

General Operating By-law

HOSPICE CARE OTTAWA/LA MAISON DE SOINS PALLIATIFS D'OTTAWA

Final Draft

Pending Approval at AGM on October 2, 2023

TABLE OF CONTENTS

	Page
ARTICLE 1 INTERPRETATION.....	1
1.1 Definitions.....	1
1.2 Interpretation.....	2
1.3 Severability and Precedence.....	2
ARTICLE 2 MEMBERSHIP IN THE CORPORATION	3
2.1 Members.....	3
2.2 Fees.....	3
2.3 Transferability	3
2.4 Termination of Membership.....	3
2.5 Member Resignation	4
2.6 Member Discipline or Expulsion	4
ARTICLE 3 MEMBERS' MEETINGS.....	4
3.1 Location.....	4
3.2 Annual Meetings	4
3.3 Calling Meetings	4
3.4 Quorum.....	5
3.5 Notice of Members' Meetings.....	5
3.6 Proxies.....	6
3.7 Voting.....	6
3.8 Meeting Chair.....	6
3.9 Adjourned Members' Meetings	7
3.10 Persons Entitled to be Present	7
3.11 Written Resolution in Lieu of Meeting	7
3.12 Telephonic or Electronic Members' Meetings.....	7
ARTICLE 4 DIRECTORS	8
4.1 Number of Directors and Board Composition	8
4.2 Directors to manage or supervise management.....	8
4.3 Director Qualifications	8
4.4 Election and Term	9
4.5 Appointment of Additional Directors	9
4.6 Director Nominations	9
4.7 Director Consent to Serve as a Director.....	10
4.8 Vacation of Office.....	10
4.9 Filling Vacancies.....	10
4.10 Directors Remuneration	10
ARTICLE 5 BOARD MEETINGS	11
5.1 Calling and Place of Board Meetings.....	11
5.2 Regular Meetings	11
5.3 Telephonic or Electronic Meetings of Directors	11

5.4	Notices.....	11
5.5	Meeting of Board after Annual Meeting.....	12
5.6	Quorum.....	12
5.7	No Alternate Directors.....	12
5.8	Persons Entitled to Attend.....	12
5.9	Voting.....	12
5.10	Ballots.....	13
5.11	Written Resolutions in Lieu of Meeting.....	13
5.12	Consent of Director.....	13
5.13	Meeting Adjournment.....	14
ARTICLE 6 INTEREST OF DIRECTORS OR OFFICERS IN CONTRACTS OR TRANSACTIONS.....		14
6.1	Disclosure of Conflict.....	14
6.2	General and Continuing Disclosure of Interest.....	16
6.3	Conflict of Interest Policy.....	16
ARTICLE 7 PROTECTION OF OFFICERS AND DIRECTORS.....		16
7.1	Liability.....	16
7.2	Indemnities to Directors and Others.....	16
7.3	Insurance.....	17
ARTICLE 8 COMMITTEES.....		17
8.1	Committees.....	17
8.2	Committee Functions, Duties, Responsibilities, and Powers.....	17
8.3	Committee Members, Chair.....	17
8.4	Committee Meeting Procedures.....	18
8.5	Delegation to a Committee.....	18
8.6	Audit Committee.....	18
ARTICLE 9 OFFICERS.....		19
9.1	Officers.....	19
9.2	Terms of Office.....	19
9.3	Chair.....	19
9.4	Vice Chair(s).....	20
9.5	Secretary.....	20
9.6	Treasurer.....	20
9.7	ED/CEO.....	20
9.8	Other Officers.....	20
ARTICLE 10 ADMINISTRATION AND FINANCIAL.....		21
10.1	Language.....	21
10.2	Registered Office.....	21
10.3	Seal.....	21
10.4	Execution of Documents.....	21
10.5	Banking Arrangements.....	21
10.6	Borrowing.....	22

10.7	Financial Year	22
10.8	Appointment of Auditor	22
10.9	Financial Statements	22
10.10	Investments.....	22
ARTICLE 11 BOOKS AND RECORDS.....		23
11.1	Books and Records.....	23
ARTICLE 12 RULES, POLICIES AND PROCEDURES.....		23
12.1	Rules of Order	23
12.2	Policies	23
ARTICLE 13 NOTICES.....		23
13.1	Notice	23
13.2	Computation of Time	24
13.3	Omissions and Errors	24
13.4	Waiver of Notice	24
ARTICLE 14 AMENDMENTS TO ARTICLES AND BY-LAWS		24
14.1	Amendment of Articles	24
14.2	Amendment of By-law	24
ARTICLE 15 EFFECTIVE DATE AND REPEAL		25
15.1	Effective Date.....	25
15.2	Repeal of Previous By-law.....	25

General Operating By-law

A by-law relating to the transaction of the activities and affairs of

HOSPICE CARE OTTAWA/LA MAISON DE SOINS PALLIATIFS D'OTTAWA.

