



BOARD of DIRECTORS

CORPORATE BY-LAW

Community & Primary Health Care –
Lanark, Leeds & Grenville Corporation
(Senior Support Services-CPHC)



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GENERAL OPERATING BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of

COMMUNITY & PRIMARY HEALTH CARE – LANARK, LEEDS & GRENVILLE

(the “**Corporation**”)

WHEREAS the Corporation was incorporated by Letters Patent (under the name “Victorian Order of Nurses, Brockville Branch) by the Ontario Government under the *Corporations Act (Ontario)* on January 19, 1954.

AND WHEREAS in accordance with the proclamation of the Act (as defined below), the Corporation is governed by the Act as of October 19, 2021;

NOW THEREFORE BE IT ENACTED that the following By-law be enacted as the General Operating By-law of the Corporation as follows:

1. REPEAL OF EXISTING BY-LAWS

All existing by-laws of the Corporation are hereby repealed. Notwithstanding the foregoing, the repeal of prior by-laws shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-laws.

2. INTERPRETATION

2.1. Definitions. In this By-law and all other By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) “**Act**” means the *Not-for-profit Corporations Act, 2010*, S.O. 2010, c. 15, including any regulations made pursuant thereto, and any statute or regulations substituted therefor, as amended from time to time;
- (b) “**Annual Budget and Service Plan**” means the annual budgets and service plans submitted to and approved by the Home and Community Care Support Services South East and the Ministry of Long-Term Care (or their successors, as applicable) as such intervals as required by the said Ministry;
- (c) “**Articles**” means any Articles of Incorporation, Articles of Amalgamation, Articles of Amendment, Letters Patent, Supplementary Letters Patent, or other articles of the Corporation;
- (d) “**Board**” means the board of directors of the Corporation;
- (e) “**By-laws**” means this by-law (including any schedule thereto, if any) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

- (f) “**Corporation**” means the legal entity incorporated as a corporation without share capital under the Act by Letters Patent dated January 19, 1954, and currently named “Community & Primary Health Care – Lanark, Leeds & Grenville;
- (g) “**Director**” means an individual occupying the position of director of the Corporation;
- (h) “**Electronic Means**” means telephone, videoconference, or other electronic means that permits all participants to communicate adequately with each other during a meeting;
- (i) “**Extraordinary Resolution**” means a resolution that is submitted to a meeting of the Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty per cent (80%) of the votes cast;
- (j) “**Good Standing**” means the status of a Member, Director, or Officer, as applicable, who has complied with all their explicit obligations under these By-Laws, under the Corporation’s rules and regulations, and under the Act, and whose rights are not under review, sanction or suspension (whether partial or complete) as a consequence of (a) the non-payment of any applicable dues or fees; (b) disciplinary action as permitted hereunder, under the Act, or under the Corporation’s rules and regulations; or (c) by operation of any other provision under this By-Law;
- (k) “**Member**” means a member of the Corporation;
- (l) “**Members**” or “**Membership**” means the collective membership of the Corporation;
- (m) “**Officer**” means an officer of the Corporation;
- (n) “**Ordinary Resolution**” means a resolution that is submitted to a meeting of Members of the Corporation and passed at the meeting, with or without amendment, by at least a majority of the votes cast;
- (o) “**Requisition**” has the meaning ascribed to in in section 5.4.2;
- (p) “**Services**” means the services described in the Corporation’s Annual Budgets and Service Plans;
- (q) “**Special Resolution**” means a resolution that is submitted to a meeting of the Members of the Corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two thirds (2/3) or the votes cast.

2.2. Interpretation. In the interpretation of this By-law, unless the context otherwise requires, the following rules apply:

2.2.1. Definitions in the Act. Except where specifically defined herein, all terms contained herein and which are defined in the Act have the meanings given to such terms in the Act;

2.2.2. Resolutions. Where the by-laws do not specify the type of resolution required, it will be assumed, subject to the provisions of the Act, that an Ordinary Resolution is required.

2.2.3. Gender and Number. Words importing the masculine gender include the feminine and neuter genders. Words importing the singular number only include the plural and vice versa;

2.2.4. "Person". The word "**person**" includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate, and a natural person in his capacity as trustee, executor, administrator, or other legal representative;

2.2.5. Headings. The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;

2.2.6. Interpretation with Articles. The By-laws of the Corporation must be strictly interpreted at all times in accordance with and subject to the objects contained in the Articles, whose purposes are incorporated by reference and made a part hereof; and

2.2.7. Inconsistency. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, will prevail.

2.2.8. Severability. The invalidity or unenforceability of any provision of this By-law will not affect the validity or enforceability of the remaining provisions of this By-law. If any provisions of this By-law are inconsistent with those contained in the Articles of the Act, the provisions contained in the Articles of the Act, as the case may be, will prevail.

