCESSION PLANNING AND ELECTION PROCESS

Boards have a duty to address major business risks to which the corporation may be exposed, including the inevitable loss of Directors from the Board. Identifying the right Director candidates is accomplished through careful consideration and planning. CASDA's Governance Committee develops, regularly reviews and revises Board succession plans and assesses and makes recommendations regarding nominees for election and re-election to the Board.

Succession Planning

The most critical step in Board succession planning is identifying the optimal Board composition and skills matrix. A skills inventory table is kept up to date to assist with these discussions.

The essential qualifications for Directors are as follows:

- A minimum of one (1) year tenure as an employee with a CASDA Organization Member or as a Friend of CASDA Member with membership status in good standing;
- Is knowledgeable about the field of ASD;
- Brings qualities that reflect the national, regional, linguistic and cultural diversity of Canada;
- Possesses superior leadership and communication skills;
- Has insight to help shape ASD information directions, policies and programs; and
- Has the capacity to attend Board Meetings and engage in Board activities, as required.

Asset qualifications for a Directors could be considered as:

- Is well networked and able to reach out to and influence opinion leaders/decision makers; and
- Brings visibility to and enhances the profile of CASDA.

Other qualifications may be sought in areas such as research/economics, government, finance, health professions, population health and privacy, to ensure the required oversight can be provided.

DIRECTOR ELECTION PROCESS

The Governance Committee assesses and makes recommendations regarding nominees for election and re-election by the Members of the Corporation. The process followed since incorporation to assist with electing Directors has been as follows:

- Nominations for an appointment on the Board of Directors shall be made by CASDA members and delivered to the Board of Directors Chair prior to the Fiscal Year end (December 31).
- The Governance Committee may solicit nominations based on gaps identified in skills matrix.

Each year the nomination process will be communicated to members.

Assessment

Once individuals have been identified to fill a vacancy or vacancies on the Board, the Governance Committee meets to consider the candidates. When reviewing the composition and skills mix, Governance Committee members consider the following:

- Whether the Board lacks skills that may prove critical to understanding and managing current and future business operations;
- Whether more than one Director should possess skills that are critical to current or future business operations. Such redundancy helps when sustaining the loss of Directors, and
- The importance of maintaining adequate depth of critical skills; however, candidates should also offer diversity of experience, skills and viewpoints.

Elections

Following its assessment of nominees, the Governance Committee makes a recommendation to the Members of the Corporation to be voted upon at the annual general meeting or at a special meeting of the members.

Terms of Office and Re-Election

A Director is eligible for election or designation as a Director for three consecutive terms not to exceed, in the aggregate, six (6) years. Thereafter, he or she is not eligible for re-election until the passing of one year or the following Annual General Meeting, whichever is sooner. This limitation can be abrogated to permit a Director to serve in the office of Chair, Vice Chair or Past-Chair. This limitation does not apply to the employee of the National Autism Organization representative(s) if the roster of such members is less than three.

When a Director is eligible for re-election and has continued interest in serving as a Director, the Governance Committee reviews his or her qualifications within the context of the skills matrix and then makes recommendations at the annual general meeting to the Members of the Corporation regarding re-elections.

BOARD POLICIES

An effective Board develops the policies, processes and procedures necessary to carry out its responsibilities. This sets the foundation for good corporate governance and sound risk management.

One code and three policies apply to CASDA's Board of Directors:

- Code of Conduct
- One Voice Policy
- Travel Policy and
- Remuneration Policy

These policies are provided in Appendix B.

BOARD COMMITTEES

Board committees are established to conduct specific activities that contribute to the fulfillment of the Board's or the organization's mandate and to allow the full Board to focus on more strategic matters. The Board committees benefit from the skills and expertise of Board members. Other committees may be struck on an ad hoc basis, or from time to time, to ensure that CASDA has the capacity to take on additional projects.

CASDA's Board has four standing committees:

- Canadian Autism Leadership Summit Planning Committee (CALSPC)
- Finance and Audit Committee (FAC);
- Governance Committee (GC); and
- Membership Committee (MC).

As required, time limited, ad-hoc committees may be struck by the Board of Directors.

