



VAUGHAN COMMUNITY HEALTH CENTRE CORPORATION

BY-LAW # 5

**[AS AMENDED TO REFLECT PROPOSED AMENDMENTS RELATED TO  
MEMBERSHIP –June, 2023]**

## TABLE OF CONTENTS

<b>ARTICLE 1. DEFINITIONS, INTERPRETATION, OBJECTS.....</b>	<b>4</b>
1.01 DEFINITIONS.....	4
1.02 INTERPRETATION.....	5
1.03 OBJECTS.....	5
<b>ARTICLE 2. MEMBERSHIP.....</b>	<b>5</b>
2.01 MEMBERSHIP.....	5
2.02 MEMBERSHIP VOTING.....	5
2.03 RESIGNATION OF MEMBERSHIP.....	5
2.04 TERMINATION OF MEMBERSHIP.....	5
2.05 MEMBERSHIP ROSTER.....	5
<b>ARTICLE 3. ANNUAL AND SPECIAL MEMBERS' MEETINGS .....</b>	<b>6</b>
3.01 ANNUAL MEMBERS' MEETINGS.....	6
3.02 SPECIAL MEMBERS' MEETINGS.....	6
3.03 NOTICE.....	6
3.04 QUORUM.....	6
3.05 CHAIR OF A MEMBERS' MEETING .....	6
<b>ARTICLE 4. BOARD OF DIRECTORS .....</b>	<b>7</b>
4.01 BOARD COMPOSITION .....	7
4.02 NOMINATIONS TO THE BOARD.....	7
4.03 QUALIFICATION OF DIRECTORS.....	7
4.04 TERM OF OFFICE .....	7
4.05 TERM OF OFFICE RESTRICTIONS.....	8
4.06 TERMINATION OF OFFICE, REMOVAL, VACANCIES.....	8
4.07 NO REMUNERATION OF DIRECTORS .....	9
4.08 CONFLICT OF INTEREST.....	9
4.09 CONFIDENTIALITY/PUBLIC RELATIONS .....	11
4.10 RESPONSIBILITIES AND POWERS OF THE BOARD .....	11
4.11 REGULAR BOARD MEETINGS .....	12
4.12 SPECIAL BOARD MEETINGS.....	12
4.13 NOTICE OF REGULAR AND SPECIAL BOARD MEETINGS.....	13
4.14 QUORUM .....	13
4.15 CHAIR OF BOARD MEETINGS.....	13
<b>ARTICLE 5. MEETING PROCEDURES.....</b>	<b>13</b>
5.01 TELEPHONE CONFERENCE OR ELECTRONIC OR OTHER COMMUNICATION FACILITIES .....	13
5.02 RESOLUTIONS IN WRITING .....	13
5.03 VOTING .....	14
5.04 MINUTES .....	14
5.05 NOTICE.....	15
5.06 ADJOURNMENT.....	15
5.07 PROCEDURE.....	15
<b>ARTICLE 6. OFFICERS .....</b>	<b>15</b>