3. GENERAL

3.1. Registered Office Address. Unless and until changed in accordance with the Act, the registered office address of the Corporation will be at the location in the City of Brockville, in the Province of Ontario as is determined by the board from time to time. The Corporation may change the municipality or geographic township in which its registered office is located to another place in Ontario in accordance with the Act.

3.2. Fiscal Year. Unless otherwise changed by resolution of the Board, the fiscal year end of the Corporation will be March 31 in each year.

3.3. Execution of Documents. 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. Notwithstanding the foregoing, 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 may be executed. Any person 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 Corporation to be a true copy thereof.

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

3.5. Banking. The Board will designate, by resolution, those Officers and other persons authorized to transact the banking business, or any part thereof, of the Corporation with the banks, trust

companies, or other financial depositories carrying on a banking business that the Board has designated as the Corporation's bankers. Those Officers and other persons so designated will have the authority set out in the resolution including, unless otherwise restricted, the power to:

- (a) operate the Corporation's accounts with the bankers;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money of the Corporation;
- (c) issue receipts for and orders relating to any property of the Corporation;
- (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- (e) authorize any officer of the bank to do any act or thing on the Corporation's behalf to facilitate the banking business.

3.6. Auditors.

3.6.1. Appointment. The Members will at each annual meeting appoint an auditor to audit the accounts of the Corporation, such auditor to hold office until the next following annual meeting, provided that the Board may fill any casual vacancy in the office of the auditor. Notwithstanding the foregoing, the Members may opt, where the Act permits, to dispense with the requirements of an audit, and to appoint a person to conduct a review engagement instead.

3.6.2. Remuneration. The remuneration of the auditor (or the person appointed to conduct a review engagement) will be fixed by the Board.

3.6.3. Restrictions. The auditor (or person appointed to conduct a review engagement) may neither be a Director, Officer, Member, or employee of the Corporation, nor a partner or employee of any such person.

3.7. Seal. The seal of the Corporation, if any, will be in the form determined by the Board.

4. MEMBERS

4.1. Classes of Membership. There is one (1) class of Members of the Corporation.

4.2. Qualifications. The Members consist of the Directors of the Corporation, as elected or appointed from time to time. All Directors will, effective upon their election, appointment, or taking office, be deemed to be Members of the Corporation.

4.3. Rights of Members. The Members are entitled to receive notice of and to attend all meetings of the Members of the Corporation and each Member has one (1) vote at each such meeting.

4.4. Termination of Membership. Subject to the Act, the interest of a Member in the Corporation is non-transferable and lapses and ceases to exist upon the Member ceasing to be a Director.

5. MEETINGS OF MEMBERS

5.1. Meeting of Members. A “meeting of Members” or “Members’ meetings” includes an annual meeting of Members and a special meeting of Members.

5.2. Annual Meetings. Subject to the Act and the other provisions of this By-Law, the Board will call, at such date and time as it determines, an annual meeting of Members for the purpose of considering the financial statements and reports of the Corporation pursuant to the Act, electing Directors, appointing the auditor (or the person appointed to conduct a review engagement, as applicable) and transacting such other business as may properly be brought before the meeting, provided that the annual meeting of Members must be held within fifteen (15) months from the holding of the last annual meeting of Members.

5.3. Proposals. A member entitled to vote at an annual meeting of the Members may give the Corporation notice of any matter that the member proposes to raise at the meeting (each a “Proposal”) in accordance with the Act. Provided the Board has received such notice at least sixty (60) days before the date of the meeting, which notice can be provided to the Chair, or in the absence of the Chair, to the Vice Chair, the Board will include the Proposal in the notice of meeting.

5.4. Special Meetings.

5.4.1. Calling of Special Meeting by the Board. The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members.

5.4.2. Calling of Special Meeting by Members. The Board must call a meeting of Members within 21 days of receiving a valid written request of the Members who hold at least ten per cent (10%) of the votes that may be cast at a meeting of the Members (each a “Requisition”). To be valid, a Requisition must state the nature of the business to be addressed at such meeting in sufficient detail to permit the Members to form a reasoned judgment on the business and provide the text of any resolution to be submitted to the meeting. In the event the Board does not, within the stated 21 days, call and hold such meeting, any of the members who signed the requisition may call such meeting, which shall be held within 60 days from the date of the original Requisition.