Be it enacted as a By-law of the Corporation as follows:

ARTICLE 1 INTERPRETATION

1.1 Definitions

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

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and where the context requires, includes the regulations made under it, as amended from time to time;
- (b) “**Articles**” means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or special act;
- (c) “**Board**” means the board of directors of the Corporation;
- (d) “**By-law**” means this by-law of the Corporation and any other by-laws of the Corporation;
- (e) “**Chair**” means the chair of the Board;
- (f) “**ED/CEO**” means the individual appointed as Executive Director/ Chief Executive Officer of the Corporation;
- (g) “**Corporation**” means HOSPICE CARE OTTAWA/LA MAISON DE SOINS PALLIATIFS D'OTTAWA;
- (h) “**Director**” means an individual elected or appointed to the Board;
- (i) “**holiday**” has the meaning given to it in the *Legislation Act, 2006* (Ontario);
- (j) “**Members**” means members of the Corporation as described in Article 2;
- (k) “**ordinary resolution**” means a resolution that, is submitted to a Members’ meeting and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Member entitled to vote at a Members’ meeting or the Member’s attorney;;
- (l) “**person**” includes an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate

and a natural person in their capacity as trustee, executor, administrator, or other legal representative;

- (m) “**Policies**” means a rule, a policy adopted by the Board in accordance with section 12.2;
- (n) “**Registered Office**” means the registered office of the Corporation at the address set out in the Articles or as specified in the notice or return most recently filed by the Corporation in accordance with applicable legislation, whichever is more current;
- (o) “**Secretary**” means the secretary of the Board;
- (p) “**special business**” has the meaning given to such term in the Act and includes all business transacted at any meeting of Members except for the following: (i) consideration of the financial statements, (ii) consideration of the audit or review engagement report (if any), (iii) an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement, (iv) election of Directors, and (v) reappointment of the incumbent auditor or person appointed to conduct a review engagement;
- (q) “**special resolution**” means a resolution that (i) is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or (ii) consented to by each Member entitled to vote at a meeting of the Members or the Member’s attorney;
- (r) “**telephonic or electronic means**” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, automated touch-tone telephone system, computer or computer networks;
- (s) “**Treasurer**” means the treasurer of the Board; and
- (t) “**Vice Chair**” means the vice chair of the Board.

1.2 Interpretation

In this By-law, unless the context otherwise requires and other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to the terms in the Act, words importing the singular shall include the plural and vice versa, references to persons shall include firms and corporations, words importing one gender shall include all genders, and headings are used for convenience of reference and do not affect the interpretation of this By-law. Any reference to a statute in this By-law includes, where the context requires, the statute and the regulations made under it, all as amended or replaced from time to time.

1.3 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

ARTICLE 2 MEMBERSHIP IN THE CORPORATION

2.1 Members

- (a) There shall be one (1) class of Members in the Corporation.
- (b) The Members shall consist of:
 - (i) the Directors from time to time who shall be ex-officio Members for so long as they serve as Directors; and
 - (ii) such individuals interested in furthering the Corporation's purposes who have applied for and been accepted as a Member in such manner as may be determined by the Board.
- (c) Each Member shall be entitled to receive notice of, attend and vote at all meetings of the Members' and each Member shall be entitled to one (1) vote at such meetings.

2.2 Fees

The board shall have the discretion to set the membership fees, if any, payable by the members. Members shall be notified in writing of the membership fees at any time payable by them and, if the fees are not paid within one (1) calendar month of the membership renewal date, as the case may be, the members in default shall thereupon cease to be members of the Corporation.

2.3 Transferability

A membership in the Corporation is not transferable. A special resolution of Members is required to make any amendment to this section of the By-law.

2.4 Termination of Membership

The rights of a Member lapse and cease to exist when the membership terminates for any of the following reasons:

- (a) the Member dies or resigns,
- (b) the Member is expelled or the Member's membership is otherwise terminated in accordance with the Articles or this By-law;
- (c) the Member ceases to be a Director;
- (d) the Member's term of membership, if any, expires; or
- (e) the Corporation is liquidated or dissolved under the Act.
- (f) Subject to the Articles or By-law, upon any termination of membership, the Member's rights, including any rights in the Corporation's property, automatically cease to exist.

2.5 Member Resignation

Any Member may resign as a Member by delivering a written resignation to the Secretary, in which case such resignation shall be effective from the date specified in the resignation.

2.6 Member Discipline or Expulsion

- (a) The Board shall have the power to discipline or expel a Member in the following circumstances:
 - (i) the Member violates any provision of the Articles, By-law, Policies;
 - (ii) the Member engages in any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
 - (iii) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.
- (b) All disciplinary action or expulsion of a Member shall be done in good faith and in a fair and reasonable manner.
- (c) In the event a disciplinary or expulsion action is taken against a Member, the Member shall be given at least fifteen (15) days' notice of said disciplinary action or termination, with reasons; and be given an opportunity to be heard by the Board, orally or in writing, not less than five (5) days before the disciplinary action or termination of membership becomes effective. The provisions of this section 2.6 are in addition to any Policies adopted by the Board from time to time.