6.01	OFFICERS.....	15
6.02	DUTIES OF THE CHAIR .....	16
6.03	DUTIES OF THE VICE-CHAIR.....	16
6.04	DUTIES OF THE SECRETARY .....	16
6.05	DUTIES OF THE TREASURER .....	17
6.06	EXECUTIVE DIRECTOR .....	17
6.07	VACANCIES .....	17
<b>ARTICLE 7.</b>	<b>INDEMNIFICATION OF DIRECTORS AND OFFICERS.....</b>	<b>17</b>
7.01	INDEMNITY.....	17
7.02	INSURANCE .....	18
<b>ARTICLE 8.</b>	<b>COMMITTEES AND TASK FORCES .....</b>	<b>18</b>
8.01	ESTABLISHMENT OF COMMITTEES .....	18
8.02	EXECUTIVE COMMITTEE TERMS OF REFERENCE .....	18
8.03	FINANCE / AUDIT COMMITTEE .....	19
8.04	POLICY REVIEW COMMITTEE .....	19
8.05	TERMS OF REFERENCE FOR OTHER COMMITTEES AND TASK FORCES .....	19
8.06	QUORUM AND PROCEDURES FOR COMMITTEES.....	19
<b>ARTICLE 9.</b>	<b>FINANCIAL MATTERS .....</b>	<b>19</b>
9.01	AUTHORIZED SIGNING OFFICERS .....	19
9.02	BANKING AND BORROWING .....	20
9.03	SEAL.....	20
9.04	INVESTMENTS.....	20
9.05	AUDITOR .....	21
9.06	FISCAL YEAR.....	21
<b>ARTICLE 10.</b>	<b>NOTICES.....</b>	<b>21</b>
10.01	NOTICES .....	21
<b>ARTICLE 11.</b>	<b>ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS .....</b>	<b>21</b>
11.01	AMENDMENT.....	21
11.02	EFFECTIVE DATE.....	21
11.03	CONFIRMATION BY MEMBERS.....	22

**VAUGHAN COMMUNITY HEALTH CENTRE CORPORATION**

**GENERAL BY-LAW**

**ARTICLE 1.     DEFINITIONS, INTERPRETATION, OBJECTS**

**1.01     Definitions**

In this By-Law, the following words and phrases shall have the following meanings:

- (a)     “Act” means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it;
- (b)     “Board” means the Corporation’s board of directors;
- (c)     “By-Law” means any by-law of the Corporation from time to time in effect, including this By-Law;
- (d)     “Chair” (or “President” as that term is defined in the Act) means the Director elected by the Board to serve as Chair of the Board pursuant to clause 7.01(a)(i);
- (e)     “Conflict of Interest”: a “Conflict of Interest” exists:
  - (i)     when a Director, Officer, committee member, or task group member or employee has an interest, or may be perceived as having an interest, in a proposed contract or transaction with the Corporation; or
  - (ii)    when a Director, Officer, committee member, or task group member or employee has a personal interest in a matter which may conflict with the Corporation’s interests, missions, goals or operations;
- (f)     “Director” means a director of the Corporation elected pursuant to Article 4;
- (g)     “Executive Director” means the senior employee of the Corporation appointed by the Board pursuant to subsection 7.06(a);
- (h)     “Head Office” means the head office of the Corporation from time to time;
- (i)     “Member” means a member of the Corporation as set out in Section 2.01;
- (j)     “Officer” means those officers of the Corporation set out in Section 7.01;
- (k)     “person” includes individuals, corporations, partnerships, trusts and unincorporated organizations.

**1.02 Interpretation**

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 thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions. 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. Any gender reference in this By-Law shall be deemed to include all genders equally as applicable to the relevant individual(s).

**1.03 Objects**

The objects of the Corporation are as set out in its Letters Patent dated August 17, 2006 as clarified and elaborated on by the Corporation's Vision and the Mission Statement as established by the Board from time to time.

**ARTICLE 2. MEMBERSHIP**

**2.01 Membership**

The Membership shall consist of those individuals who have applied to be a Member and who have been admitted as such by resolution of the Board, provided that an applicant for admission as a Member must be a Director at the time of application.

Each Director who is not a Member at the time of becoming a Director shall be deemed at that time to have applied to become a Member.

**2.02 Membership Voting**

All Members shall have a right to vote at any Members' meeting.

**2.03 Resignation of Membership**

Any Member may resign as a Member from the Corporation by delivering to the Corporation at its Head Office a written resignation, which resignation shall be effective when it is received by the Board.

**2.04 Termination of Membership**

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon the Member ceasing to be a Director, upon a Member's resignation, or upon the Member's death.

**2.05 Membership Roster**

The Secretary shall ensure that an up-to-date list of the names and addresses of all Members is maintained by the Corporation.