5.4.3. Limitations. Business transacted at a special meeting of the Members will be limited to that specified in the notice calling the meeting.

5.5. Place of Meetings. Meetings of Members may be held at the registered office address of the Corporation or at any other place within Ontario, as the Board may determine. Notwithstanding the foregoing, meetings of Members may be held entirely by Electronic Means.

5.6. Special Business. All business transacted at a special meeting or an annual meeting of Members constitutes special business, except:

- (a) the approval of the agenda for the subject meeting;
- (b) the consideration/approval of minutes of an earlier meeting;
- (c) the consideration of the financial statements;
- (d) the consideration of the audit or review engagement report, if any;
- (e) an Extraordinary Resolution to have a review engagement instead of an audit or to not have an audit or a review engagement;
- (f) the election of Directors; and
- (g) the reappointment of the incumbent auditor (or person appointed to conduct a review engagement, as applicable).

Notwithstanding the foregoing, the business transacted at the annual meeting of the Corporation shall include:

- (h) the presentation of the report of the Chair;
- (i) the presentation of the report of the Executive Director;

5.7. Notice of Meetings. Subject to the Act,

5.7.1. Minimum Notice. Notice of a meeting of Members must be given at least ten (10) but not more than fifty (50) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place.

5.7.2. Exception. Notice of any such meeting that is sent by mail must be served in the manner specified in section 14.1 of this By-law. Notwithstanding the foregoing, notice of a meeting is not necessary if all of the Members are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

5.7.3. Special Business. Notice of a meeting of Members at which special business is to be transacted must state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any resolution or By-law to be submitted to the meeting.

5.8. Waiving Notice. A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

- 5.9. Persons Entitled to be Present.** The only persons entitled to be present at a meeting of Members are the Members, the Directors, the Officers (including but not limited to the Executive Director), and the auditor of the Corporation (or the person appointed to conduct a review engagement of the Corporation, as applicable), and such other persons who are entitled or required under any provision of the Act, the Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.
- 5.10. Chair of the Meeting.** The Chair or, in their absence, the Vice Chair, will chair the meetings of the Members. In the event that both the Chair and the Vice Chair are absent, the Members who are present and entitled to vote at the meeting will choose one of their number to chair the meeting.
- 5.11. Quorum.** A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) is a majority of the Members entitled to vote at such 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. For the purpose of determining quorum, a Member may be present in person or by Electronic Means, but not by proxy. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter, as determined by the Members present and entitled to vote, then such Members present and entitled to vote may adjourn the meeting of Members to a fixed time and place but may not transact any other business. At least three (3) days, notice of the adjourned meeting following such an adjournment for failure to reach quorum will be given to each Member.
- 5.12. Participation at Meeting by Telephone or Electronic Means.** Members may participate in a meeting of the Members by Electronic Means if the Corporation makes such means available. A Member so participating in a meeting is deemed to be present at the meeting.
- 5.13. Absentee Voting.** A Member may be present in person or by Electronic Means, but is not otherwise entitled to means of absentee voting, including voting by proxy.
- 5.14. Votes to Govern.** Subject to the Articles, each Member entitled to vote is authorized to exercise one (1) vote. At all meetings of the Members (but subject to the Articles, the Act, and as otherwise specifically stated in this By-Law), every question will be decided by a majority of the votes cast on the question. Subject to the Act and this By-law, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of Members will be determined on a show of hands. In the event of a tie, the question or motion will be deemed not to have been carried and the chair of the meeting may not have a second casting vote. A declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting is, in the absence of evidence to the contrary, evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.
- 5.15. Ballots.** For any question proposed for consideration at a meeting of Members, either before or after a vote by show of hands has been taken, the chair of the meeting or any Member may demand a ballot, in which case the ballot will be taken in such manner as the chair of the meeting directs and the decision of the Members on the question will be determined by the result of such ballot.

5.16. Resolution in Lieu of Meeting. Except where the Act requires a meeting, a resolution in writing, signed by all the Members entitled to vote on that resolution at a meeting of Members, is as valid as if it had been passed at a meeting of Members. A copy of every resolution referred to above must be kept with the minutes of meetings of Members.

5.17. Adjournment. Subject to section 5.11, the chair of the meeting may adjourn the meeting (a) with the consent of the meeting; or (b) if within one half hour after the time appointed for a meeting, a quorum is not present. If a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of the adjournment:

- (a) the time of the continued meeting;
- (b) if applicable, the place of the continued meeting; and
- (c) if applicable, instructions for attending and participating in the continued meeting by the Electronic Means that will be made available for the meeting (including, if applicable, instructions for voting by such means at the meeting).

