



BOARD of DIRECTORS

CORPORATE BY-LAW

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



Updated June 24, 2020

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BYLAW – JUNE 28, 2011 – AMENDED AUGUST 29, 2016

A By-Law relating generally to the conduct of the affairs of the
Community & Primary Health Care – Lanark, Leeds & Grenville

WHEREAS the Corporation applied for and the Minister of Government Services granted the Corporation Letters Patent issued under the Act dated November 17, 2006;

AND WHEREAS the governing body of the Corporation considers it expedient to enact a general By-Law relating generally to the conduct of the affairs of the Corporation;

BE IT THEREFORE ENACTED as a By-Law of the Corporation as follows:

1. INTERPRETATION

1.1 DEFINITIONS

In this By-Law,

- (a) **“Act”** means the *Corporations Act* (Ontario);
- (b) **“Associates”** includes the parents, siblings, spouse or common law partner of a Director as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to a Director;
- (c) **“Board”** means the governing body of the Corporation;
- (d) **“Community & Primary Health Care – Lanark, Leeds & Grenville Annual Budget and Service Plan”** means the annual budgets and service plans submitted to and approved by the South East Local Health Integration Network and the Ministry of Health – Long-Term Care as such intervals as required by the Ministry.
- (e) **“Conflict of Interest”** means any situation in which another interest or relationship impairs the ability of a Director to carry out the duties and responsibilities of a Director in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Directors of the Corporation, namely:
 - (i) *Pecuniary or financial interest* - a Director is said to have a pecuniary or financial interest in a decision when the Director (or an Associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations;
 - (ii) *Undue influence* - interests that impede a Director in his or her duty to promote the best interest of the Corporation- participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or client from

particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director's entrusted responsibility to the Corporation; or

- (iii) *Adverse interest* - a Director is said to have an adverse interest to the Corporation when that Director is a party to a claim, application or proceeding against the Corporation;
- (f) **"Corporation"** means the corporation created under the Act named "Community & Primary Health Care – Lanark, Leeds & Grenville";
- (g) **"Director"** means a member of the Board;
- (h) **"Officers"** shall mean the officers of the Corporation as defined by Article 11.01 of this by-law;
- (i) **"Committee"** shall mean a committee of the Corporation as defined in this by-law, or established by resolution of the Board;
- (j) **"Executive Director"**, or such other name as the Board may adopt pursuant to section 7.1, means the person who has for the time being the direct and actual superintendence and charge of the Corporation;
- (k) **"Employee"** shall mean a person in the paid employment of the Corporation;
- (l) **"Head Office"** means 2235 Parkedale Avenue, Brockville, Ontario K6V 6B2, or such other address within the City of Brockville as may be fixed by the Board in accordance with the Act;
- (m) **"Management"** means the Executive Director and, at the discretion of the Board, anyone else involved in the day to day management of the Corporation;
- (n) **"Member"** means a Member of the Corporation;
- (o) **"Ministry"** means the Ontario Ministry of Health and Long-Term Care;
- (p) **"Southeast LHIN"** shall mean territorial or geographic area in Ontario as defined by the Southeast Local Health Integration Network and the Southeast Community Care Access Centre.
- (q) **"Client"** means a person who is served by the Corporation and/or clients enrolled as patients of the Corporation;
- (r) **"Professional Staff"**, means all regulated health care professionals associated with the Corporation;

- (s) “**Services**” means the services described in the Community & Primary Health Care – Lanark, Leeds & Grenville Annual Budgets and Service Plans.
- (t) “**Special Resolution**” shall have the meaning ascribed thereto in the Act.