### **ARTICLE 3. ANNUAL AND SPECIAL MEMBERS' MEETINGS**

#### **3.01 Annual Members' Meetings**

- (a) The Corporation shall hold an annual meeting of its members no later than fifteen (15) months after the holding of the last preceding annual meeting.
- (b) The annual Members' meeting shall be held at the Head Office, or such other place within Ontario, on such day in each year and at such time as the Board may by resolution determine.
- (c) At annual Members' meetings there shall be presented a report of the Directors on the Corporation's affairs for the previous year, the Corporation's financial statements, the auditor's report thereon, and such other information or reports relating to the Corporation's affairs as the Directors may determine, together with the election of Directors in accordance with Article 4 and the appointment of the auditor for the coming year.

#### **3.02 Special Members' Meetings**

- (a) The Board by a vote of not less than two-thirds (2/3) of the Directors in office shall have power to call at any time a special Members' meeting.
- (b) The notice of a special Members' meeting shall state the purpose for which it is called.

#### **3.03 Notice**

Subject to Section 5.05, notice of an annual or special Members' meeting shall be given to all Members at least ten (10) calendar days in advance of the meeting at the last address of the Member as shown in the Corporation's records.

#### **3.04 Quorum**

Quorum at an annual or special Members' meeting shall be five (5) Members present in person or represented by proxy.

#### **3.05 Chair of a Members' Meeting**

The chair of a Members' meeting shall be the Chair, or, if the Chair is absent, the Vice-Chair, or, if the Chair and the Vice-Chair are both absent, a Director elected to serve as chair by the Members present.

## **ARTICLE 4.     BOARD OF DIRECTORS**

### **4.01     Board Composition**

The Corporation's affairs shall be governed by a Board consisting of nine (9) Directors elected by the Members in accordance with the nomination process referred to in Section 4.02.

### **4.02     Nominations to the Board**

The process for selection, nomination and election to the Board is coordinated by the Executive Committee (by means determined by the Board), provided that:

- (a) the individuals nominated shall be nominated with a view to the Board collectively demonstrating a broad range of relevant skills and experience, and reflecting the community served by the Corporation;
- (b) no nominations are accepted from the floor at the relevant Members' meeting; and
- (c) the Executive Committee shall report to the annual Members' meeting the list of duly nominated candidates for election to the Board.

### **4.03     Qualification of Directors**

- (a) Every Director shall be eighteen (18) or more years of age.
- (b) Every Director shall be a Member or shall become a Member within ten (10) days after becoming a Director.

### **4.04     Term of Office**

- (a) At the annual Members' meeting held in December 2016, the Directors shall be elected by the Members at annual Members' meetings and shall retire in rotation as follows:
  - (i) the Members shall elect or, subject to Section 4.05, re-elect three (3) Directors each for a three (3) year term; and
  - (ii) at each annual Members' meeting Members held in, and after, 2017, the Directors shall be elected or re-elected to fill the positions of each of the Directors whose term is about to expire. Each Director so elected or re-elected shall be elected or re-elected for a three (3) year term.

#### **4.05 Term of Office Restrictions**

- (a) No person may serve as a Director for more terms than will constitute nine (9) consecutive years of service as a Director; provided, however, that following a break of at least one (1) year in service as a Director the same person may serve again as a Director.
- (b) No Director may serve as Chair or Vice-Chair for more than two (2) consecutive terms in one (1) office; provided, however, that following a break of at least one (1) term in service, the same person may be re-elected or re-appointed to the either such office.
- (c) The Board may, by a resolution passed by at least two-thirds (2/3) of the votes cast by the Directors present at the meeting, make an exception to the term of office restrictions contained in this Section 4.05

#### **4.06 Termination of Office, Removal, Vacancies**

- (a) The office of a Director shall automatically be vacated if the Director:
  - (i) becomes bankrupt;
  - (ii) is found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
  - (iii) by notice in writing to the Chair or to the Secretary, resigns his office; or
  - (iv) dies.
- (b) The office of a Director may be vacated and the Director removed from such office by a resolution of the Members passed by at least two-thirds (2/3) of the votes cast at Members' meeting if:
  - (i) a Director fails to comply with the Act, or the Corporation's By-Laws, rules, regulations, policies and procedures, including without limitation, the Code of Conduct, and the Confidentiality/Public Relations or Conflict of Interest provisions in this By-Law; and
  - (ii) is absent for three (3) or more consecutive Board meetings or is absent for one-half (1/2) or more of the Board meetings in any twelve (12) month period;
  - (iii) notice specifying the intention to pass such resolution has been given to the Director.