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.

5.18. Rules of Order. Any questions of procedures at or for any meetings of the Members, which have not been provided for in this By-law or by the Acts, will be determined by the chair of the meeting in accordance with the most current edition of Robert's Rules of Order.

6. DIRECTORS

6.1. Duties and Responsibilities of Directors. The affairs of the Corporation will be governed by the Board. Subject to the Act, the duties and responsibilities of the Board include to:

- (a) develop, review and approve on a regular basis the mission, objectives, strategic plan and annual operating budget of the Corporation;
- (b) represent the broad interests of the Corporation;
- (c) establish policies for monitoring compliance with the requirements of the By-laws of the Corporation and other applicable legislation; and
- (d) establish policies to provide the framework for the management and operation of the Corporation.

6.2. Number. From and after the first meeting of the Members following the ratification of this By-Law, the Board will consist of that number of Directors from time to time fixed by Special Resolution within the range permitted under the Articles of the Corporation.

6.3. Qualifications. In order to qualify as a Director, a person must:

- (a) be an individual who is eighteen (18) or more years of age;
- (b) be a Member of the Corporation, or become a Member of the Corporation, within ten (10) days after election or appointment as a Director;
- (c) remain in Good Standing in their capacity as Director, Officer, and Member, as applicable;
- (d) not be an undischarged bankrupt;
- (e) not be an employee of the Corporation (for clarity, a Director may not be hired by the Corporation during their term as Director); and
- (f) not be a person who has been found under the *Substitute Decisions Act, 1992*, S.O. 1992, c. 30 or under the *Mental Health Act*, R.S.O. 1990, c. M.7 (or their successor legislation) to be incapable of managing property or who has been found to be incapable by a court in Canada or elsewhere may be a Director

In the event a Director ceases to qualify as a Director based on the criteria set out above, such person will immediately be deemed to cease being a Director.

6.4. Election and Term. Subject to the provisions of this By-law, Directors will be elected by Ordinary Resolution of the Members at an annual meeting of Members. A Director may be elected for a maximum term of three (3) years. Notwithstanding the foregoing, a Director whose term has expired may be re-elected, provided that no Director may sit on the Board for more than six consecutive (6) years except were the Members, by Ordinary Resolution, approves such additional terms. Any Director for whom a term was not specified upon election will hold office from the date of the meeting at which they are elected or appointed until the following annual meeting of Members or until their successors are elected or appointed.

6.5. Consent. A Director who is elected consents to hold office as a Director by:

- (a) not refusing to hold office if such person is present at the meeting when the election or appointment takes place, or
- (b) consenting to hold office in writing before the election or appointment takes place or within ten (10) days after it if such person is not present at the meeting, or
- (c) by acting as a Director pursuant to such person's election.

6.6. Vacation of office. A Director ceases to hold office when the Director:

- (a) dies;
- (b) resigns by written notice to the Chair or, in the absence of the Chair, to the Vice Chair, which resignation will be effective at the time it is received by such Officer or at the time specified in the notice, whichever is later;

- (c) is removed from office by the Members in accordance with section 6.7 hereof or otherwise in accordance with the By-laws or the Act; or
- (d) becomes disqualified to serve as Director as provided in section 6.3 hereof or otherwise in accordance with the By-laws or the Act.

Where a person is no longer a Director, such person will be deemed to have also automatically resigned as a Member, an Officer, and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as a committee member if the Board deems it appropriate in the circumstances.

6.7. Removal. Upon at least fifteen (15) days' notice to a Director (the "**Notice Period**"), and following the calling of a Special Members' meeting in accordance with section 5.4.2, the Members may pass an Ordinary Resolution authorizing disciplinary action or removal of a Director for violating any provision of the Article, the By-Laws, the Act, or any policies, procedures, or regulations of the Corporation. The notice must set out the reasons for the disciplinary action or removal. The Director receiving the notice will be entitled to give the Members a written submission opposing the disciplinary action or removal not less than five (5) days before the end of the Notice Period and may also make oral submissions at the Special Meeting. The Members will consider the written and/or oral submissions of the Director before making a final decision regarding disciplinary action or removal. The Director in question will not be entitled to vote as a Member on the question of their disciplinary action or removal.

6.8. Filling Vacancies. A vacancy among the Directors may be filled in accordance with the Act.

7. MEETINGS OF DIRECTORS

7.1. Place of Meetings. Meetings of the Board may be held at the registered office address of the Corporation or at any other place within or outside of Ontario, as the Board may determine. Notwithstanding the foregoing, meetings of the Board may be held entirely by Electronic Means.