1.2 INTERPRETATION

This By-Law shall be interpreted in accordance with the following unless the context otherwise specifies or requires:

- (a) all terms which are contained in this By-Law and which are defined in the Act or the regulations made thereunder, shall have the meanings given to such terms in the Act or the regulations made thereunder;
- (b) words importing the singular number only shall include the plural and vice versa. Words importing the masculine gender shall include the feminine and neuter genders. Words importing persons shall include bodies corporate, corporations, partnerships, trusts and any number or aggregate of persons;
- (c) the headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions hereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (d) any references herein to any law, By-Law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

2. CORPORATION

2.1 MEMBERS OF THE CORPORATION

- (a) Composition of Membership

Membership in the Corporation shall be limited to those persons who are from time to time the Directors of the Corporation, each of whom shall cease to be a Member immediately upon ceasing to be a Director, without further action or formality.

- (b) Resignation and Termination of Membership
 - (i) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon the Member’s death or when the Member ceases to be a Director by resignation or otherwise in accordance with this By-Law.

- (ii) Any Member may resign his or her membership in the Corporation by resignation of his or her position as a Director in writing.
- (iii) Any Member may have his or her membership terminated and be expelled from the Corporation upon being removed as a Director in accordance with section 3.7.

(c) Life Members

Life Members as exist on the date of these by-laws, will continue to be Life Members.

2.2 ANNUAL MEETING OF THE MEMBERS

(a) Time and Place

The annual meeting of the Corporation shall be held on such day in each year and at such place in the City of Brockville, or at such other place as the Board may determine.

(b) Notice

Notice of the time and place for holding the annual meeting of the Members of the Corporation shall be given by sending it to the auditor of the Corporation, if any, and to each Member entitled to notice of the meeting by those methods of notice provided for in section 16.1, ten (10) days or more before the date of the meeting to the Member's last address as shown on the records of the Corporation. No formal notice of a meeting of Members is necessary if all Members are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

(c) Quorum

A quorum for the annual meeting of the Corporation shall be a majority of the Members entitled to vote.

(d) Attendance by Non-members

The Members may, in their sole discretion, authorize the Chair to invite non-members to attend specific meetings, or parts thereof.

(e) Business

The business transacted at the annual meeting of the Corporation shall include,

- (i) approval of the agenda;

- (ii) approval of the minutes of the previous annual meeting;
- (iii) report of the Chair of the Board;
- (iv) report of the Executive Director;
- (v) report of the auditor;
- (vi) the election of those Directors whose terms of office have expired; and
- (vii) appointment of the auditor to hold office until the next annual meeting and authority for Directors to fix the remuneration of the auditor.

2.3 GENERAL MEETINGS OF THE MEMBERS

(a) Time and Place

General meetings of the Corporation shall be held at such time and place in Ontario as may be determined by the Board.

(b) Notice

- (i) The Board or Chair may call a general meeting of the Corporation.
- (ii) Where not less than four (4) of the Members of the Corporation entitled to vote at a meeting proposed to be held, request the Directors, in writing, to call a general meeting of the Members, for any purpose connected with the affairs of the Corporation that is not inconsistent with the Act, the Directors of the Corporation shall call forthwith a general meeting of the Members of the Corporation for the transaction of the business stated in the requisition.
- (iii) The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and deposited at the head office of the Corporation and may consist of several documents in like form signed by one of the requisitionists.
- (iv) Notice of a general meeting shall be given in the same manner as provided in subparagraph 2.2(b) or in accordance with the Act. No formal notice of a meeting of Members is necessary if all Members are present or if those absent have signified their consent to the meeting being held without notice and in their absence.
- (v) The notice of a general meeting shall specify the purpose or purposes for which it is called.

(vi) If the Directors do not within twenty-one (21) days from the date of the deposit of the requisition call and hold such meeting, any of the requisitionists may call such meeting which shall be held within sixty (60) days from the date of the deposit of the requisition.

(c) Quorum

A quorum for a general meeting of the Corporation shall be a majority of the Members, entitled to vote.

(d) Voting

(i) Business arising at any meeting of the Members shall be decided by a majority of votes of the Members provided that:

(A) votes shall be taken by a show of hands or if so demanded by any voting Member, votes shall be taken by written ballot; and

(B) if there is an equality of votes, the motion is lost.