ARTICLE 3 MEMBERS' MEETINGS

3.1 Location

Subject to section 3.12, Members' meetings shall be held at the Corporation's registered office or at any place in Ontario as the Board may determine.

3.2 Annual Meetings

The annual meeting of Members shall be held not later than fifteen (15) months after the last annual meeting.

3.3 Calling Meetings

- (a) The Board or the Chair shall have power to call, at any time, a Members' meeting. The Board shall call a special Members' meeting on written requisition of Members carrying not less than ten percent (10%) of the voting rights. If the Board does not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

3.4 Quorum

- (a) A majority of the Members entitled to vote present in person, including persons present by telephonic or electronic means, or by proxy at a Members' meeting will constitute a quorum.
- (b) If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the meeting's business, even if quorum is not present throughout the meeting.

3.5 Notice of Members' Meetings

- (a) Notice of the time and place of a Members' meeting shall be given in accordance with section 13.1:
 - (i) to each Director,
 - (ii) to each Member entitled to receive notice and
 - (iii) to the Corporation's auditor or the person appointed to conduct a review engagement of the Corporation, not less than ten (10) days and not more than fifty (50) days prior to the meeting.
- (b) Notice of a Members' meeting is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) Notice of a Members' meeting at which special business is to be transacted must:
 - (i) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and
 - (ii) state the text of any special resolution to be submitted to the meeting.
- (d) The Board may fix in advance a record date for determining Members entitled to receive notice of and to vote at a Members' meeting. The record date must be not more than fifty (50) days and no less than 7 days prior to the date of the Members' meeting. If no record date is fixed, the record date for determining Members entitled to receive notice of and to vote at Members' meetings shall be (i) the close of business on the day immediately preceding the day on which notice is given, or (ii) if no notice is given, the day on which the meeting is held.
- (e) The Corporation is not required to give notice of a Members' meeting to Members who were not registered on the Corporation's records on the record date determined under subsection 3.5(d).

3.6 Proxies

- (a) Every Member entitled to vote at a meeting of the Members may by means of a proxy appoint a proxyholder or one or more alternate proxyholders as the Member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. A proxyholder shall be a Member.
- (b) The Corporation may send, or otherwise make available, a form of proxy to each Member who is entitled to receive meeting notice concurrently with or before giving the Members' meeting notice. Directors may, by resolution, fix a time (not exceeding 48 hours, excluding Saturdays and holidays) before any meeting or continuance of an adjourned Members' meeting before which time proxies to be used at that Members' meeting must be deposited with the Corporation, and such time shall be specified in the meeting notice
- (c) Every proxy shall be in a form that complies with the Act and the regulations enacted under the Act.

3.7 Voting

- (a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one (1) vote on each matter.
- (b) At all Members' meetings, every question shall be determined by a majority of votes cast unless otherwise specifically provided by the Act or by the Articles.
- (c) Every question submitted to any Members' meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or on a ballot, the meeting chair shall not have a casting or second vote to break the tie. In the event of a tie vote the motion shall be defeated.
- (d) A Member may demand a ballot either before or after any vote. A Member may withdraw a demand for a ballot.
- (e) Unless a ballot is demanded, an entry in the meeting minutes to the effect that the meeting chair declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

3.8 Meeting Chair

The chair of a Members' meeting shall be:

- (a) the Chair; or
- (b) the Vice Chair, if the Chair is absent, unable, or unwilling to act; or
- (c) a chair elected by the Members present if the Chair and Vice Chair are absent or unable to act. The Secretary, if one has been appointed and present at the meeting, shall preside at

the election of the meeting chair, but if the Secretary is not present, the Members, from those present, shall choose a Member to preside at the election.

3.9 Adjourned Members' Meetings

- (a) If within one-half ($\frac{1}{2}$) hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business.
- (b) If a Members' meeting is adjourned for less than thirty (30) days, no meeting notice that continues the adjourned meeting is required if all of the following are announced at the time of the adjournment:
 - (i) the time of the continued meeting;
 - (ii) if applicable, the place of the continued meeting; and
 - (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) If a Members' meeting is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 3.5.

3.10 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act, the Articles or the By-laws to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

3.11 Written Resolution in Lieu of Meeting

- (a) A resolution signed by all of the Members entitled to vote on that resolution at a Members' meeting is valid as if it had been passed at a Members' meeting, except as otherwise provided in the Act.
- (b) The Corporation shall keep a copy of every resolution described in Section 3.11(a) with the minutes of the meetings of the Members.

3.12 Telephonic or Electronic Members' Meetings

- (a) A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that those means must enable all persons entitled to attend the

meeting to reasonably participate and a person participating in the meeting by those means is deemed to be present at the meeting.

- (b) A vote at a meeting of the Members may be conducted entirely by one or more telephonic or electronic means or by a combination of one or more telephonic or electronic means and voting in person.