Committee Role and Responsibilities

The role of each Board committee is to oversee specific activities of the organization as well as activities of the Board (for example, governance practices and recruiting new Board members). Each Board committee has a set of responsibilities that ensures that the full Board can stay focused on matters of strategic importance. Board committee updates are provided to the full Board at each of its meetings, and committee recommendations are brought forward as required. The full Board then undertakes its own deliberation process prior to determining its approval of specific activities.

Committee Chairs and Members

The Governance Committee selects committee chairs and members as new Directors are recruited to the Board. The process entails carefully considering the skills/expertise required on each of the committees and matching these to the skills/experience of current Board members. The process also involves ensuring that representation on these committees is balanced among regions and representation types, as well as ensuring a balance in workload among Board members. For committee chairs, the process is the same, in addition to ensuring the members' willingness to undertake the extra work required by committee chairs. Once a Board member is identified as a potential committee member, he or she is approached regarding his or her ability and willingness to become a member and/or chair of a particular committee.

General Committee Guidelines

- All committees report to the Board of Directors.
- Committees will meet a minimum of four times per year.
- Committee minutes or a summary report will be prepared and sent to the Board Chair to be included in Board Meeting materials.
- Members may participate via video or tele-conference or in person.
- Meetings will be called at the request of the committee chair.
- Quorum is a majority of members.
- The Committee Chair shall preside at all Committee meetings, and shall have a second and deciding vote in the event of a tie. In the absence of the Committee Chair, the other members of a Committee shall appoint one of their members to act as Chair for that particular meeting.

COMMITTEE TERMS OF REFERENCE

Canadian Autism Leadership Summit Planning Committee

The Canadian Autism Leadership Summit Planning Committee (CALSPC) assists the Board with planning the Canadian Autism Leadership Summit.

Roles and Responsibilities

- Plan the Canadian Autism Leadership Summit. Planning activities include: financial oversight, preparing an agenda that supports CASDA’s strategic priorities, meaningfully engaging members.

Membership

The CALSPC is composed of not less than three Directors and may include members from the community.

Frequency of Meetings

Weekly for the 6 months prior to the Summit via conference call.

Finance and Audit Committee

The Finance and Audit Committee (FAC) assists the Board with making decisions and engaging in oversight that ensures the organization’s financial health. CASDA’s Treasurer Chairs the Finance and Audit Committee.

Roles and Responsibilities

- Review and recommend approval of the broad financial policies of CASDA, including the yearly budget.
- Review the financial position of CASDA.
- Formulate recommendations regarding the financial statements, the public accountant’s report and the appointment of the forthcoming year’s public accountant and related fees.
- Provide direction and review for CASDA’s internal audit program.

Membership

The FAC is composed of not less than three Directors.

Frequency of Meetings

The FAC meets at least three times each year by conference call.

Committee Recommendations

Recommendations from the FAC shall be made by at least three members who are present at the meeting. In the event that three members are not present, a recommendation signed by all members of the committee may be presented to the Board of Directors.

Governance Committee

The Governance Committee (GC) assists the Board in improving its functioning, structure, composition and infrastructure.

Roles and Responsibilities

- Direct and oversee the assessment of the Board and Board committees every other year, review such assessments and make recommendation to the Board regarding ways in which governance performance and contributions can be enhanced.
- Oversee Board member succession planning and assess and make recommendations regarding nominees for election and re-election of the Members of the Corporation.
- Provide advice regarding the Board members' orientation and education program, including review of the governance handbook.
- Review, assess and draft policies and decisions regarding governance performance for Board deliberation and action (for example, Remuneration Policy).
- Develop annual work plans for approval by the Board.
- Develop Board Meeting agendas that align with the annual work plans.
- Perform other task related to governance performance as assigned by the Board.
- Evaluate Board function and effectiveness at least annually.

Membership

The GC is composed of not less than five Directors.

Frequency of Meetings

The GC meets at least four times each year. Other meetings may be required on an ad hoc basis, depending on the frequency and number of elections/re-elections to the Board. Meetings may be held by teleconference or in person, as appropriate.

Committee Recommendations

Recommendations from the GC shall be made by at least three members who are present at the meeting. In the event that three members are not present, a recommendation signed by all members of the committee may be presented to the Board of Directors.

Membership Committee

The Membership Committee (MC) assists the Board with the recruitment, retention and support of CASDA members.