(ii) A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

(iii) Minutes shall be recorded for all meetings of the Members.

2.4 ADJOURNED MEETINGS

(a) If within one half-hour (1/2) after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day and time to be determined by the Board.

(b) At least three (3) days notice of the re-scheduled meeting following an adjournment shall be given to each Member.

2.5 MEETINGS OF THE MEMBERS

The meetings of the Corporation shall be chaired by:

(a) the Chair;

(b) the Vice-Chair if the Chair is absent; or

- (c) a Member of the Corporation elected by the Members present if the Chair and Vice-Chair are both absent, or unable to act.

2.6 DISSOLUTION

- (a) Upon the dissolution of the Corporation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the *Income Tax Act* (Canada).
- (b) If the Corporation is dissolved, any funds or assets remaining after paying all debts from the lottery account (raffle account) are to be paid to a non-profit organization, within the Corporation's territorial boundaries, that has objects similar to the Corporation.

Members of the Corporation are to select the organization to receive the assets by special resolution. In no event do any Members of the Corporation receive any assets of the Corporation.

3. BOARD OF DIRECTORS

3.1 BOARD COMPOSITION

- (a) The affairs of the Corporation shall be managed by a Board of ten (10) Directors elected by the Members from the slate of candidates proposed by the Nominating Committee, or if there is no Nominating Committee, by the Executive Committee, in accordance with criteria established by the Board.

3.2 RIGHT OF ATTENDANCE / ATTENDANCE BY INVITATION

- (a) The Executive Director shall have a right of attendance at meetings of the Board, save and except with respect to those meetings, or parts of meetings, held in-camera.
- (b) The Board may, in its sole discretion, authorize the Chair to invite non-directors, other than those conferred with a right of attendance pursuant to 3.2(a) above, to attend specific meetings of the Board or parts thereof.

3.3 ELECTION AND TERM OF DIRECTORS

- (a) Directors shall serve until the earlier of the expiration of their term of office, their resignation or their removal in accordance with section 3.7.

- (b) Any Director of the Corporation elected following the passage of this By-Law shall initially be elected for a three (3) year term.
- (c) No Director shall be elected for more terms than will constitute six (6) consecutive years of service, except where the majority of the Members approves any such additional terms.

3.4 QUALIFICATIONS OF DIRECTORS

- (a) Each Director shall automatically become at the date of election, and thereafter remain throughout the term of office, a Member of the Corporation who is qualified by the terms of this section 3.4 to hold office.
- (b) No person may be elected or appointed a Director before reaching eighteen (18) years of age.
- (c) No undischarged bankrupt shall be a Director, and if a Director becomes a bankrupt, he or she thereupon ceases to be a Director.
- (d) No mentally incompetent person shall be a Director.

3.5 ATTENDANCE AT MEETINGS

- (a) A Director shall attend meetings of the Board and, if applicable, committees of the Board established pursuant to subsection 5.1(b), in accordance with any Board policy.
- (b) A Director who misses three (3) consecutive meetings of the Board may be removed by the Members in accordance with subsection 3.7(a).

3.6 RESIGNATION BY A DIRECTOR

- (a) A Director may resign his or her office by communicating in writing to the Chair of the Corporation, which resignation shall be effective at the time it is received by the Chair or at the time specified in the notice, whichever is later.

3.7 REMOVAL OF A DIRECTOR

- (a) The Members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of the Director's term of office, and may, subject to subsection 3.8(b), by a majority of

the votes cast at that meeting, elect any person in the place and stead of the person removed for the remainder of term of the removed Director.