7.2. Regular Meetings. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board must be sent to each Director forthwith after being passed and, notwithstanding section 7.5 hereof, no other notice is required for any such regular meeting. There shall be at least nine (9) regular meetings of the Board per year.

7.3. Attendance. Directors are required to regularly attend scheduled meetings of the Board. A Director who fails to attend three (3) consecutive meetings of the Board, or more than five (5) meetings in a calendar year, may be removed by the Members.

7.4. Calling of Meetings. Meetings of the Board may be called:

- (a) by the Chair; or
- (b) by the Secretary, upon request in writing by any two (2) Directors.

- 7.5. Notice of Meeting.** Subject to section 7.6, unless sent by mail, forty-eight hours (48h) notice of a meeting of the Board must be given to each Director. Notice of any such meeting that is sent by mail must be served in the manner specified in section 14.1 of this By-law not less than ten (10) days (exclusive of the day on which the notice is delivered or sent but inclusive of the date for which the notice is given) before the meeting is to take place. Notwithstanding the foregoing, notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Subject to section 7.10, notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. The statutory declaration of the Secretary or Chair that notice has been given pursuant to this By-Law is sufficient and conclusive evidence of the giving of such notice.
- 7.6. Meeting Following Members' Meeting.** Provided that a quorum of Directors is present, a meeting of the Board may be held, without notice, immediately following the annual meeting of Members.
- 7.7. Waiving Notice.** A Director and any other person entitled to attend a meeting of the Board may in any manner and at any time waive notice of a meeting of the Board, and attendance of any such person at a meeting of the Board is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 7.8. Persons Entitled to be Present.** The only persons entitled to be present at a meeting of the Board are the Directors, the Officers (including but not limited to the Executive Director), and such other persons who are entitled or required under any provision of the Act, the Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.
- 7.9. Chair of the Meeting.** The Chair or, in their absence, the Vice Chair, will chair the meetings of the Board. In the event that both the Chair and the Vice Chair are absent, the Directors who are present will choose one of their number to chair the meeting.
- 7.10. Quorum.** A quorum for the transaction of business at any meeting of the Board is a majority of the Directors then in office [except where the Board is made up of only three (3) directors, in which case a quorum is three (3) directors], provided that vacancies on the Board are not included when establishing the requisite quorum. For the purpose of determining quorum, a Director may be present in person or by Electronic Means, but not by proxy. If a quorum is not present at the time appointed for a meeting of Directors or within such reasonable time thereafter, as determined by the Directors present, then such Directors present may adjourn the meeting of Directors to a fixed time and place but may not transact any other business. At least three (3) days, notice of the adjourned meeting following such an adjournment for failure to reach quorum will be given to each Director.
- 7.11. Participation at Meeting by Telephone or Electronic Means.** Unless a majority of the Directors determine otherwise, a Director may participate in a meeting of the Board by Electronic Means. A Director so participating in a meeting is deemed to be present at the meeting.

- 7.12. Absentee Voting.** A Director may be present in person or by Electronic Means, but is not otherwise entitled to means of absentee voting, including voting by proxy.
- 7.13. Votes to Govern.** Each Director is authorized to exercise one (1) vote. At all meetings of the Board, every question will be decided by a majority of the votes cast on the question. Subject to the Act and this By-law, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of the Board will be determined on a show of hands. In the event of a tie, the question or motion will be deemed not to have been carried and the chair of the meeting may not have a second casting vote. A declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting is, in the absence of evidence to the contrary, evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.
- 7.14. Confidentiality.** Every Director, Officer, committee member, employee and volunteer shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of employment or involvement of such person in the activities of the Corporation.
- 7.15. Public Relations.** The Chair is responsible for Board communications and may delegate authority to one or more Directors, Officers, or employees of the Corporation to make statements to the news media or the public about matters that the Chair determines appropriate for disclosure to the media.
- 7.16. Resolution in Writing.** Any resolution signed by all the Directors is as valid and effective as if passed at a meeting of the Directors duly called, constituted and held for that purpose. A copy of every such resolution in writing must be kept with the minutes of the proceedings of the Board or committee of Directors.

8. COMMITTEES

8.1. Executive Committee.

8.2. Establishment. At the first meeting of the Board following the annual meeting of the Corporation, the Board shall establish the Executive Committee.

8.3. Composition. The Executive Committee will consist of:

- (a) Chair;
- (b) Vice Chair;
- (c) Secretary; and
- (d) Treasurer.