Roles and Responsibilities

- Make recommendations to the Board on activities to promote membership.
- Develop membership-building programs.
- Develop and oversee the implementation of survey tools such as membership needs assessments and satisfaction surveys.
- Promote membership peer recognition which may include the development and implementation of an awards program based on objective selection criteria.
- Promote volunteerism and diversity to engage existing members and promote new membership.
- Advise and make recommendations to the Board on any issue relating to the provision of services to members.
- Provide advice to the Board concerning membership needs.
- Partner with other committees as appropriate on matters of common interest.
- Report to the Board at least quarterly or more often as required on membership committee activities.

Membership

The MC is composed of not less than three Directors.

Frequency of Meetings

The MC meets at least once each year. Other meetings may be required on an ad hoc basis. Meetings may be held by teleconference or in person, as appropriate.

Committee Recommendations

Recommendations from the MC shall be made by at least three members who are present at the meeting. In the event that three members are not present, a recommendation signed by all members of the committee may be presented to the Board of Directors.

Note: CASDA's Governance Handbook was modelled on the Canadian Institute for Health Information, Board of Directors Handbook 2014.

APPENDIX A – CORPORATION BY-LAWS

CANADIAN AUTISM SPECTRUM DISORDERS ALLIANCE ALLIANCE CANADIENNE DES TROUBLES DU SPECTRE AUTISTIQUE

ARTICLE 1 – PREAMBLE

- 1.1 The English name of the corporation shall be *Canadian Autism Spectrum Disorders Alliance*. The French name of the corporation shall be *Alliance Canadienne des Troubles du Spectre de l'autisme*. Referred to hereafter as the "Corporation".
- 1.2 There are many terms used to refer to various Autism Spectrum Disorders (ASD) including: Autism, Classic Autism, High Functioning Autism, Autistic Disorder, Asperger Syndrome, Asperger Disorder, Pervasive Developmental Disorder (PDD), and Autism Spectrum Disorder (ASD). All are commonly used terms and may be interpreted differently in various settings. The term "autism", for the purposes of this corporation, will refer to all these terms inclusively.
- 1.3 The Corporation is a coalition of organizations and individuals sharing a common vision, mission and goal. The Members are committed to working together in the best interest of the Corporation.
- 1.4 The goals of the Corporation shall be as set out in the Certificate of Incorporation, or any amendments thereto filed from time to time.

ARTICLE 2 – DEFINITIONS

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"Board" means the Board of Directors of the Corporation and "Director" means a Member of the Board;

"By-law" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"Meeting of Members" includes an annual meeting of Members or a special meeting of Members; "special meeting of Members" includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual meeting of Members;

"Ordinary resolution" means a resolution passed by a majority (50% + 1) of the votes cast on that resolution, except as provided in the article related to voting at the Annual General Meeting;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

"Annual General Meeting" (AGM) shall mean the annual general meeting of the Corporation, held annually, and called pursuant to Article 6 of these by-laws.

"Fees" shall mean the Membership fee to become and remain an active Member of the Corporation.

ARTICLE 3 – INTERPRETATIONS

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Headings used throughout this by-law are for reference purposes only and does not affect the interpretation of the by-law.

ARTICLE 4 – EXECUTION OF DOCUMENTS

Approved deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

ARTICLE 5 – FINANCIAL YEAR END

The financial year end of the Corporation shall be December 31 in each year.

ARTICLE 6 – BANKING ARRANGEMENTS

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

ARTICLE 7 - ANNUAL FINANCIAL STATEMENTS

The Corporation shall send to the Members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send a summary to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

ARTICLE 8 – CLASSES OF MEMBERS

ARTICLE 8 – CLASSES OF MEMBERS

8.1 Subject to the articles, there shall be two classes of members in the Corporation, namely, Organization members and Ally members. Membership in the Corporation shall be available to Members that have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. The following conditions of membership shall apply:

8.2 Organization Members

8.2.2 Organization Memberships shall be available only to autism serving organizations and incorporated as a charity and/or not for profit organization, pursuant to applicable Federal and/or Provincial laws.

8.2.1 Organization Members are voting members of CASDA. Each Organization Member is entitled to receive notice of, attend and vote at all meetings of members and shall be entitled to one (1) vote at such meetings.

8.2.4 The term of membership of an Organization member shall be annual, subject to renewal in accordance with the policies of the Corporation.

8.2.5 As set out in the bylaws, each Organization Member is entitled to receive notice of, attend and vote at all meetings of members and each Organization Member shall be entitled to one (1) vote at such meetings.