3.8 VACANCY

- (a) The office of a Director shall automatically be vacated if the Director:
 - (i) by notice in writing to the Secretary of the Corporation, resigns his or her office, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
 - (ii) dies;
 - (iii) does not meet the qualifications set out in section 3.4; or
 - (iv) is removed pursuant to subsection 3.7(a).
- (b) If a vacancy occurs for any reason among the Directors elected pursuant to section 3.1, so long as a quorum of Directors remains in office, the vacancy on the Board may be filled by the Directors; otherwise the remaining Directors shall call a general meeting of the Members to fill the vacancies on the Board.

3.9 RESPONSIBILITIES OF THE BOARD

- (a) The Board shall be responsible for the governance and management of the affairs of the Corporation.
- (b) The Board shall be responsible, without limitation, as follows:
 - (i) to establish and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the community;
 - (ii) to establish, on an annual basis, Board goals and objectives (separate from the corporate goals and objectives) to ensure the effective and efficient governance of the Corporation;
 - (iii) to establish a policy outlining any eligibility criteria and the nomination process for election as a Director;
 - (iv) to establish procedures for monitoring compliance with this By-Law and applicable legislation;

- (v) to establish the selection process for the engagement of an Executive Director and to hire the Executive Director in accordance with the process;
- (vi) annually to conduct the Executive Director's formal performance evaluation and to review and approve his or her compensation and to set his or her goals and objectives for the coming year;
- (vii) to delegate responsibility and concomitant authority to the Executive Director for the management and operation of the Corporation and require accountability to the Board;
- (viii) at any time to revoke or suspend the appointment of the Executive Director;
- (ix) to ensure mechanisms and policies are in place to provide a high quality of care for Patients/Clients;
- (x) to ensure that quality assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care of Patients/Clients receiving Services from the Corporation;
- (xi) to ensure finance, audit and investment duties are carried out, to meet with the external auditor at least once a year, to approve the annual budget for the Corporation and to report to the Members the finance, audit and investment activities of the Board during each reporting period;
- (xii) to establish an investment policy consistent with the provisions of this By-Law and monitor the control and management of these investments; and
- (xiii) to ascertain whether changes are needed to the Community & Primary Health Care Annual Budgets and Service Plans, including the Services to be provided thereunder.

3.10 DUTIES AND RESPONSIBILITIES OF EVERY DIRECTOR

- (a) Every Director shall:
 - (i) be loyal to the Corporation;
 - (ii) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation; and
 - (iii) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- (b) In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall:
 - (i) adhere to the Corporation’s mission, vision and values;
 - (ii) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation’s management and staff;
 - (iii) respect and abide by Board decisions;
 - (iv) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees;
 - (v) keep informed about, matters relating to the Corporation, the community served, and other health care services provided in the region;
 - (vi) participate in the annual evaluation of overall Board effectiveness; and
 - (vii) represent the Board, when requested.

3.11 CONFLICT OF INTEREST

- (a) Every Director who, either directly or through one of his or her Associates, has, or thinks he or she may potentially have, a Conflict of Interest shall disclose the nature and extent of the interest as required by this By-Law and in a manner as set out in the Corporation’s conflict of interest policy.
- (b) A conflict of interest may occur with respect to a proposed or current contract, transaction, matter or decision of the Corporation, or any other matter that competes for the interest of the Director.
- (c) Directors must avoid actual or potential conflict of interest, including but not limited to those identified in the definition of “Conflict of Interest” in this By-Law.
- (d) The declaration of actual or potential conflict of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.
- (e) If the Director (or his or her Associates) becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting.
- (f) In the case of an existing contract, transaction, matter or decision the declaration shall be made at the first meeting of the Board after the member becomes a Director or the interest comes into being.