At such a Members' meeting (which need not be an annual Members' meeting), the Members may, by a majority of the votes cast at that meeting, elect any person in the stead of the removed Director for the remainder of the removed Director's term.

- (c) Subject to subsection 4.06(b), vacancies on the Board, however caused, may, so long as a quorum of Directors remains in office, be filled by a majority vote of the remaining Directors. The new Director shall serve out the remainder of the term of the Director being replaced.

#### **4.07 No Remuneration of Directors**

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

#### **4.08 Conflict of Interest**

- (a) A Director, Officer, committee, or task group member or employee who has a Conflict of Interest (a “**Relevant Person**”) will disclose fully and promptly the nature and extent of such Conflict of Interest to the Board, committee, or task group or his supervisor as applicable, and to the Executive Director (or if the Executive Director has a Conflict of Interest, to the Board, committee, or task group or his supervisor as applicable, and to the Chair) (each a “**Declaration**”), and shall refrain from voting or speaking in debate regarding any contract, transaction or matter to which the Conflict of Interest relates, shall refrain from influencing the decision on any contract, transaction or matter to which the Conflict of Interest relates, and will otherwise comply with the requirements of the Act regarding conflict of interest and of any Conflict of Interest policy adopted by the Board from time to time.
- (b) The Declaration shall be disclosed at or before the meeting of the Board, committee, or task group (as applicable) at which the contract, transaction, matter or decision is, or is to be, first raised.
- (c) If the Relevant Person becomes interested in a contract, transaction, matter or decision after the meeting of the Board, committee, or task group (as applicable) at which it is first raised, the Relevant Person shall make a Declaration at the next meeting of the Board, committee, or task group (as applicable) following the Relevant Person's perception or apprehension of a conflict.
- (d) In the case of an existing contract, transaction, matter or decision, the Declaration shall be made at the first meeting of the Board, committee, or task group (as applicable) after the individual becomes a Relevant Person or the interest comes into being.

- (e) After making such a Declaration, no interested Relevant Person 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, nor shall the Relevant Person be counted in any required quorum with respect to the vote.
- (f) If the Relevant Person fails to make a Declaration of his interest in a contract, transaction, matter or decision, as required by this By-Law, this failure may be considered grounds for termination of his position as a Director, Officer, committee, or task group member or employee, in addition to any other remedies available to the Corporation under statute, equity or common law, and subject to statute, equity or common law.
- (g) The failure of any Relevant Person to comply with the Conflict of Interest provisions of this By-Law does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board, committee, or task group (as applicable).
- (h) If a Director, Officer, committee, or task group member or employee believes that any other Director, Officer, committee, or task group member or employee is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director, Officer, committee, or task group member or employee shall have his concern recorded in the minutes (as appropriate), and the Director, Officer, committee, or task group member or employee with the alleged Conflict of Interest shall have the right to address the Board, committee, or task group (as applicable) with respect to the allegation. Thereafter, at the request of the Director, Officer, committee, or task group member or employee who recorded the initial concern, the Board, committee, task group (as applicable), after the Director, Officer, committee, or task group member or employee alleged to have a Conflict of Interest has absented himself from the room, shall vote on whether the Director, Officer, committee, or task group member or employee alleged to have a Conflict of Interest is, in the opinion of the Board, committee, or task group (as applicable), in a Conflict of Interest. If the Board, committee, or task group (as applicable) finds the person in a Conflict of Interest, that interested Director, Officer, committee, or task group member or employee shall absent himself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director, Officer, committee, or task group member or employee has a Conflict of Interest shall be determined by a majority of the Board, committee, or task group (as applicable) and shall be final.
- (i) If the Board, committee, or task group (as applicable) finds that the Director, Officer, committee, or task group member or employee is not in conflict, the Board, committee, or task group (as applicable) will then vote on the contract, transaction, matter or decision and the votes of each Director, Officer, committee, or task group member or employee shall be recorded.

