

**ST. PATRICK'S HOME OF OTTAWA**

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**ADMINISTRATIVE BY-LAW NO. 3**

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

ST. PATRICK’S HOME OF OTTAWA

(the “Corporation”)

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### **ADMINISTRATIVE BY-LAW NO. 3**

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

ST. PATRICK'S HOME OF OTTAWA

(the "Corporation")

**WHEREAS** the Corporation was granted Letters Patent by the Federal Government of Canada under the *Canada Corporations Act*;

**AND WHEREAS** the Corporation was continued under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23* on October 15, 2014;

**AND WHEREAS** an Administrative By-law, which for purposes of sequencing is referred to in this Bylaw as Administrative By-law No. 2, was enacted by the Board of Directors on December 6, 2017 and approved by the Members of the Corporation on January 26, 2018;

**AND WHEREAS** it is desirable to replace Administrative By-law No. 2 with Administrative Bylaw No. 3;

**NOW THEREFORE BE IT ENACTED** that the following By-law be enacted as Administrative By-law No. 3 of the Corporation as follows:

#### **SECTION I** **INTERPRETATION**

##### **1.01 Definitions**

In all By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) "Act" means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) "Attending Physicians" means physicians who are legally qualified and licensed to practice medicine in the Province of Ontario and who are appointed by the President and CEO on the recommendation of the Medical Director and granted privileges to attend to residents of the Home.

- (d) “Board” means the board of directors of the Corporation.
- (e) “Board Policies” means the board policies approved by the Board in accordance with section 2.06 of this by-law.
- (f) “By-laws” means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (g) “CHCO” means the Catholic Health Corporation of Ontario, which also carries on business as Catholic Health Sponsors of Ontario.
- (h) “CHCO Designate” means the individual designated by the Members pursuant to Sub-section 6.04 1(g).
- (i) “Chair” means the Chair of the Board.
- (j) “Designated Amount” means the amount set from time to time by CHCO when the Corporation requires the approval of the Members with respect to any purchase, sale, lease, encumbrance or disposition of any kind.
- (k) “Director” means a member of the Board.
- (l) “Home” means St. Patrick’s Home of Ottawa, a Catholic Long Term Care Facility in the Archdiocese of Ottawa sponsored by the Catholic Health Corporation of Ontario.
- (m) “In Camera” means a meeting that is held in private with all discussions to be kept in strictest confidence.
- (n) “Medical Director” is the physician appointed by the Board to co-ordinate the medical care of the residents at the Home and who recommends Attending Physicians for appointment by the President and CEO.
- (o) “Member” means a member of the Corporation and “Members” or “Membership” means the collective Membership of the Corporation.
- (p) “Minister” means the Minister of Long-Term Care for Ontario.
- (q) “Officer” means an officer of the Corporation.
- (r) “Operating Policies” means the operating policies approved by the Board in accordance with section 2.07 of this by-law.
- (s) “Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution.
- (t) “President and CEO” means the President and CEO of the Corporation described in sub-section 8.02 1(e).

- (u) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (v) “Special Resolution” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

## **1.02 Interpretation**

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

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

## **SECTION II FINANCIAL AND OTHER MATTERS**

### **2.01 Financial Year**

Unless otherwise changed by resolution of the Board and approved by the Canada Revenue Agency, the financial year end of the Corporation shall be the 31<sup>st</sup> of December in each year.

### **2.02 Banking Arrangements**

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

### **2.03 Execution of Documents**

Subject to section 4.02, deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) persons holding the office of Chair of the Board, Vice-Chair of the Board, and President and Chief Executive Officer. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or

type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

#### **2.04 Public Accountant and Level of Financial Review**

- (a) The Corporation shall be subject to the requirements relating to the appointment of a public accountant and level of financial review required by the Act.
- (b) The person or firm appointed as a Public Accountant for the Corporation shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, but shall be a member in good standing of an institute or corporation of accountants incorporated by or under an Act of the legislature of a province of Canada, meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under the relevant sections of the Act; and be independent, within the meaning of the Act, of the Corporation, its affiliates, or the Directors or Officers of the Corporation or its affiliates.