8.3 Ally Members

8.3.1 Ally Members are non-voting members of CASDA.

8.3.2 Ally membership is open to individuals that have attained the age of eighteen (18) and are residents of Canada.

8.3.3 Ally Membership is also open to incorporated organizations that do not qualify as Organization Members.

8.3.3 Subject to the Act and the Corporation's articles, Ally Members may not be entitled to receive notice of, attend or vote at regular meetings of the members of the Corporation.

8.4 The term of Membership shall be annual, subject to renewal in accordance with the policies of the Corporation.

8.5 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendments to this section of the by-laws if those amendments affect Membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

ARTICLE 9 - MEMBERSHIP TRANSFERABILITY

A Membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to add, change or delete this section of the by-laws.

ARTICLE 10 – MEMBERS' MEETING

10.1 Notice of the time and place of a meeting of Members shall be by the following means:

10.1.1 By telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held; or

10.1.2 By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held.

10.2 At any meeting of Members quorum shall be ten (10) Organization Members present at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

10.3 At any meeting of members every question shall, unless otherwise provided by the by-laws or by the Act, be determined by a majority of the votes cast on the questions by those Voting

Members present at the meeting. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

- 10.4 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

ARTICLE 11 – MEMBERS CALLING A MEMBERS’ MEETING

The Board of Directors shall call a special meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

ARTICLE 12 – VOTING RIGHTS

Each Organization Member in good standing shall have one (1) vote on all questions put to the Members at a Members’ meeting or at the Annual General Meeting. Motions shall be passed by a simple majority of votes from the Organization Members present at the meeting or in the case of an electronic vote, a simple majority of electronic votes cast by all eligible members. Voting shall be by a showing of hands, verbal vote or other electronic means.

ARTICLE 13 – PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS’ MEETINGS

If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

ARTICLE 14 - ABSENTEE VOTING AT MEMBERS’ MEETINGS

- 14.1 Pursuant to section 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

14.1.1 Enables the votes to be gathered in a manner that permits their subsequent verification, and

14.1.2 Permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

- 14.2 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the by-laws of the Corporation to change this method of voting by Members not in attendance at a meeting of Members. A special resolution must be passed by at least two-thirds of the votes cast at a meeting.

ARTICLE 15 – MEMBERSHIP DUES

Members shall be notified in writing of the Membership dues at any time payable by them and, if any are not paid within ninety (90) days of the Membership renewal date the Members in default shall automatically cease to be Members of the Corporation.

ARTICLE 16 – TERMINATION OF MEMBERSHIP

- 16.1 Membership to the Corporation and all rights and privileges attached thereto, shall cease under the following circumstances:

16.1.1 Upon written and signed notice of resignation to the Directors from the Member;

16.1.2 The member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;

16.1.3 An organizations term of membership expires;

16.1.4 An organization ceases to exist (becomes dissolved);

16.1.5 CASDA is liquidated or dissolved under the Act.

- 16.2 The Board shall have authority to expel any Member from the Corporation for any one or more of the following grounds:

16.2.1 Violating any provision of the articles, by-laws, or written policies of the Corporation;

16.2.2 Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;

16.2.3 For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

- 16.3 In the event that the Board determines that a Member should be expelled from Membership in the Corporation, the Chair, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of expulsion to the Member and shall provide reasons for the proposed expulsion. The Member may make written submissions to the Chair, or such other

officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is expelled from Membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

- 16.4 Subject to the articles, upon termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

ARTICLE 17 – BOARD OF DIRECTORS

- 17.1 The property and business of CASDA will be managed by a Board of Directors with a minimum of three (3) and a maximum of fifteen (15) Directors. The Board of Directors shall be comprised of a minimum of five individuals employed by Organization Members, of which a minimum of 1 and a maximum of 3 will represent National Autism Organizations and a minimum of five Ally Members.
- 17.2 Nominations for election to the Board of Directors shall be delivered to the Board Chair prior to a date that will be annually communicated to members.
- 17.3 Elections for the Board of Directors may be held via mail (including email). A Director must be elected by a simple majority of electronic votes cast by all eligible members.
- 17.4 The term for a Director is two (2) years, commencing upon the adjournment of the Annual General Meeting at which the Director was elected.
- 17.5 A Director is eligible for election or designation as a Director for three consecutive terms not to exceed, in the aggregate, six (6) years. Thereafter, he or she is not eligible for re-election until the passing of one year or the following Annual General Meeting, whichever is sooner. This limitation can be abrogated to permit a Director to serve in the office of Chair, Vice Chair or Past-Chair. This limitation does not apply to the employee of the National Autism Organization representative(s) if the roster of such members is less than three.
- 17.6 Where a Director's position becomes vacant during the term, a quorum of Directors may fill the vacancy. Directors so appointed shall serve from the date of appointment by the Board until the unexpired term of their predecessor.