- (g) After making such a declaration no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting on a contract, transaction, matter or decision, (including discussing the matter with other Directors) nor shall the member be counted in any required quorum with respect to the vote.
- (h) If a Director has made a declaration of interest in compliance with this By-Law, the Director is not accountable to the Corporation for any profit he or she may realize from the contract, transaction, matter or decision.
- (i) If the Director fails to make a declaration of his or her interest in a contract, transaction, matter or decision as required by the By-Law, this shall be considered grounds for termination of his or her position as a Director and Member of the Corporation.
- (j) The failure of any Director to comply with the Conflict of Interest provisions of this section 3.11 does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- (k) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes. Where action of the Director alleged to have a conflict, does not resolve the concern of the Director or the Board, the alleged conflict or potential conflict shall be managed pursuant to the Corporation's conflict of interest policy.
- (l) If the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
- (m) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes of the Board.
- (n) Every Director shall submit upon election, and at least annually during the term of office, in a form prescribed by the Board, an acknowledgment that he/she has read and considered the "Procedures for Declaring and Resolving Conflict of Interest" provisions within this By-Law and the Corporation's "Procedures for Declaring and Resolving Conflicts of Interest".

3.12 CONFIDENTIALITY AND PUBLIC RELATIONS

- (a) Every Director and Officer shall respect the confidentiality of matters brought before the Board or before any committee or subcommittee of the Corporation. The Chair of the Board 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 public about matters that the Chair determines appropriate for disclosure to the media.

3.13 MEETINGS OF THE BOARD

- (a) Call and Notice
 - (i) Regular Meetings of the Board
 - (ii) There shall be at least nine (9) regular meetings of the Board per annum.
 - (iii) The Board shall meet at a time, day and place in Ontario as the Board may from time to time determine.
 - (iv) The Secretary of the Board shall give notice in writing of the meetings of the Board to the Directors at least seven (7) days in advance.
 - (v) A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation.
 - (vi) The declaration of the Secretary or Chair that notice has been given pursuant to the By-Law shall be sufficient and conclusive evidence of the giving of such notice.
 - (vii) No error or omission in giving notice of a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- (b) Special Meetings of the Board
 - (i) The Chair may call special meetings of the Board.
 - (ii) The Secretary shall call a special meeting of the Board if four (4) Directors so request in writing.
 - (iii) Notice of a special meeting of the Board shall specify the purpose of the meeting, may be delivered, e-mailed, faxed or telephoned to each Director and shall be given at least forty-eight (48) hours in advance of the meeting.
- (c) Chair

Board meetings shall be chaired by:

 - (i) the Chair;

- (ii) the Vice-Chair if the Chair is absent or unable to act; or
- (iii) a Director chosen by those present if the Chair and Vice-Chair are both absent or unable to act.

(d) Voting

- (i) Business arising at any meeting of the Board shall be decided by a majority of votes of the Board provided that:
 - (A) votes shall be taken by a show of hands or if so demanded by any voting Director, votes shall be taken by written ballot;
 - (B) except in the case of an electronic meeting where votes in favour of a resolution or motion are indicated by “yes” and votes not in favour of a resolution or motion are indicated by “no”, votes shall be taken by written ballot at the next person meeting if so demanded by any voting Director present; and
 - (C) in the case of (A) and (B) above, if there is an equality of votes, the motion is lost.
- (ii) A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.
- (iii) Minutes shall be recorded for all meetings of the Board.

(e) Quorum

A quorum for any meeting of the Board shall be a majority of the Directors entitled to vote.

(f) Electronic Meetings

If all persons who are members of the Board or a consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting;

Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at

such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

4. OFFICERS

4.1 THE OFFICERS OF THE CORPORATION

- (a) The following shall be Officers of the Corporation:
 - (i) the Chair, to be known as Chair;
 - (ii) the Vice-Chair;
 - (iii) the Treasurer;
 - (iv) the Secretary.
- (b) The Directors shall elect a Chair from among themselves at the meeting immediately following each annual meeting of the Corporation. The Chair shall preside as the Chair of the Board and is herein referred to as the “Chair”.
- (c) The Board shall appoint from among themselves a Vice-Chair of the Board, a Secretary and a Treasurer, at the meeting immediately following each annual meeting of the Corporation.
- (d) No Director may serve as Chair, Vice-Chair, Secretary or Treasurer 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.
- (e) The Officers of the Corporation shall be responsible for the duties set forth in the By-Laws but are not necessarily required to perform such duties personally, and may delegate to others the performance of any or all such duties.
- (f) Any Officer of the Corporation shall cease to hold office upon resolution of the Board.