#### **2.05 Annual Financial Statements**

The Corporation shall send copies of the annual financial statements, as approved by the Board, and any other documents required by the Act, to the Members and Corporations Canada between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may give notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

#### **2.06 Board Policies**

The Board may adopt, amend, or repeal by resolution such Board Policies that are not inconsistent with the By-laws of the Corporation relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Board Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

#### **2.07 Operating Policies**

The Board may adopt, amend, repeal or approve by resolution such Operating Policies related to the day-to-day operations of the Association as the Board may deem necessary or appropriate from time to time. Any Operating Policy adopted by the Board will



continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

## **2.08 Borrowing**

### **(a) Borrowing Powers**

Subject to section 4.02, the signing officers of the Corporation as set out in section 2.03 are authorized for and in the name of the Corporation to:

- (i) borrow money on the credit of the Corporation;
- (ii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
- (iii) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

### **(b) Authorization**

Subject to section 4.02, from time to time, the Board may authorize any Director or Officer or other persons of the Corporation to make arrangements with reference to money borrowed or to be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

## **SECTION III MEMBERS**

### **3.01 Classes and Conditions of Membership**

Pursuant to the Articles, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available only to directors of CHCO who shall automatically become Members of the Corporation upon being elected or appointed as directors of CHCO.

### **3.02 Rights of Members**

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.

### **3.03 Termination of Membership**

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member ceases to be a director of CHCO;
- (c) the Member resigns by delivering a written resignation to the Secretary of the Corporation in which case such resignation shall be effective on the date specified in the resignation; or
- (d) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of Membership, the rights of the Member automatically cease to exist.

### **3.04 Membership Dues**

There shall be no dues or fees payable by Members.

## **SECTION IV** **RESPONSIBILITIES, RIGHTS, AND AUTHORITY OF THE MEMBERS**

### **4.01 Authority and Responsibility of the Board**

The Members recognize that the Board has the authority and responsibility to govern and manage the operation of the Corporation in accordance with the Articles, By-laws, Board Policies, Operating Policies, the Act, the *Fixing Long-Term Care Act*, Ontario and all other relevant legislation, save and except for the powers expressed and reserved in section 4.02.

### **4.02 Reserved Powers of the Members**

The following matters shall each require either the enactment of a By-law or the passage of a resolution of the Board of the Corporation which, to become effective, shall require the approval by Special Resolution of the Members:

- (a) establishing the philosophy, mission, vision and values of the Corporation or making any change in the philosophy, mission, vision or values or the nature or purpose of the Corporation;
- (b) amending the Articles or By-laws of the Corporation;
- (c) purchasing, leasing or otherwise acquiring, alienating, selling, exchanging or otherwise disposing of or encumbering or pledging as security real or personal

property of the Corporation or any right or interest therein having a value in excess of the Designated Amount;

- (d) entering into contracts, leases, borrowing agreements or other agreements, including lines of credit, in excess of the Designated Amount;
- (e) incurring on behalf of the Corporation any material debt or obligation, including a line of credit or issuing bonds or debentures with a face value greater than the Designated Amount. This requirement applies to:
  - (i) any series of obligations that would, in the aggregate, exceed the Designated Amount; and
  - (ii) any debt obligation that if incurred would cause the aggregate debt of the Corporation to exceed the Designated Amount.
- (f) electing or removing Directors;
- (g) appointing the public accountant;
- (h) appointing or dismissing the:
  - (i) President and CEO;
  - (ii) Chair of the Board;
  - (iii) Interim Chair of the Board; and
  - (iv) Interim President and CEO;
- (i) any proposed integration, merger or joint venture between the Corporation and any other entity;
- (j) committing to any construction project in excess of the Designated Amount; and
- (k) establishing a subsidiary corporation or related organization.

## **SECTION V**

### **MEETINGS OF MEMBERS**

#### **5.01 Annual Meetings**

- (a) The annual or any other general meeting of the Members may be called by the chair of CHCO, by any two Members, by the Chair or by the President and CEO in consultation with the chair of CHCO.

- (b) Any such meeting shall be held at the registered office of the Corporation or such other place in Ontario and on such day as the Chair of CHCO shall specify provided that the annual meeting must be held no later than six (6) months after the Corporation's preceding financial year end and between the 1<sup>st</sup> day of April and the 30<sup>th</sup> day of June in each year.
- (c) At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the report of the Chair and the President and CEO, the financial statements and the report of the public accountants shall be presented and the Directors shall be elected and public accountants appointed for the ensuing year. The Members may consider and transact any business either special or general at any meeting of Members.

#### **5.02 Special Meetings**

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

#### **5.03 Special Business**

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

#### **5.04 Notice of Meetings**

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Where the Corporation provides notice electronically, as referred to in section 5.04(b), and if a Member requests that notice be given by non-electronic means, the Corporation

shall give notice of the meeting to the Member so requesting in the manner set out in section 5.04(a).

Notice of a meeting of Members shall also be given to each Director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting.