- (j) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board, committee, or task group (as applicable).
- (k) Where the number of Director, Officer, committee, or task group member or employee who, by reason of the provisions of this Section 4.08, are prohibited from participating in a meeting is such that, at that meeting the remaining Director, Officer, committee, or task group member or employee are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of Directors, Officers, committee or task group members or employees shall be deemed to constitute a quorum.

#### **4.09 Confidentiality/Public Relations**

- (a) Every Director, Officer, and employee and every committee member appointed or authorized by the Board shall respect the confidentiality of matters brought before the Board or any such committee or coming to his attention in the course of his duties, keeping in mind that unauthorized statements may adversely affect the Corporation's interests.
- (b) No statements respecting such matters shall be made to the public or the press by any Director, Officer, or employee except as authorized by the Board.
- (c) Persons, other than persons referred to in paragraph (a) above, permitted to attend any Board meeting or any meeting of a committee shall be advised that they are required to respect the confidentiality of all matters coming to their attention during any such meeting and shall undertake accordingly.

#### **4.10 Responsibilities and Powers of the Board**

- (a) The Board shall govern and oversee the management of the Corporation in accordance with the Corporation's Letters Patent, By-Laws, rules and policies and the terms and provisions of applicable legislation.
- (b) The Board shall have all powers related to governing and overseeing the management of the Corporation in accordance with subsection 4.10(a) including, without limiting the generality of the foregoing, the power to:
  - (i) appoint the Executive Director;
  - (ii) drive the ongoing creation and updating of the Corporation's strategic plan;
  - (iii) oversee the Corporation's financial resources, including approval of an annual budget and annual audited statements that encompass general and trust accounts, if applicable;

- (iv) monitor financial reports at least quarterly;
- (v) set overall expectations for quality and performance across the Corporation's programs, services and operations by communicating its commitment to improving the quality of services and operations throughout the Corporation;
- (vi) particularly, oversee the creation and updating of the Corporation's ongoing quality improvement processes and monitor their implementation and dissemination to stakeholders;
- (vii) hold at least quarterly board meetings and meet with appropriate staff; and
- (viii) convene an annual Members' meeting to report on matters required by this By-law and by law.

#### **4.11 Regular Board Meetings**

- (a) The Board shall meet at the Head Office or another place in Ontario determined by the Board, at such time as the Board may from time to time determine.
- (b) There shall be at least four (4) regular Board meetings per year.
- (c) In the event that an individual becomes a Director at a time when that individual is not a Member, within ten (10) days after that individual becoming a Director, there shall be a Board meeting for the purpose of considering that individual's admission as a Member.
- (d) No person other than Directors may attend Board meetings except:
  - (i) upon the invitation by the Chair through the Executive Director;
  - (ii) upon the invitation by the Executive Director with the approval of the Chair; or
  - (iii) upon the resolution of the Board.

#### **4.12 Special Board Meetings**

Special Board meetings shall be called by the Secretary on the request of any of the following:

- (a) the Chair; or
- (b) any five (5) Directors, by written request.

#### **4.13 Notice of Regular and Special Board Meetings**

- (a) Subject to Section 5.05, notice of regular Board meetings shall be given at least five (5) calendar days before the date on which the meeting is to be held.
- (b) Subject to Section 5.05, notice of a special Board meeting shall be given at least twenty-four (24) hours in advance of the meeting. The notice of a special Board meeting shall state the purpose for which it is called.
- (c) Provided a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following the annual Members' meeting.
- (d) Provided a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following an individual who is not a Member becoming a Director pursuant to subsection 4.06(b) or subsection 4.06(c), the purpose of such meeting to include consideration of that individual's admission as a Member.