4.2 DUTIES OF EVERY OFFICER

- (a) Every Officer shall:
 - (i) be loyal to the Corporation;
 - (ii) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation; and

- (iii) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.3 DUTIES OF THE OFFICERS

(a) Duties of the Chair

The Chair shall:

- (i) preside at meetings of the Board or in his or her absence at any meeting the Vice-Chair shall preside thereat, or in the absence of both the Chair and the Vice-Chair, any Director appointed by the Directors at the meeting shall preside at that meeting;
- (ii) report to each annual meeting of Members of the Corporation concerning the management and operations of the Corporation;
- (iii) report regularly and promptly to the Board issues that are relevant to their governance responsibilities;
- (iv) ensure that the annual review of the Executive Director's performance and compensation is done in accordance with Board approved policy;
- (v) represent and speak on behalf of the Corporation;
- (vi) be an *Ex officio* member of all committees of the Board; and
- (vii) perform such other duties as may from time to time be determined by the Board.

(b) Duties of the Vice-Chair

The Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and perform any other duties assigned by the Chair or the Board.

(c) Duties of the Treasurer

The Treasurer shall:

- (i) keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
- (ii) shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time designated by the Board;

- (iii) shall disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefore;
- (iv) shall render to the Board, whenever required, an account of all transactions as Treasurer and of the financial position of the Corporation;
- (v) shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation; and
- (vi) shall perform the other duties from time to time prescribed by the Board or incident to the office.

(d) Duties of the Secretary

The Secretary shall:

- (i) report to the Board;
- (ii) attend meetings of Members, meetings of the Directors including closed sessions and meetings of any committees of the Board, except when excused by the Chair, and shall enter or cause to be entered in books kept for that purpose. minutes of all proceedings at such meetings, and shall circulate or cause to be circulated, the minutes of all such meetings to the Directors and the minutes of any committees to the members of such committees, as applicable;
- (iii) give, or cause to be given, all notices as required by the By-Law of the Corporation of all meetings of the Corporation, the Board and its committees, if any;
- (iv) attend to correspondence of the Board;
- (v) be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act and all minutes, documents and records of the Board and its committees;
- (vi) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation;
- (vii) be the custodian of the seal of the Corporation; and
- (viii) perform such other duties as may from time to time be determined by the Board.

5. COMMITTEES OF THE BOARD

5.1 ESTABLISHMENT AND MEMBERSHIP OF COMMITTEES OF THE BOARD

(a) Executive Committee

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

(b) Additional Committees

- (i) The Board may, at any meeting, establish additional committees of the Board and appoint the chair and members of any such committee;
- (ii) The Board shall prescribe terms of reference for any committee established under this section;
- (iii) The Board may appoint additional members who are not Directors to all committees of the Board established under this subsection (b), and those persons shall be entitled to vote.
- (iv) The Board may by resolution dissolve any committee established under this section at any time.

5.2 PROCEDURES FOR MEETINGS OF COMMITTEES

(a) Attendees at Meetings of Committees

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

(b) Call for Meetings of Committees

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

(c) Voting at Meetings of Committees

- (i) Votes shall be taken by a show of hands or if so demanded by any voting Director, votes shall be taken by written ballot.
- (ii) Except in the case of an electronic meeting where votes in favour of a resolution or motion are indicated by “yes” and votes not in favour of a resolution or motion are indicated by “no”. Votes shall be taken by written

ballot at the next person meeting if so demanded by any voting Director present

(iii) In the case of (A) and (B) above, if there is an equality of votes, the motion is lost.