8.4. Executive Director. The Executive Director may have a right of attendance at meetings of the Executive Committee at the discretion of the members of the Executive Committee.

8.5. Function. The Executive Committee shall:

- (a) in between meetings of the Board, exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next meetings of the Board; and
- (b) study and advise or make recommendations to the Board on any matter as directed by the Board.

8.6. Quorum. Quorum for a meeting of the Executive Committee shall be all of the individuals set out in section 8.3.

8.7. Audit Committee. The Corporation may appoint an audit committee, which committee must comply with the provisions concerning audit committees set out in the Act.

8.8. Additional Committees. The Board may, at any meeting, establish additional committees of the Board as it deems necessary or appropriate and, subject to the limitation on delegation set out in the Act, delegate to such committee such powers as the Board may see fit. With respect to such committees (each an “**Additional Committee**”),

- (a) The Board shall prescribe terms of reference for any Additional Committee;
- (b) The Board may appoint the chair and members of any Additional Committee;
- (c) The Board may appoint additional members who are not Directors to any Additional Committee, and those persons shall be entitled to vote;
- (d) The Board may by resolution dissolve any Additional Committee at any time;
- (e) Any Additional Committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make;
- (f) Any Additional Committee member may be removed by resolution of the Board;

8.9. Procedures for Committees.

8.91 Attendance. Unless otherwise determined by the Board, only members of a committee or subcommittee, the Chair, and the Secretary, may attend meetings of such committees or subcommittees.

8.92 Calling of Meetings. Meetings of committees or subcommittees shall be held at the call of the Chair, the chair of the subject committee, or at the request of any two (2) members of the subject committee.

8.93 Votes to Govern. Voting at a meeting of committees or subcommittees shall comply with section 7.13 hereof.

8.94 Minutes. Minutes shall be recorded for all meetings of committees or subcommittees.

8.95 Quorum. Except as otherwise set out in the By-Laws of the Corporation, a quorum for any meeting of a committee or subcommittee shall be a majority of the members of the committee or subcommittee entitled to vote.

9. CONFLICTS OF INTEREST

Subject to the provisions of the Act, and in accordance with any additional requirements regarding conflicts of interest in the Act,

9.1 Disclosure. A Director or Officer who:

- (a) is party to a material contract or transaction (or proposed material contract or transaction) with the Corporation; or
- (b) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction (or proposed material contract or transaction) with the Corporation,

shall disclose in writing to the corporation or request to have entered in the minutes of meetings of directors the nature and extent of their interest.

9.2 Restrictions on Attendance and Voting. Any such Director will not attend any part of a meeting of Directors during which the contract or transaction is discussed and will not vote on any resolution to approve the contract or transaction unless the contract or transaction is:

- (a) one relating primarily to their remuneration as a director or the Corporation or an affiliate, as defined in the Act;
- (b) one for indemnity or insurance under section 136; or
- (c) one with an affiliate, as defined in the Act.

9.3 Charitable Organization. No Director may, directly or indirectly, receive a financial benefit from the Corporation if the Corporation is a charitable organization unless the provisions of the Act and the law applicable to charitable corporations are complied with.

10. OFFICERS

10.1. Appointment of Officers. 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 limitations on delegation set out in the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. Except for the Executive Director, an Officer must be a Director. For clarity, a person shall automatically cease to be an Officer upon ceasing to be a Director. Two (2) or more offices may be held by the same person.

- 10.2. Appointment of Executive Director and Other Officers.** If deemed advisable the Board may appoint, annually or more often as may be required, an Executive Director, one or more Assistant Secretaries and/or one or more Assistant Treasurers as provided herein.
- 10.3. Description of Offices.** 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 shall be as follows and shall have the following duties and powers associated therewith:

- (a) **Chair** - The Chair must be a Director. The Chair will be the Board's central point of communication with the Executive Director and senior management, if any, of the Corporation and will provide guidance to the Executive Director and the senior management, if any, regarding the Board's expectations and concerns.

The Chair will lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

The Chair will perform the duties described in sections 5.10 and 7.9 and ensure meetings are effective and efficient for the performance of governance work.

- (b) **Vice Chair** - The Vice Chair, if one is to be appointed, must be a Director. The Vice Chair will perform the duties of the Chair when the Chair is not available, and such other duties as may be required by law or as the Board may determine from time to time.
- (c) **Secretary** – The Secretary, if one is to be appointed, need not be a Director. The Secretary, when in attendance, will be the secretary of all meetings of the Board, of any committees of the Board, and of the Members, and, whether or not the Secretary attends, the Secretary must enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings. The Secretary will give, or cause to be given, as and when instructed, notices to Members, Directors, the auditor (or the person appointed to conduct a review engagement, as applicable) and members of committees. The Secretary is the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (d) **Treasurer** - The Treasurer, if one is to be appointed, need not be a Director. The Treasurer is responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer will render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.