17.7 A Director shall be deemed to have vacated his or her position under the following circumstances:

17.7.1 If a Director resigns from the Board by delivering a signed letter of resignation to the Chair of the Board;

17.7.2 If he/she is declared incapable by a court in Canada or in another country;

17.2.3 If he/she becomes bankrupt or suspends payment or compounds with his creditors;

17.2.4 Upon failure to attend a minimum of two-third (2/3) of the Board Meetings, or upon absence without cause for three (3) consecutive Board Meetings within any calendar year;

17.2.5 Is removed by an ordinary resolution of members at a special meeting of Members to remove Directors;

17.2.6 The Director is less than 18 years of age;

17.2.7 Upon being expelled by a resolution of the Board; or

17.2.8 On death.

Where a Director ceases to be an employee of an Organization Member that has as its primary mandate a focus on autism, the Director will serve until the next AGM and provided the individual has not served a maximum term as Director they may be nominated as a Director.

17.8 The Board may expel any Member from the Board, for cause, which is deemed harmful or detrimental to the Corporation and consequently against its vision, mission or goals. Notice of Intention to Expel from the Board shall be served in writing at least fourteen (14) days in advance of the Board Meeting called for that purpose.

17.9 A Director under notice of Intention to Expel shall have the right to attend and participate at the Board Meeting at which the expulsion is to be voted upon. Expulsion shall be deemed to have occurred upon the passing of a motion by a simple majority of the Board.

17.10 No Director shall receive remuneration of any type from the Corporation for the performance of his or her governance duties as a Board Member. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity. Expenses incurred while carrying out governance duties for the Corporation are the sole responsibility of the Member, unless otherwise approved by a motion from the Board.

ARTICLE 18 – APPOINTMENT OF OFFICERS

- 18.1 The Board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. An officer may, but need not be a Director. A Director may be appointed to any office of the Corporation. Two or more offices may be held by the same person.
- 18.2 Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
- 18.2.1 Chair of the Board – The chair of the Board shall be a Director. The Chair of the Board shall, when present, preside at all meetings of the Board of Directors and of the Members. The chair shall have such other duties and powers as the Board may specify.
- 18.2.2 Vice-Chair of the Board – The vice-chair of the Board shall be a Director. If the chair of the Board is absent or is unable or refuses to act, the vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members. The vice-chair shall have such other duties and powers as the Board may specify.
- 18.2.3 Secretary – If appointed, the secretary shall attend and be the secretary of all meetings of the Board and, Members. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and Members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- 18.2.4 Treasurer – If appointed, the treasurer shall have such powers and duties as the Board may specify.
- 18.3 The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

ARTICLE 19 - BOARD MEETINGS

- 19.1 All Board Meetings will be those of the Board of the Corporation. A Board Meeting will be called by the Chair or Vice-Chair within five (5) days of electronic notice. The request must state the reason for the meeting. Board meetings may be set at regular intervals, in which case, notice of the meeting is not required.

- 19.2 Notice of the Board Meeting shall be delivered at the last email address provided. Notice will be deemed received when the electronic mail is sent. Notice of the Board Meeting shall include: place or call in numbers, date and time of the Meeting; the purpose of the Meeting.
- 19.3 A simple majority of Directors in office will constitute quorum. The Directors may attend and participate in meetings in person or by means of teleconferencing or other electronic media.
- 19.4 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 chair of the meeting in addition to an original vote shall have a second or casting vote.

ARTICLE 20 – COMMITTEES OF THE BOARD OF DIRECTORS

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee Member may be removed by resolution of the Board of Directors.