(d) Minutes of Meetings of Committees

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

(e) Quorum for Meetings of Committees

Other than the Executive Committee, a quorum for any meeting of a committee of the Board or subcommittee of the Board, shall be a majority of the members of the committee or subcommittee entitled to vote.

(f) Electronic Meetings

If all persons who are members of a committee consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of a committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting;

Provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

5.3 MEMBERSHIP AND TERMS OF REFERENCE OF THE EXECUTIVE COMMITTEE

(a) Membership

(i) The Executive Committee shall consist of the:

(A) Chair;

(B) Vice-Chair;

(C) Secretary; and

(D) Treasurer.

- (ii) 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.

(b) Functions

The Executive Committee shall:

- (i) 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 meeting of the Board; and
- (ii) study and advise or make recommendations to the Board on any matter as directed by the Board.

(c) Quorum

A quorum for a meeting of the Executive Committee shall be all of the individuals listed in subsection 5.3(a) above.

6. INSURANCE AND PROTECTION OF DIRECTORS AND OFFICERS

6.1 INSURANCE

The Corporation shall purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously 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' 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, all as deemed appropriate by the Board from time to time.

The Corporation shall ensure that each Director and Officer is added as a named insured to any policy of Directors and Officers insurance maintained by the Corporation.

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.

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.

6.2 DIRECTORS AND OFFICERS LIABILITY EXCLUSION

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or Officer of the Corporation shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including wilful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Director or Officer or of any other Director or Officer or employee, servant, agent, volunteer or independent contractor arising from any of the following.

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any wilful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

6.3 PRE-INDEMNITY CONSIDERATIONS

Before giving approval to the indemnities provided in section 6.4 herein, or purchasing insurance provided in section 6.1 herein, the Board shall consider:

- (a) the degree of risk to which the Director or Officer is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;

- (c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- (d) whether the cost of the insurance is reasonable in relation to the revenue available;
and
- (e) whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

6.4 INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person (in this section referred to as a “protected person”), including the respective heirs, executors and administrators, estate, successors and assigns of the person, who:

- (a) is a Director; or,
- (b) is an Officer of the Corporation; or
- (c) is a member of a Committee; or
- (d) has 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 or Officer or employee or volunteer of such corporation;

shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) to a maximum limit per claim made as established by the Board of Directors from time to time, from and against all costs, charges and expenses which such protected person sustains or incurs:

- (a) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such protected person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or in respect of any such liability; or,
- (b) in relation to the affairs of the Corporation generally,

save and except such costs, charges or expenses as are occasioned by the failure of such protected person to act honestly and in good faith in the performance of the duties of office.

Such indemnity will only be effective:

- (a) 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; and
- (b) providing the Director has carried out all duties assigned to him which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such protected person, firm or corporation in such other circumstances as any legislation or laws permit or require.

Nothing in this By-Law shall limit the right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by any legislation or law.

7. EXECUTIVE DIRECTOR

7.1 APPOINTMENT OF THE EXECUTIVE DIRECTOR

- (a) The Executive Director shall be appointed by the Board in accordance with its approved selection process.
- (b) The Board may at any time revoke or suspend the appointment.
- (c) The Executive Director may have such other name as the Board determines appropriate for management purposes.

7.2 DUTIES OF THE EXECUTIVE DIRECTOR

The Executive Director shall:

- (a) be accountable to the Board;
- (b) 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;
- (c) 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;

- (d) ensure structures and systems for the development, review and recommendation of new programs, program expansion or changes;
- (e) ensure effective human resources strategic planning and identify resource implications;
- (f) establish an organizational structure to ensure accountability for fulfilling the mission, objectives and strategic plan of the Corporation;
- (g) develop, recommend and foster the values, culture and philosophy of the Corporation;
- (h) communicate with related health care agencies to promote coordination and/or planning of local health care services;
- (i) represent the Corporation externally to the community, government, media and other organizations and agencies;
- (j) 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;
- (k) 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;
- (l) attend meetings of the Board;
- (m) attend meetings of all Board committees, with the exception of the Executive Committee where 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; and
- (n) perform such other duties as may be directed from time to time by the Board.