The duties of all other Officers of the Corporation, if any, will be such as the terms of their engagement call for or the Board requires of them.

- 10.4. Term of Office.** Subject to the provisions of this By-law, Officers are appointed by the Board. The Officers will hold office from the date of the meeting at which they are appointed until the following annual meeting of Members or until their successors are elected. Notwithstanding the foregoing, no person may serve as an Officer for more than three (3) consecutive years in one office, provided however that following a break in the continuous service of at least eleven (11) months, the same person may be re-elected or re-appointed to any office.

10.5. Vacancy in Office. In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer will hold office until the earlier of:

- (a) the expiry of the then current term of office;
- (b) the Officer's successor being appointed;
- (c) the Officer's resignation;
- (d) the Officer ceasing to be a Director (if a necessary qualification of this appointment);
- (e) the Officer's death; or
- (f) the Officer's removal from office by resolution of the Board,

whichever occurs first. If the office of any Officer of the Corporation becomes vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

10.6. Remuneration of Officers. The remuneration of all Officers appointed by the Board will be determined from time to time by resolution of the Board except that no Officer who is also a Director will be entitled to receive remuneration for acting as such. All Officers are entitled to be reimbursed for reasonable expenses incurred in the performance of the Officer's duties.

10.7. Agents and Attorneys. Subject to the Act and the other provisions of this By-Law, the Board may authorize any Officer from time to time to appoint agents or attorneys for the Corporation in or out of Ontario with such powers of management, administration or otherwise as the Board considers fit.

11. EXECUTIVE DIRECTOR

11.1. Nature. The Executive Director may not be a Director of the Corporation.

11.2. Appointment. The Executive Director shall be appointed by the Board in accordance with its approved selection process.

11.3. Revocation. The Board may at any time revoke or suspend the appointment of the Executive Director.

11.4. Other Name. The Executive Director may have such other name as the Board determines appropriate for management purposes.

11.5. Duties. The Executive Director shall:

- (a) be accountable to the Board;
- (b) be responsible for the direct and actual supervision and charge over the day-to-day operations of the Corporation;

- (c) be responsible to the Board for the organization and management of the Corporation in accordance with policies established by the Board and subject to direction of the Board;
- (d) ensure appropriate systems and structures are in place for the effective management and control of the Corporation and its resources, including the employment, development, control, direction, and discharge of all employees of the Corporation;
- (e) ensure structures and systems for the development, review, and recommendation of new programs, program expansion, or changes;
- (f) ensure effective human resources strategic planning and identify resource implications;
- (g) establish an organizational structure to ensure accountability for fulfilling the mission, objectives, and strategic plan of the Corporation;
- (h) develop, recommend, and foster the values, culture, and philosophy of the Corporation;
- (i) communicate with related health care agencies to promote coordination and/or planning of local health care services;
- (j) represent the Corporation externally to the community, government, media, and other organizations and agencies;
- (k) be responsible for the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;
- (l) be responsible to the Board for taking such action as considered necessary to ensure compliance with the Act, the regulations thereunder, the By-Laws of the Corporation, and all other statutory and regulatory requirements;
- (m) attend meetings of the Board, except when the Board is discussing the position, salary, or benefits of the Executive Director, and for any in-camera portions of such meetings;
- (n) attend meetings of all Board committees, with the exception of the Executive Committee, where the Executive Director may have a right of attendance at the discretion of the members of the Executive Committee;
- (o) attend meetings of Members; and
- (p) perform such other duties as may be directed from time to time by the Board.

For clarity, despite any right of the Executive Director to attend meetings, the Executive Director will attend as a non-member thereof without the right to vote.

11.6. Records. The Executive Director shall cause to be retained for at least ten (10) years, or as otherwise required by law, all written statements made in respect of the destruction of records, notes, charts, and other material relating to client care and photographs thereof.

12. INSURANCE AND BONDING

12.1. Purchase of Insurance. The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having acted in the capacity of a Director, Officer, or any other capacity at the request of or on behalf of the Corporation, which insurance shall include:

- (a) property and public liability insurance;
- (b) directors' and officers' liability insurance;

and may include:

- (c) such other insurance as the Board sees fit from time to time,

with coverage limits in amounts per occurrence, with an aggregate maximum limits, and with insurers, as deemed appropriate by the Board from time to time.