#### **4.14 Quorum**

Quorum for any Board meeting shall be of Five (5) Directors for the purpose of transaction of business of the Vaughan Community Health Centre.

#### **4.15 Chair of Board Meetings**

Board meetings shall be chaired by the Chair, the Vice-Chair if the Chair is absent, or a Director elected by the Directors present if the Chair and Vice-Chair are both absent.

### **ARTICLE 5. MEETING PROCEDURES**

#### **5.01 Telephone Conference or Electronic or Other Communication Facilities**

Any Director, Officer, or employee, as the context requires, and as is permitted by the Corporation's By-laws or rules and policies, may participate in a Board meeting or a committee meeting by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a person participating in such a meeting by such means is deemed, for the purposes of the Act and this By-Law, to be present at the meeting.

#### **5.02 Resolutions in Writing**

A resolution in writing, signed unanimously by all Directors entitled to vote on that resolution at a meeting of Directors or signed unanimously by all Members entitled to vote on that resolution at a Members' meetings, is as valid as if it had been passed at a Board meeting or a Members' meetings, respectively.

### **5.03 Voting**

- (a) Subject to Section 6.02, business arising at any meeting of the Members, the Board or any committee shall be decided by a majority of votes unless otherwise required by statute or this By-law.
- (b) Voting shall take place as follows:
  - (i) Except as provided in this By-Law, each Member, each Director and each committee member shall be entitled to one (1) vote at any meeting of the Members, of the Board or of the committee, respectively.
  - (ii) Members entitled to vote at Members' meeting may, by means of a proxy, appoint a person, who need not be a Member, to attend and act at the meeting as the Member's nominee, in the manner, to the extent and with the power conferred by the proxy, in accordance with the Act.
  - (iii) Votes shall be taken in the usual way, by show of hands, among all Members, Directors and committee members present and entitled to vote and in the event of a tie the motion is lost. Election of Directors may occur by ballot or by acclamation, as determined by the chair of the meeting.
  - (iv) After a show of hands has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote and the result of the poll shall be the decision of the Members, the Board or the committee, as the case may be.
  - (v) Whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

### **5.04 Minutes**

Minutes shall be kept for all meetings of the Members, the Board or any committee, and shall be approved at the next meeting of the Members, the Board or the committee, as the case may be.

## **5.05 Notice**

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of giving of such notice.
- (b) No error or omission in giving notice for a Members' meetings, the Board, of any committee shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any Member, Director, committee member, or other person entitled to notice of such a meeting, as the case may be, may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- (c) Notice of a Board or committee meeting shall be mailed, couriered, telephoned or transmitted by facsimile or e-mail to each Director or committee member at the Director's or committee member's last known address.
- (d) Subject to the Act, notice of a Members' meeting shall be mailed or personally delivered to each Member at the Member's last known address.

## **5.06 Adjournment**

Any meeting of Members or of the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present. Notice shall be required regarding any such adjournment as though the adjournment is an original meeting.

## **5.07 Procedure**

Any questions of procedure at or for any meetings of the Members, of the Board, or of any committee that have not been provided for in this By-Law or by the Act shall be determined by the Chair of the meeting in accordance with *Wainberg and Nathan's Company Meetings*.

# **ARTICLE 6. OFFICERS**

## **6.01 Officers**

- (a) Subject to Section 4.05, at its first meeting following the annual Members' meeting, the Board shall from among the Directors:
  - (i) elect the Chair;
  - (ii) appoint the Vice-Chair, the Secretary, and the Treasurer.