ARTICLE 4 DIRECTORS

4.1 Number of Directors and Board Composition

- (a) In accordance with the Articles, the Board shall consist of a minimum of twelve (12) and a maximum of sixteen (16) Directors. The precise number of Directors on the Board shall be determined from time to time by the Members by special resolution or, if the special resolution empowers the Directors to determine the number, by resolution of the Directors.
- (b) Subject to the Articles and section 4.1(a), the Board shall consist of:
 - (i) a number of Directors who satisfy the criteria set out in section 4.3 and who are elected by the Members in accordance with section 4.4(a) or appointed in accordance with section 4.9; and
 - (ii) the Past President of The May Court Club of Ottawa, who shall be an *ex-officio* non-voting Director.
- (c) Not more than one-third (1/3) of the Directors may be employees of the Corporation or of any of its affiliates

4.2 Directors to manage or supervise management

The Directors shall manage or supervise the management of the activities and affairs of the Corporation. Every Director and Officer in exercising their powers and discharging their duties to the Corporation shall,

- (a) act honestly and in good faith with a view to the Corporation's best interests; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.3 Director Qualifications

An individual is disqualified from being a Director if they:

- (a) are under eighteen (18) years old;
- (b) are a person who has been found under *the Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

- (c) are a person who has been found to be incapable by any court in Canada or elsewhere;
- (d) have the status of a bankrupt; or
- (e) are a person who is an “ineligible individual” under *the Income Tax Act* (Canada) or any regulations made under it.

4.4 Election and Term

- (a) At each annual meeting of Members at which an election of Directors is required, the Members shall, by ordinary resolution, elect Directors.
- (b) Each Director shall be elected for a term of three (3) years provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to section 4.8 or until the end of the meeting at which their successor is elected or appointed.
- (c) A Director shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than six (6) consecutive years on the Board. Despite the foregoing, a Director may, by Board resolution, be allowed to serve more than six (6) consecutive years as a Director for the sole purpose of that Director serving as an officer of the Board, provided that such Director shall not be allowed to serve for an additional term that will result in the Director serving more than eight (8) consecutive years.
- (d) Notwithstanding the foregoing, a person who has served six (6) consecutive years as a Director may be eligible for re-election if at least three (3) years have elapsed since the completion or termination of their last term.
- (e) In determining a Director’s length of service as a Director, service prior to the coming into force of this By-law shall be included. Where a Director was appointed to fill an unexpired term of a Director such partial term shall be excluded in the calculation of the maximum years of service.

4.5 Appointment of Additional Directors

So long as there is a quorum of Directors in office, Directors may appoint one or more additional Directors to hold office for a term expiring not later than the close of the next annual Members’ meeting, but the total number of Directors so appointed shall not exceed one-third (1/3) of the number of Directors elected at the previous annual Members’ meeting.

4.6 Director Nominations

The Governance Committee, or such other committee as the Board may determine, shall be responsible for overseeing the recruitment and nominations of Directors, provided that candidates interested in serving as Directors shall be recruited and nominated on the basis of their skills, experience, knowledge, qualities, diversity, personal integrity and their ability to identify with and formally commit themselves to respect the mission, vision and values of the Corporation.

4.7 Director Consent to Serve as a Director

An individual elected or appointed to hold office as a Director shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.

4.8 Vacation of Office

- (a) The office of a Director shall be automatically vacated if the Director:
 - (i) dies;
 - (ii) resigns in writing;
 - (iii) is removed by the Members in accordance with Subsection 4.8(c); or
 - (iv) becomes disqualified under section 4.3.
- (b) A resignation of a Director becomes effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whatever is later.
- (c) The Members may, by ordinary resolution at a special Members' meeting, remove from office any elected Director or Directors and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director(s) so removed.
- (d) Where there is a Board vacancy, the remaining Directors may exercise all the Board powers so long as a quorum remains in office.

4.9 Filling Vacancies

- (a) So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by the Directors then in office, provided that a Director appointed to fill a vacancy shall be appointed for the unexpired portion of the term of such Director's predecessor.
- (b) In the absence of a quorum of Directors, or if the Members have failed to elect the number of Directors (or the minimum number of Directors provided for in the Articles), the Directors then in office shall without delay call a Members' meeting to fill the vacancy.

4.10 Directors Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of their duties.

ARTICLE 5 BOARD MEETINGS

5.1 Calling and Place of Board Meetings

- (a) Meetings of the Board may be called by the Chair, the Vice Chair or any two (2) Directors at any time.
- (b) Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

5.2 Regular Meetings

The Board may appoint one (1) or more days for regular Board meetings at a place and time named by the Board and, if so, shall promptly inform each Director of the proposed schedule for such regular Board meetings. No other notice shall be required for any such regular meeting except if notice is required to be given because the meeting is intended to deal with a matter referred to in section 8.5 of this By-law, in which case the notice must specify that matter.

5.3 Telephonic or Electronic Meetings of Directors

- (a) A meeting of Directors or a committee of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously.
- (b) A Director participating in the meeting by those means is deemed to be present at the meeting.