ARTICLE 21 – OMISSIONS AND ERRORS

The accidental omission to give any notice to any Member, Director, officer, Member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE 22 – BY-LAWS AND EFFECTIVE DATE

- 22.1 Subject to the articles, the Board of Directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

22.2 This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Approved April 4, 2017 – Amended and Approved April 18, 2018 – Amended and Recommended May 14 2020

APPENDIX B – BOARD POLICIES

A. Code of Conduct

Board members will:

- Represent the best interests of the members and the organization over and above personal and professional interests
- Respect confidentiality of information received in the course of Board meetings and activities
- Declare potential conflict of interest and refrain from discussion and voting when applicable. Declared conflicts will be recorded in the minutes.
- Give recognition to others who contribute to the success of the organization and its activities
- Not speak on behalf of the association unless designated by the Chair or the Board as a whole
- Adopt clear, documented processes and equal access to information
- Not use their individual authority when dealing on an individual basis with staff or volunteers
- Ensure there are competitive opportunities when services of contractors or employment opportunities arise
- Treat staff and fellow Board members with respect and listen to their points of view
- Participate in Board meetings and keep informed about developments and issues relevant to Board operations

Failure to abide by the Code of Conduct may result in removal from the Board.

I have read this Code of Conduct and agree to abide by it.

Signature

Date

Print Name

B. One Voice Policy

CASDA is a corporate entity entrusted by its members with the authority to govern and lead the organization. If the board is to lead, then on each given issue, it must speak with a single voice. The strength of this voice arises from the diversity of viewpoints and intentions its members bring to the board, as well as from the way the board focuses this multiplicity into unity. This one-voice principle doesn't require or imply unanimity. On the contrary, the board must embrace all the diversity it can on behalf of the membership. Differences among Directors are not only respected, but encouraged. While consensus is ideal, there will not be consensus for every policy position or action. However, those board members who are not with the majority must accept that the board has spoken and that its decision is now to be implemented. The board should not present conflicting messages to its membership or other external stakeholders.

C. Remuneration Policy

The Not-for-Profit (NFP) Act indicates that the Directors of a corporation are entitled to fix reasonable levels of remuneration for the Directors, Officers and employees of a corporation, unless the corporation's articles or by-laws provide for a different arrangement. The NFP Act also specifically permits a Director, officer or member to receive reasonable remuneration and expenses for any services to the corporation that are performed in any other capacity (for ex., in the capacity of a consultant to the corporation).

No Director shall receive remuneration of any type from the Corporation for the performance of his or her governance duties as a Board Member. Expenses incurred while carrying out governance duties for the Corporation are the sole responsibility of the Member, unless otherwise approved by a motion from the Board.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer. The Board may appoint an officer for a time limited project or activity to perform duties beyond the scope of a Director at the request of the Board. Remuneration for such duties will be determined by a vote by Directors.

D. Travel Policy

NOTE: Expenses incurred while carrying out governance duties for the Corporation are the sole responsibility of the Director, unless otherwise approved by a motion from the Board.

Purpose

This document defines specific policy to be followed by all volunteers, contract staff, guest and other organizational staff, hereby identified in the policy as “Participant”, who are providing in-kind support and services to the Canadian Autism Spectrum Disorders Alliance, hereby identified in the policy as “CASDA”.

CASDA will be responsible for the management and the reimbursement of all reasonable expenses for approved travel based on CASDA directives and allowance outlined below using the Government of Canada Guidelines.

Scope

This travel policy applies to all CASDA participants. Travel must be pre-approved by the CASDA Board of Directors.

Policy

It is intended that a consistent practice with respect to incidence and reimbursement of expenses be maintained throughout CASDA. The chair of the CASDA has final responsibility for interpretation of this CASDA Travel Policy.

Appropriateness

- Is the travel absolutely required or could another more cost effective alternative such as videoconferencing or teleconferencing be used?
- Will the benefits received from the travel be greater than its cost, both in terms of travel expenses and participants’ time?
- Are the travel expenses being claimed reasonable, and would you be comfortable authorizing the claim?

Travel Management

- CASDA members travelling on behalf of CASDA are expected to book the lowest available fares, except when the next available class fare can be purchased:
 - Where an individual’s health or physical mobility is seriously limited; and

- Where economy seats are not available and the travel cannot be reasonably delayed.
- Participants may elect to upgrade travel class if they personally pay the cost difference between the fares.
- A Traveler may choose to purchase out-of-province medical insurance at their expense.