- (b) Subject to subsection 6.01(d), any Officer shall cease to hold office upon resolution of the Board.
- (c) The Executive Director shall be appointed by the Board in accordance with its approved selection process.
- (d) The Board can remove any Officer (other than the Executive Director) by a majority vote of the Directors in office at any time and for any reason. Notice must be given to all Directors of such a proposed vote with the notice of the meeting. The Directors can immediately choose another qualified person to fill the vacancy.
- (e) The term of office of the Executive Director shall be in accordance with the resolution by which he or she is appointed by the Board and any written agreement entered into between the Corporation and the Executive Director.
- (f) To be an Officer (other than the Executive Director) a person must also be a Director, and if an Officer ceases to be a Director he or she automatically ceases to be an Officer.
- (g) An Officer can resign by giving written notice to the President, the Secretary, or the Executive Director. The resignation takes effect upon receipt.

#### **6.02 Duties of the Chair**

The Chair shall, without limitation:

- (a) The Chair will be the chair of the Board, and will preside at the annual and special Members' meetings and at Board meetings; and
- (b) perform such other duties as may from time to time be determined by the Board.

#### **6.03 Duties of the Vice-Chair**

The Vice-Chair shall:

- (a) have all the powers and perform all the duties of the Chair during the absence or disability of the Chair; and
- (b) perform such other duties, if any, as may be from time to time assigned by the Board.

#### **6.04 Duties of the Secretary**

- (a) The Secretary shall perform such duties as may be required of the Secretary by the Board.



- (b) The Secretary may delegate the performance of his/her duties to any person(s) as approved by the Board, but the Secretary shall retain responsibility for ensuring the proper performance of such duties.

#### **6.05 Duties of the Treasurer**

- (a) The Treasurer shall perform such duties as may from time to time be assigned to the Treasurer by the Board.
- (b) The Treasurer may delegate the performance of his duties to any person(s) as approved by the Board, but the Treasurer shall retain responsibility for ensuring the proper performance of such duties.

#### **6.06 Executive Director**

- (a) The Executive Director is delegated the task of the day-to-day management and operation of the Corporation and shall be responsible to the Board for the day-to-day administration and management of all affairs of the Corporation as directed by the Board from time to time. The Executive Director's duties include, without limiting the generality of the foregoing, administering and managing the delivery of health services to the community by implementing Board policies, by establishing and implementing operational programs and services, by leading the accreditation process, and by implementing the Corporation's strategic plan.
- (b) In the case of absence or inability to act of the Executive Director, or for any other reason that the Board may deem sufficient, the Board shall delegate all or any of the powers of the Executive Director to one or more employees of the Corporation.

#### **6.07 Vacancies**

Except as provided in subsection 6.06(b), if the office of any Officer shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors shall elect or appoint a Director to fill such vacancy.

### **ARTICLE 7. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

#### **7.01 Indemnity**

Every Director or Officer, and his heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought,

commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him, in or about the execution of the duties of his office; and

- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

## **7.02 Insurance**

The Board may cause to be purchased such directors' and officers' liability insurance as it considers advisable; the premiums for such insurance shall be paid from the Corporation's funds.

## **ARTICLE 8. COMMITTEES AND TASK FORCES**

### **8.01 Establishment of Committees**

- (a) At the first Board meeting following the annual Members' meetings, the Board shall appoint committee members to each of the following standing Committees:
  - (i) Executive Committee;
  - (ii) Finance / Audit Committee; and
  - (iii) Policy Review Committee.
- (b) The Board may, from time to time, establish such further and other committees or task forces. The members of such committees and task forces shall hold such positions at the will of the Board.
- (c) The members of any committee (other than the Executive Committee) or any task force need not be Directors.

### **8.02 Executive Committee Terms of Reference**

- (a) The Executive Committee shall consist of the Chair, the Vice-Chair, the Secretary, and the Treasurer.
- (b) The Executive Committee shall:
  - (i) exercise all of the powers of the Board during the intervals between Board meetings, and report to the Board at the next meeting on any such actions taken;

- (ii) be responsible for assisting the Board in discharging its responsibility for the Executive Director's recruitment, retention, performance appraisal, compensation and succession planning;
- (iii) be responsible for Board evaluation and recruitment of candidates for election as Directors, provided that the individuals recruited shall be recruited with a view to the Board collectively demonstrating a broad range of relevant skills and experience, and reflecting the community served by the Corporation;
- (iv) perform such other duties as assigned from time to time by the Board by by-law, resolution or policy.