5.4 Notices

- (a) Notice of meetings, other than regular meetings, shall be given to all Directors at least 48 hours prior to the meeting. The Chair, the Vice Chair or the ED/CEO may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting. Notice of an adjourned Board meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- (b) Notice of a Board meeting is not necessary if all Directors are present and none objects to the holding of the meeting, or if those absent have waived notice or otherwise signified their consent to the holding of the meeting.
- (c) Notice of a Board meeting need not specify the purpose of the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters in which case the notice must specify that matter:
 - (i) to submit to the Members any question or matter requiring the Members' approval;

- (ii) to fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement;
 - (iii) to appoint additional Directors;
 - (iv) to issue debt obligations except as authorized by the Directors;
 - (v) to approve any annual financial statements;
 - (vi) to adopt, amend or repeal by-laws; or
 - (vii) to establish contributions to be made, or dues to be paid, by Members.
- (d) Notice of a meeting of Directors need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

5.5 Meeting of Board after Annual Meeting

Provided a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following the annual Members' meeting.

5.6 Quorum

A quorum for the transaction of business at any meeting of the Board shall be, where the Articles set out the minimum and maximum number of directors, a majority of the number of elected Directors which then constitutes the Board.

5.7 No Alternate Directors

No person shall act for an absent Director at a meeting of Directors. A Director is not allowed to vote by proxy.

5.8 Persons Entitled to Attend

- (a) The Corporation's ED/CEO and Medical Director are entitled to attend and to be heard at every meeting of the Board, except where the Board determines otherwise, but shall not be entitled to vote at any meeting.
- (b) Other guests may attend Board meetings on the invitation of the Chair, or on invitation of the Vice Chair or ED/CEO, with the Chair's consent.

5.9 Voting

- (a) Each elected Director in attendance at a Board meeting shall be entitled to one (1) vote on each matter.

- (b) Any question arising at any Board meeting or any committee meeting, shall be determined by a majority of votes.
- (c) In the case of an equality of votes, the meeting chair shall not have a casting or second vote to break the tie and the motion shall be defeated.

5.10 Ballots

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the meeting chair. Otherwise a vote shall be taken by a show of hands. Unless a ballot is demanded, an entry in the minutes to the effect that the meeting chair declared that a resolution has been carried, or carried by a particular majority, or defeated, shall be conclusive in the absence of evidence to the contrary.

5.11 Written Resolutions in Lieu of Meeting

A resolution, signed by all of the Directors entitled to vote on that resolution at a Board meeting or a committee of Directors is as valid as if it had been passed at a Board meeting or of a committee of Directors. The Corporation shall keep a copy of every written resolution of the Board or a committee of Directors with the minutes of Board meetings or of a committee of Directors.

5.12 Consent of Director

- (a) A Director who is present at a meeting of the Board or a committee of the Board is deemed to have consented to any resolution passed or action taken at the meeting, unless,
 - (i) the Director's dissent is entered in the minutes of the meeting;
 - (ii) the Director requests that their dissent be entered in the minutes of the meeting;
 - (iii) the Director gives their dissent to the meeting secretary before the meeting is terminated; or
 - (iv) the Director submits their written dissent immediately after the meeting is terminated to the Corporation.
- (b) A Director who votes for or consents to a resolution is not entitled to dissent under section 5.12(a).
- (c) A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action taken unless within seven (7) days after becoming aware of the resolution or action taken, the Director,
 - (i) causes their written dissent to be placed with the minutes of the meeting; or
 - (ii) submits their written dissent to the Corporation.

5.13 Meeting Adjournment

- (a) If within one-half ($\frac{1}{2}$) hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day to be determined by the meeting chair.
- (b) Notice of a meeting that continues an adjourned meeting of Directors is not required to be given if all the following are announced at the time of the adjournment:
 - (i) the time of the continued meeting;
 - (ii) if applicable, the place of the continued meeting; and
 - (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

ARTICLE 6

INTEREST OF DIRECTORS OR OFFICERS IN CONTRACTS OR TRANSACTIONS

6.1 Disclosure of Conflict

- (a) Any Director or officer who:
 - (i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
 - (ii) is a director or 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 to the Corporation or request to have entered in the minutes of meetings of Directors the nature and extent of their interest.
- (b) The disclosure required to be made, pursuant to subsection 6.1(a), by a Director shall be made:
 - (i) at the meeting at which a proposed contract or transaction is first considered;
 - (ii) if the Director was not then interested in a proposed contract or transaction, at the first meeting after such Director becomes so interested;
 - (iii) if the Director becomes interested after a contract is made or transaction entered into, at the first meeting after the Director becomes so interested; or
 - (iv) if a person who is interested in a contract or transaction later becomes a Director, at the first meeting after such person becomes a Director.