Airline travel

- It is a policy of CASDA to use the lowest fare wherever possible when time restraints do not apply.
- Flights should be booked as early as reasonably possible to secure the lowest fares available, and last minute changes to travel itineraries should be reasonably avoided.
- Frequent flyer benefits can be retained by the traveler, but should not be the basis for switching air schedules, hotel accommodations or car rentals unless such choice is reasonable equal in cost to the lowest acceptable alternative.
- Cancellations: All unused non-refundable tickets must be reported to the Treasurer, or delegate, immediately. Unused non-refundable tickets will be noted to be used for a future trip. Refundable tickets reported to CASDA will be submitted to the Airline Reporting Corporation for credit and all penalties and surcharges apply.
- Parking fees and personal automobile mileage are a reimbursable expense when the total is less than taking a limousine, shuttle service, or taxi round-trip.

Transportation

- Cost of transportation incurred while traveling on authorized CASDA business require receipts for reimbursement.
- Gratuities up to a maximum of 20% for transportation fees can be submitted and should be included in the receipt total.
- To/from the Airport: Parking fees and personal automobile kilometers will be reimbursed when the total cost is less than taking a limousine, shuttle services, or taxi round-trip.
- To/from home/office: Bus, rail and taxi will be reimbursed where required. The most appropriate form of ground transportation should be chosen based on the requirements of each trip. The use of town cars and limousines should be avoided unless the rates equal to or less than a taxi.

Personal Vehicle

- Participants may use their personal vehicles on CASDA business however such factors as the participants' auto insurance coverage and potential loss of working time should be considered.
- In such situations, the participant will be reimbursed for actual kilometers:
- Round trip, home/office to destination
- Round trip from the hotel to a different meeting location.
- CASDA follows the CRA rates (rates change in January and July) to reimburse for the use of personal vehicles in each province is outlined in the chart below.

Note: The kilometric rate payable when a Canadian registered vehicle is driven on government business travel in more than one province shall be the rate applicable to the province or territory of registration of the vehicle. <http://www.njc-cnm.gc.ca/directive/index.php?sid=97&lang=eng>

Rental Vehicle

- The method of transportation (rental car, airport limousine, taxi and other ground transportation) is dependent upon the location, duration and nature of the business trip. The Traveler is expected to use their best judgement as to the method chosen based on business needs.
- The Traveler may reserve the best-priced vehicle. A compact car is the standard size vehicle for CASDA travel. A mid-size car may be reserved for a group of three (3) or more.
- Reimbursement for auto rental should be for the amount actually paid for CASDA business use.
- The Traveler is to ensure that there is adequate insurance coverage. In the event of an accident, follow the accident instructions listed in the rental car company's rental agreement.
- Refuel the rental car before returning it to the rental company. Gasoline purchased for a rental car used on CASDA business will be reimbursed.
- Receipts are required to support all car rental expenses.

Circuitous Travel for Personal Reasons

- Business trips, which also include circuitous travel for personal reasons, will be reimbursed only for the direct or business portion of the trip, based on accommodations actually used for business purposes.
- Ticket stubs or Traveler's receipts covering the routing of both the direct and circuitous portions of the trip must be enclosed with the expense report and the calculation of both business and personal portions of the trip should be provided.

Accommodation

- All hotel reservations will include guaranteed payment for late arrivals.
- CASDA will pay for a single room per participant, in a safe environment, conveniently located and comfortably equipped.
- Should a participant need to change or cancel the reservation, it is the participant's responsibility to cancel the reservation in sufficient time to avoid the charge for guaranteed late arrivals.
- If a participant is a "no-show", CASDA will not reimburse any charges unless there are extenuating circumstances.
- Participants may elect to personally pay for an extended hotel stay.
- Laundry and valet expenses are normally not allowed on trips of five working days or less. However, if laundry and valet expense is justified for business reasons in connection with trips of five working days or less, and explanation should be enclosed with the expense report.
- Telephone calls from a hotel room: Actual expenses for business calls will be reimbursed. Reimbursement of personal calls while travelling will be limited to calls to the family home. These calls should be kept to a minimum (not to exceed one call in a 24-hour period) and identified on the expense reports as "Phone-Home".
- Private non-commercial accommodation allowance per night is \$50.00.