12.2. Named Insureds. The Corporation shall ensure that each Director and Officer is added as a named insured to any directors' and officers' liability insurance policy maintained by the Corporation.

12.3. Limitation. No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

12.4. Co-operation. It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim, or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

12.5. Charities Accounting Act. Notwithstanding anything else in these By-Laws, due consideration must first be given to the requirements under the *Charities Accounting Act*, R.S.O. 1990, c. C.10 (or its successor legislation) with respect to the purchase of directors' and officers' liability insurance.

12.6. Bonding. The Board may require that Directors, Officers, and employees, as the Board may designate, shall secure from a guarantee company, a bond of fidelity of an amount approved by the Board. The expenses of any such bond shall be paid by the Corporation.

13. PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

13.1. Limitation of Liability. Except as otherwise provided in the Act, no Director or Officer of the Corporation is liable for:

- (a) the acts, receipts, neglects or defaults of any other Director, Officer, employee, or other agent or representative of the Corporation;
- (b) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;

- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation are placed out or invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects are lodged or deposited;
- (e) any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation;
- (f) any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto,

unless the same happens by or through the Director's or Officer's own wilful neglect or default, or in violation of the Act, or the Corporation's Articles or By-laws.

13.2. Indemnity of Directors and Officers. Subject to the Act, the Corporation hereby agrees to indemnify each current and former person who:

- (a) is/was a Director of the Corporation;
- (b) is/was an Officer of the Corporation;;
- (c) is/was a member of a committee of the Corporation; or
- (d) has/had undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any Corporation controlled by the Corporation, whether in the person's personal capacity or as a Director of Officer or employee or volunteer of such corporation,
- (e) is an heir or legal representative of any of the above persons,

against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the Corporation or other entity if,

- (i) they acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this By-law limits the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

- 13.3. Limitation.** The indemnity referred to in section 13.2 will only be effective upon the exhaustion of all available and collectible insurance provided to Directors by the Corporation, inclusive of whatever valid and collectible insurance has been collected.
- 13.4. Advances.** With respect to the defence by a Director or Officer of any claims, actions, suits or proceedings, whether civil or criminal, for which the Corporation is liable to indemnify a Director or Officer pursuant to this By-law, the Corporation may advance to the Director or Officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the Director or Officer to the Corporation disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance.

14. NOTICES

14.1. Method of Giving Notices. Any notice, communication or other document required to be given by the Corporation to a Member, Director, Officer, or auditor (or the person appointed to conduct a review engagement, as applicable) of the Corporation pursuant to the Act, the Articles or By-laws or otherwise will be sufficiently given to such person if:

- (a) delivered personally, in which case it will be deemed to have been given when so delivered,
- (b) delivered to such person's recorded address by courier or other similar means, in which case it will be deemed to have been given when so delivered,
- (c) mailed to such person at their recorded address by prepaid ordinary mail, in which case it will be deemed to have been given on the fifth day after it is deposited in a post office or public letter box, or
- (d) delivered to such person by electronic means such as e-mail or facsimile, in which case it will be deemed to have been given when it is so transmitted without subsequent error notification,

at such person's latest address as shown in the records of the Corporation and to the auditor (or the person appointed to conduct a review engagement, as applicable) at its business address, or if no address be given therein then to the last address of such person known to the Corporation. **It is each Director's, Officer's, and Member's responsibility to inform the Corporation in writing of their current address (email and mailing).**

14.2. Computation of Time. Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice will not, unless it is otherwise provided, be counted in such number of days or other period.

14.3. Omissions and Errors. The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor (or the person appointed to conduct a review engagement, as applicable), or the non-receipt of any notice by any such person or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice, provided that no Member objects in writing to the Chair of such omission or irregularity within thirty (30) days after the date of such meeting.

14.4. Waiver of Notice. Any Member, Director, Officer, member of a committee of the Board or auditor (or the person appointed to conduct a review engagement, as applicable) may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given will cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement must be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

15. POLICIES

The Board may adopt, amend, or repeal by resolution such board policies that are not inconsistent with By-laws of the Corporation relating to the management and operation of the Corporation as the Board may deem appropriate from time to time. Any board policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

16. AMENDMENTS

16.1. These by-laws may be amended by the directors, and confirmed, rejected, or amended by the Members, in accordance with the Act.

ENACTED by the Directors of the Corporation, effective September 18, 2024 .

Mitchell Bloom
Chair

Sherry Anderson
Secretary

CONFIRMED by the Members of the Corporation, effective September 18, 2024 .

Sherry Anderson
Secretary