- (c) The disclosure required to be made, pursuant to subsection 6.1(a), by an officer who is not a Director shall be made:
 - (i) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;
 - (ii) if the officer becomes interested after a contract is made or transaction is entered into, forthwith after they become so interested; or
 - (iii) if a person who is interested in a contract or transaction later becomes an officer, forthwith after they become an officer.
- (d) In the event that the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of subsection 6.1(a) is one that, in the ordinary course of the Corporation's business, would not require Directors' or Members' approval, then the Director or officer shall disclose to the Corporation or request to have entered in the Board meeting minutes the nature and extent of their interest forthwith after the Director or officer becomes aware of the contract or transaction or proposed contract or transaction.
- (e) Except as permitted by the Act, a Director referred to in subsection 6.1(a) shall not attend any part of a Board meeting during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.
- (f) If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction or proposed contract or transaction in respect of which a disclosure is required only because a Director is not permitted to be present at the meeting by reason of subsection 6.1(e), the remaining Directors are deemed to constitute quorum for the purposes of voting on the resolution.
- (g) Subject to the provisions of the Act, if all Directors are required to make such disclosure, the contract or transaction or proposed contract or transaction may only be approved by the Members.
- (h) A contract or transaction for which disclosure is required under section 6.1(a) is not void or voidable, and the Director or officer is not accountable to the Corporation or the Members for any profit or gain realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the Board or committee meeting that considered the contract or transaction, if:
 - (i) disclosure of the interest was made in accordance with this section;
 - (ii) the Board approved the contract or transaction; and
 - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.

- (i) In addition to the corporate disclosure requirements set out in this Article 6, the Board shall meet all applicable requirements set out in the *Charities Accounting Act* and its regulations regarding payments to a Director of the Corporation or a “person connected to a Director” (as defined in the *Charities Accounting Act* and its regulations).

6.2 General and Continuing Disclosure of Interest

For the purposes of section 6.1, a general notice to the Directors by a Director or officer declaring that the Director or officer is a director or officer of or has a material interest in a person, or that there has been a material change in the Director’s or officer’s interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person is sufficient declaration of interest in relation to any contract or transaction so made.

6.3 Conflict of Interest Policy

The provisions of this Article 6 are in addition to any conflict of interest policy adopted by the Board from time to time.

ARTICLE 7 PROTECTION OF OFFICERS AND DIRECTORS

7.1 Liability

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

- (a) complied with the Act, the Articles and the By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

7.2 Indemnities to Directors and Others

- (a) Every Director or officer or former Director or officer of the Corporation or an individual who acts or acted at the Corporation’s request as a director or officer, or in a similar capacity, of another entity, shall be indemnified and saved harmless out of the Corporation’s funds from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.

- (b) The Corporation may advance money to an individual referred to in subsection 7.2(a) for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in subsection 7.2(c).
- (c) The Corporation shall not indemnify an individual under subsection 7.2(a) unless:
 - (i) the individual acted honestly and in good faith with a view to the Corporation's best interests or other entity, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

7.3 Insurance

Subject to the Act and applicable laws, including the *Charities Accounting Act* and the regulations made thereunder, the Corporation may purchase and maintain insurance for the benefit of an individual referred to in section 7.2, against any liability incurred by that individual in the individual's capacity as a Director or an officer of the Corporation, or, in the individual's capacity as a director or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 8 COMMITTEES

8.1 Committees

The Board may, from time to time, establish:

- (a) standing committees, being those committees whose duties are normally continuous; and
- (b) special committees, such as advisory committees or working groups, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

8.2 Committee Functions, Duties, Responsibilities, and Powers

The Board shall provide for the functions, duties, responsibilities, and powers of the Board committees in the Board resolution by which a Board committee is established or in Board-approved terms of reference or Policy.

8.3 Committee Members, Chair

- (a) Unless otherwise provided by by-law, by Policy or by Board resolution:
 - (i) the Board shall appoint the chair, vice chair (if any), and members of each Board committee;

- (ii) each chair and vice chair of a Board committee shall be a Director;
 - (iii) Board committees may include members who are not Directors provided that such appointments are approved by the Board and that a majority of the committee members are at all times Directors.
- (b) The Board may remove any chair, vice chair, or Board committee member from any Board committee at any time.

8.4 Committee Meeting Procedures

Procedures at and quorum for committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or Policy.

8.5 Delegation to a Committee

The Directors may delegate to any committee comprised entirely of Directors any of the Board's powers other than the following powers:

- (a) to submit to the Members any question or matter requiring the Members' approval;
- (b) to fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) to appoint additional Directors;
- (d) to issue debt obligations except as authorized by the Directors;
- (e) to approve any annual financial statements;
- (f) to adopt, amend or repeal by-laws; or
- (g) to establish contributions to be made, or dues to be paid, by Members.

8.6 Audit Committee

If the Board establishes an audit committee, the following provisions shall apply:

- (a) A majority of the audit committee members must not be officers or employees of the Corporation or of any of its affiliates;
- (b) The audit committee shall review the Corporation's financial statements before they are approved by the Directors; and
- (c) The auditor or person appointed to conduct a review engagement is entitled to notice of the time and place of any audit committee meeting.