Meals

- One and Two day in-person meeting(s):
- Day 1 - Breakfast, lunch, breaks, dinner will be supplied
- Day 2 – Breakfast, lunch and breaks will be supplied
- Dinners attended by multiple participants should be paid for and submitted for reimbursement by chair or alternative board member of CASDA.
- Meals on one-day trips will be allowed when the trip starts before normal breakfast hour or when the participant is unable to return until after the normal dinner hour and such meals are not available on commercial airline flights, trains, etc. Meals also will be

allowable during business trips away from the home or office less than one day but which extend over the normal mealtime.

- Per Diem meal allowances are not applicable when meals are included in accommodation rates and/or are provided as part of a meeting/conference.
- Meal allowances will be reimbursed in accordance with government approved rates outlined in the NJC Travel Directive. Rates for meals and the maximum daily meal allowance are based on NJC rates which are updated on a routine basis, typically biannually. – see link <http://www.njc-cnm.gc.ca/directive/index.php?sid=98&lang=eng>

Business Meetings, and Conferences

CASDA will reimburse participants for reasonable and proper expenses incurred in connection with CASDA-sponsored business meetings, and attendance at meetings of approved professional societies, associations, and governments. The chair of CASDA must approve in advance, all business meeting arrangements and conference attendance that will cost the project.

Exceptions to this Policy

- Any exceptions to this policy will be evaluated on a case-by-case basis.
- If travel plans deviate from this policy as outlined above, there are any concerns regarding the policy as written, requests/concerns should be submitted in writing to the chair of CASDA.
- Every attempt will be made to accommodate special circumstances. In addition, any suggestions for improving the travel policy are encouraged.
- All submissions will be evaluated prior to the next policy update.

Expense Reports

- To request reimbursement, all authorized travel expenses must be itemized on the expense form and submitted to the Treasures of CASDA, or his/her delegate within 45 days of incurring expenses.
- Travel Expense Claim Form must include: Name, address, meeting dates, date of travel, and description of expense (i.e. Taxi to airport), all original receipts, the GST number and invoice number if the reimbursement is to a company, signature and date.
- Expenses submitted more than 45-days after the expenditure, will not be reimbursed.
- All expense reports must be accompanied by original receipts. A receipt must be the original and must include sufficient information to establish the amount, date, place and essential character of the expenditure. Credit card receipts are not considered adequate

support, except for restaurant expenses, if they do not detail the nature of the expenditure. A transfer ticket will be sufficient proof of payment for public transit.

- Participants are responsible for any delinquent charges incurred due to lateness of submitting and expense report. In addition, participants should always make and retain copies of submitted expense reports.
- Reimbursement will be made by electronic direct deposit or by cheque if bank details are not provided.

Reimbursement Expenses

The following types of expenses, if incurred in compliance with the Travel Policy and while on CASDA business, may be submitted for reimbursement:

- Air travel
- Airport Taxes
- Baggage handling
- Business entertainment
- Car rental
- Kilometer pursuant to CASDA business (see allowance rates noted in #2.1.2)
- Copy services (for business purposes)
- Fax charges (for business purposes)
- Hotel accommodations
- Laundry and valet services (trips over 6 working days)
- Meals (per diem allowance rates noted in #3)
- Public transportation (railroad, bus, business use of personal vehicle taxi/shuttle, limousine)
- Reasonable tips/gratuities
- Business telephone calls
- Tolls and parking

Non-Reimbursable Expenses

Purely personal expenses while travelling are not reimbursable by CASDA. The following is a partial listing of items that are considered non-reimbursable:

- Fines for traffic violations while on CASDA business
- Damages to an employee's vehicle while on CASDA business
- Loss of personal property while on CASDA business
- Loss of cash advance, CASDA paid airline tickets, or personal funds
- Purchase of liability insurance coverage on car rental agencies

- Purchase of life and medical insurance during travel
- Purchase of clothing and other personal items such as haircuts, shoe shines, newspapers, magazines, tobacco, etc.
- The cost of alcoholic beverages.
- Purchase of in-room movies, snacks, beverages, and entertainment
- Medical expenses
- Laundry and valet services (trips under 6 working days)
- Any item from the hotel such as towels, robes, cloth laundry bags, etc. that will incur a charge to the master account.

Corresponding Documents:

- CASDA Expense Form

Remit your forms and original receipts to: CASDA Treasurer, or delegate