8. RECORDS

8.1 RETENTION OF WRITTEN STATEMENTS

- (a) 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 patient/client care and photographs thereof.

9. BONDING

9.1 FIDELITY INSURANCE

- (a) 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.
- (b) The Corporation shall pay the expenses of any fidelity bond or policy secured under this section.

10. SIGNING OFFICERS

10.1 AUTHORIZED SIGNING OFFICERS

- (a) Any two Officers or Directors or any one Officer or Director together with the Executive Director jointly may sign on behalf of the Corporation all contracts, agreements, conveyances, mortgages, instruments or other documents. In addition, the Board may from time to time direct, by resolution, the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal thereto.

11. AUDITOR

11.1 AUDITOR

- (a) The Members of the Corporation shall at each annual meeting appoint an auditor who shall not be a Director of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the *Public Accountancy Act of Ontario*, to hold office until the next annual meeting of the Corporation.
- (b) The Auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.
- (c) In addition to making the report at the annual meeting of the Corporation, the Auditor shall from time to time report to the Board on the audit work with any necessary recommendations.
- (d) The Auditor shall have the right to attend general meetings of the Corporation.

12. BY-LAWS AND AMENDMENTS

12.1 ENACTMENT

- (a) By-Laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of the Act.

13. CORPORATE SEAL

13.1 SEAL

The seal of the Corporation shall be in the form impressed hereon.

14. FISCAL YEAR

14.1 CORPORATE FISCAL YEAR

- (a) Unless otherwise ordered by the Board, the fiscal year of the Corporation shall be March 31st.

15. BORROWING BY-LAW

15.1 BORROWING

The Directors may on behalf of the Corporation, from time to time,

- (a) borrow money from a bank on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation;
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation;
- (d) if authorized by Special Resolution, issue debentures; and
- (e) authorize any Director, Officer or employee of the Corporation to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements,

terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

16. NOTICE

16.1 METHOD OF NOTICE

Except where otherwise provided in this By-Law, notice shall be validly given if given by telephone, or if in writing:

- (a) by prepaid letter post;
- (b) by facsimile;
- (c) by e-mail; or
- (d) by other electronic method;

addressed to the person for whom intended at the last address shown on the Corporation's records.

Any such notice shall be deemed given:

- (a) in the case of telephone, at the time of the telephone call;
- (b) in the case of letter post, on the third day after mailing; and
- (c) in all other cases, when transmitted.

16.2 COMPUTATION OF TIME

- (a) In computing the date when notice must be given under any provision of the By-Laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, not included.

16.3 OMISSIONS AND ERRORS

- (a) The accidental omission to give notice of any meeting of the Board, a Committee or Members or the non-receipt of any notice by any Director or Member or by the auditor of the Corporation or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting.

Any Director, Member or the auditor of the Corporation may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

17. REPEAL OF PRIOR BY-LAWS

17.1 REPEAL

- (a) Subject to the provisions of sections 17.2 and 17.3 hereof, all prior By-Laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-Law heretofore enacted or made are repealed.

17.2 EXCEPTION

- (a) The provisions of section 17.1 shall not extend to any By-Law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

17.3 PROVISIO

- (a) Provided however that the repeal of prior By-Laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Law, resolution or other enactment.

18. EFFECTIVE DATE

18.1 EFFECTIVE ON PASSING

This By-Law shall come into force when enacted by the Board in accordance with the Act.

ENACTED as a By-Law of the Corporation and sealed with the corporate seal this **29th** day of **August**, 2016.

Board Chair, *James (Jim) Bracken*

Secretary, *Kevin Spencer*

CONFIRMED by the Members in accordance with the *Corporations Act* (Ontario) on the 29th day of August, 2016.

Chair of the Board, *James (Jim) Bracken*

Secretary, *Kevin Spencer*