ARTICLE 9 OFFICERS

9.1 Officers

(a) The Corporation's officers shall include:

- (i) the Chair;
- (ii) one or more Vice Chairs;
- (iii) the Secretary;
- (iv) the Treasurer; and
- (v) the ED/CEO,

and may include any such other officers as the Board may by resolution determine.

- (b) The officers shall be appointed by Board resolution at the first Board meeting following the annual Members' meeting at which the Directors are elected or at such other times when a vacancy shall occur
- (c) Subject to the Act, the Board may specify the duties of officers and delegate to them powers to manage the Corporation's activities and affairs, except the power to do anything referred to in section 0.
- (d) A person may hold more than one office (except one individual may not hold the offices of Chair and Vice Chair).
- (e) Other than the Chair and Vice Chair(s), who must be elected Directors, the Corporation's officers may but need not be Directors.

9.2 Terms of Office

- (a) Unless otherwise provided in this By-law or an employment agreement (e.g. ED/CEO), the officers shall hold office for a two (2) year term from the date of their appointment or until their successors are appointed in their stead and shall be eligible for reappointment.
- (b) The Board may remove any officer at any time.

9.3 Chair

- (a) The Chair shall be appointed for a two (2) year term. Notwithstanding the foregoing and subject to subsection 4.4(d), the Board may, by resolution approved by two-thirds (2/3) of the votes cast at a Board meeting, re-appoint the then-current Chair for one (1) additional one (1) year term.

- (b) The Chair shall, when in attendance, preside at all Board and Members' meetings and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify.

9.4 Vice Chair(s)

A Vice Chair shall, in the absence, disability, or unwillingness of the Chair, perform the duties and exercise the powers of the Chair and shall perform those other duties as the Board may specify. Where two or more Vice Chairs are appointed they shall be designated First Vice Chair, Second Vice Chair, and so on. The Chair, or failing the Chair, the Board, shall designate which of the Vice Chairs shall exercise the powers and perform the duties of the Chair as contemplated in this section.

9.5 Secretary

The Secretary shall carry out the duties of the Corporation's secretary generally and shall attend, or cause a recording secretary to attend, all meetings of the Board, the Members, and Board committees, and to act as a clerk thereof. The Secretary shall perform such other duties as the Board may specify.

9.6 Treasurer

The Treasurer shall carry out the duties of the Corporation's treasurer generally, and shall keep or cause to be kept full and accurate accounts of all of the Corporation's assets, liabilities, receipts and disbursements in the books to be kept for that purpose. The Treasurer shall perform such other duties as the Board may specify.

9.7 ED/CEO

The Corporation's chief executive shall be known as the Executive Director/Chief Executive Officer (ED/CEO) and shall be appointed and hired by the Board. The ED/CEO shall have charge and control over the Corporation's activities and property, shall direct the work of all of its employees, and shall attend all meetings of the Board, the Members, and any committee of the Corporation at the request of the Board or the Chair. The ED/CEO shall make periodic and regular reports to the Board and shall in these reports make recommendations concerning all questions calling for action or direction. The ED/CEO shall be responsible for all employee matters, including hiring, and termination (if necessary).

9.8 Other Officers

The powers and duties of all other officers shall be such as the Board may from time to time determine. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

**ARTICLE 10
ADMINISTRATION AND FINANCIAL**

10.1 Language

The affairs of the Corporation may be carried on in either English or French, or both.

10.2 Registered Office

In accordance with the Act, the Corporation may change:

- (a) the location of its Registered Office within a municipality or geographic township by resolution of the Directors; or
- (b) the municipality or geographic township in which the Registered Office is located to another place in Ontario by special resolution.

10.3 Seal

The Corporation's seal, if any, shall be in the form determined by the Board.

10.4 Execution of Documents

- (a) Subject to section 10.4(b), deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the Corporation's signature (each a "**Document**"), may be signed by:
 - (i) the Chair or a Vice Chair together with any one Director;
 - (ii) any two Directors; or
 - (iii) any one of the aforementioned officers together with any one Director,and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.
- (b) The Board may from time to time, by resolution, direct the manner in which and the person or persons by whom any particular Document may or shall be signed. Any signing officer may affix the Corporation's seal to any Document, and may certify a copy of any Document, resolution, or by-law of the Corporation to be a true copy.

10.5 Banking Arrangements

The Corporation's banking business or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, determine from time to time.

10.6 Borrowing

Without limiting the Corporation's borrowing powers as provided by the Act, but subject to the Articles, the Board may from time to time on the Corporation's behalf, without the Members' authorization:

- (a) borrow money on the Corporation's credit;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on the Corporation's behalf to secure the performance of any obligation of any person; and
- (d) mortgage, pledge or otherwise create a security interest in all or any of the Corporation's property, owned or subsequently acquired, to secure any of the Corporation's obligations.

10.7 Financial Year

Unless otherwise determined by the Board, the Corporation's fiscal year end shall be the 31st day of March in each year.