#### **8.03 Finance / Audit Committee**

- (a) The Finance / Audit Committee shall consist of at least three (3) Directors.
- (b) The terms of reference for the Finance / Audit Committee shall be as determined by the Board from time to time.

#### **8.04 Policy Review Committee**

- (a) The Policy Review Committee shall consist of at least three (3) Directors.
- (b) The terms of reference for the Policy Review Committee shall be as determined by the Board from time to time.

#### **8.05 Terms of Reference for Other Committees and Task Forces**

The functions, duties, responsibilities, composition (including chair) and mandate of all other committees and task forces shall be as determined by the Board from time to time.

#### **8.06 Quorum and Procedures for Committees**

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, provided that quorum must be at least two (2).

### **ARTICLE 9. FINANCIAL MATTERS**

#### **9.01 Authorized Signing Officers**

Contracts, documents or instruments in writing requiring the Corporation's signature may be signed by:

- (a) the Executive Director, provided the expenditure contemplated by the document has been included within:

- (i) the annual operating budget approved by the Board;
  - (ii) the annual capital budget approved by the Board; or
  - (iii) the commitment authority policy approved by the Board from time to time; or
- (b) for expenditures not approved by the Board as contemplated in paragraph (a) above, any two Officers and/or Directors, or such other person(s) authorized by the Board.

#### **9.02 Banking and Borrowing**

- (a) The Corporation's Bank accounts shall be kept at such banks and in such places and shall be operated in such manner and by such person or persons as the Board shall from time to time determine by resolution
- (b) The Board may from time to time:
- (i) borrow money on the credit of the Corporation;
  - (ii) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
  - (iii) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
  - (iv) delegate the powers conferred on the Board under this paragraph (b) to such Officer or Officers and to such extent and in such manner as the Directors shall determine.

#### **9.03 Seal**

The Corporation's corporate seal shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary (or delegate) for safekeeping.

#### **9.04 Investments**

The Board may invest in any investments which are authorized by the Corporation's investment policy. The Corporation's investment policy shall be developed by the Board.

**9.05 Auditor**

- (a) The Corporation shall at its annual Members' meeting appoint an auditor who shall not be a Director or Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accountancy Act* (Ontario), to hold office until the next annual Members' meetings.
- (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.

**9.06 Fiscal Year**

Unless otherwise ordered by the Board, the Corporation's fiscal year shall terminate on March 31 in each year.

**ARTICLE 10. NOTICES**

**10.01 Notices**

Any notice or other document required by the Act, or the Corporation's Letters Patent or By-Laws to be sent to any Member or Director or to the auditor shall be delivered personally or sent by prepaid mail or, if permitted by law, by electronic communication, to any such Member or Director at their latest addresses shown in the Corporation's records and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

**ARTICLE 11. ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS**

**11.01 Amendment**

Subject to the provisions of this Article 11, the Board may, by a majority vote, pass or amend the By-Laws from time to time.

**11.02 Effective Date**

Subject to Section 11.03 and except as expressly provided in this By-Law or in the Act, the By-Laws or an amendment to the By-Laws passed by the Board have full force and effect from the time the By-law amendment was confirmed as presented to or as amended by the Members.

**11.03 Confirmation by Members**

- (a) The By-Laws or an amendment to the By-Laws passed by the Board shall be presented for confirmation at the next annual Members' meeting or to a special Members' meeting of the Members called for that purpose. The notice of such annual or special Members' meeting shall refer to the By-Laws or amendment to be presented. The Members at the annual or special Members' meeting may confirm the By-laws as presented or reject or amend them.

**ENACTED by the Board of Directors of the Corporation on the 28th day of February, 2017.**

Chair \_\_\_\_\_

Secretary \_\_\_\_\_

CONFIRMED by the Members of the Corporation as of 13th day of May, 2017