10.8 Appointment of Auditor

The Members entitled to vote shall, at each annual Members' meeting, appoint a person as auditor who meets the independence and qualifications criteria set forth in the Act, to audit the Corporation's accounts and to report to the Members at the next annual Members' meeting. The auditor shall hold office until the next annual Members' meeting, provided that the Directors shall immediately fill a vacancy in the office of auditor in accordance with the Act.

Unless the Members determine otherwise, following the Members' appointing the auditor, the Board shall fix the auditor's remuneration.

10.9 Financial Statements

Not less than twenty-one (21) days, or the prescribed number of days under the Act, before each annual meeting of Members or before the signing of a resolution in lieu of the annual meeting of Members, the Corporation shall give a copy of the Board-approved financial statements, auditor's report, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or this By-law to all Members who have informed the Corporation that they wish to receive a copy of those documents.

10.10 Investments

Subject to the Articles and applicable laws, and to any limitations accompanying a gift, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

ARTICLE 11 BOOKS AND RECORDS

11.1 Books and Records

The Directors shall see that all necessary books and records of the Corporation required by the Act, the Corporation's by-laws, or by any applicable statute or law are regularly and properly kept.

ARTICLE 12 RULES, POLICIES AND PROCEDURES

12.1 Rules of Order

Any questions of procedure at or for any meetings of Members, or the Board, or of any committee, which have not been provided for by the Act, this By-law or the Policies adopted from time to time by the Board, shall be determined by the meeting chair in accordance with the rules of procedure set out in the most recent edition of *Nathan's Company Meetings For Share Capital and Non-Share Capital Corporations*.

12.2 Policies

The Board may, from time to time, make such Policies as it may deem necessary or desirable in connection with the management of the Corporation's activities and affairs and the conduct of the Directors, officers and Members, provided however that any such Policy shall be consistent with the provision of the Act and the By-laws.

ARTICLE 13 NOTICES

13.1 Notice

- (a) Whenever under the provisions of the By-law notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by personal delivery or by electronic means to: (i) each Director at their latest address as shown in the Corporation's records or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; (ii) to each Member, officer, or committee member at their latest address as shown in the Corporation's records; or (iii) to the Corporation's auditor or the person appointed to conduct a review engagement of the Corporation at its business address. A notice so delivered shall be deemed to have been received when it is delivered personally or to the address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth (5th) day after it was deposited in a post office or public letter box, or as otherwise prescribed by the *Act*; and a notice so sent by any electronic means shall be deemed to have been sent and received in the manner and at the time specified in the *Electronic Commerce Act, 2000* (Ontario). The ED/CEO may change or cause to be changed the recorded address of any Member, Director, officer, auditor or committee member in accordance with any information believed by them to be reliable.

- (b) Notwithstanding the foregoing provisions with respect to mailing, if it may reasonably be anticipated that, due to any strike, lock out, or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the fifth (5th) business day following its mailing, then the mailing of the notice shall not be an effective means of sending it but rather any notice must then be sent by an alternative method that may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

13.2 Computation of Time

In computing the date or time when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded.

13.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, committee member or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, officer, committee member or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

13.4 Waiver of Notice

Any Member, Director, officer, committee member, or the Corporation's auditor may, in writing, waive or consent to abridge the time for giving any notice required to be given to them or it under any provision of the Act, the Articles or the By-law, and such waiver or consent to abridgment, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice unless such attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

ARTICLE 14 AMENDMENTS TO ARTICLES AND BY-LAWS

14.1 Amendment of Articles

Pursuant to the Act, a special resolution of the Members is required to make any amendment to the Articles of the Corporation with respect to the matters listed in section 103(1) of the Act.

14.2 Amendment of By-law

Unless the Articles or the By-laws otherwise provide, the Directors may by resolution make, amend or repeal any By-law that regulates the activities or affairs of the Corporation, except in respect of a matter referred to in sections 103(1) (g), (k) or (l) of the Act. The Directors shall submit the By-law, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the By-law, amendment or repeal by ordinary resolution. The By-law, amendment or repeal is effective from the date of the resolution of the Directors or

such other date set out in the resolution. The By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members or if it is rejected by the Members. If confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. If rejected by the Members, it thereupon ceases to have effect and the Corporation shall revert to the By-law in force immediately prior thereto, provided that no act done or right acquired under any such By-law is prejudicially affected by any such rejection or refusal to approve. If a By-law, amendment or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.

ARTICLE 15 EFFECTIVE DATE AND REPEAL

15.1 Effective Date

This By-law is effective on the date shown in the certificate of amendment issued by the Director appointed under section 6 of the Act.

15.2 Repeal of Previous By-law

All previous By-laws of the Corporation related to the subject matter of this By-law are repealed as of the date specified in section 15.1 of this By-law. Such repeal shall not affect the validity of any act done or right or privilege, obligation or liability acquired or incurred under such By-law prior to its repeal. All officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Directors or Members with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

[Signature page follows]

CERTIFIED to be the General Operating By-Law of the Corporation, as enacted by the Board by resolution dated _____ and confirmed by the Members by resolution dated _____.

Chair

Secretary