#### **5.05 Waiving Notice**

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

#### **5.06 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Officers and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

#### **5.07 Chair of the Meeting**

The chair of Members' meetings shall be the Chair of CHCO. In the absence of the chair of CHCO, the Members shall choose a Member to chair the meeting.

#### **5.08 Quorum**

Subject to the Act, a quorum at any meeting of the Members shall be a majority of the Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, by telephonic and/or by other electronic means.

#### **5.09 Meetings Held by Electronic Means**

A Members meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility

that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.

- (b) Notwithstanding clause (a), if the Directors or Members of the Corporation call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Corporation has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

#### **5.10 Votes to Govern**

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. In case of an equality of votes, the motion is defeated.

#### **5.11 Resolution in Lieu of Meeting**

A resolution in writing and signed by all of the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Corporation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

### **SECTION VI** **DIRECTORS**

#### **6.01 Powers**

Subject to the Act, the Articles and the reserved powers of the Members in section 4.02, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

## **6.02 Number of Directors**

The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by Ordinary Resolution or, if the Ordinary Resolution empowers the Directors to determine the number, by resolution of the Board. Directors must not be employees of the Corporation. In the event that the Corporation is a soliciting corporation under the Act, at least two of the Directors shall not be Officers of the Corporation or be Officers or employees of the Corporation's affiliates.

## **6.03 Qualifications**

Each Director shall be an individual who is not less than eighteen (18) years of age. No person who has been declared by a court in Canada or elsewhere to be incapable, who has the status of a bankrupt, or who is an "ineligible individual", as defined in the *Income Tax Act*, shall be a Director.

## **6.04 Election of Directors and Term**

- (a) Subject to the Articles, Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.
- (b) Directors shall be elected on the basis of their skills, interest, personal integrity and their ability to identify with and formally commit themselves to respect and further the philosophy, mission and values of the Corporation.
- (c) The terms of Directors shall be three (3) years or as determined by Ordinary Resolution by the Members, it being desired that as much as possible the Directors shall be elected and retire in rotation as determined by the Members when the Directors are elected.
- (d) Directors shall be eligible for re-election up to a maximum of nine (9) consecutive years of service, excluding time served to fill a vacancy on the Board pursuant to section 6.09.
- (e) A Director's term of office shall end on the day of the annual meeting of the Members in the year in which his or her term expires. The term of a Director may be extended in extraordinary circumstances, as defined by and approved by the Members on the advice of the Corporation's Board of Directors. The Board may request the Members to elect the immediately outgoing Chair to serve an additional one (1) year on the Board.
- (f) The Board shall recommend to the Members nominees for election as Directors. . In the event that insufficient nominees for the position of Director are acceptable to the Members, only the persons acceptable shall be elected and the Members

may elect such other persons as Directors, as the case may be in substitution for the persons found not to be acceptable, as the Members in their discretion deem appropriate.

- (g) The Members shall select one of the Directors elected to be the CHCO Designate who shall facilitate communication between the Board and the Members.
- (h) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.

#### **6.05 Consent**

An individual who is elected or appointed to hold office as a Director is not a Director, and is deemed not to have been elected or appointed to hold office as a Director, unless:

- (a) the individual was present at the meeting when the election or appointment took place and did not refuse to hold office;
- (b) the individual was not present at the meeting when the election or appointment took place and consented to hold office in writing before the election or appointment or within ten (10) days after the meeting; or
- (c) the individual was not present at the meeting when the election or appointment took place and has acted as a Director pursuant to such person's election or appointment.

#### **6.06 Ceasing to Hold Office**

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 6.08, or no longer fulfils all of the qualifications to be a Director set out in section 6.03, as determined in the sole discretion of the Board.

#### **6.07 Resignation**

A resignation of a Director becomes effective at the time a written resignation is sent to the Chair or Secretary of the Corporation or at the time specified in the resignation, whichever is later.

#### **6.08 Removal**

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.



### **6.09 Filling Vacancies**

In accordance with and subject to the Act and the Articles, only Members may fill a vacancy in the Board. A Director elected to fill a vacancy holds office for the unexpired term of their predecessor.

### **6.10 Executive Committee**

Subject to the Act, the Board may appoint from their number an executive committee. It may delegate to the executive committee any of the powers of the Board, except those that may not be delegated by the Board pursuant to subsection 138(2) of the Act and which are as follows:

- (a) submit to the members any question or matter requiring the approval of Members;
- (b) fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
- (c) issue debt obligations except as authorized by the Directors;
- (d) approve any financial statements referred to in section 172 of the Act; or
- (e) adopt, amend or repeal By-laws.

If there is an executive committee, the executive committee shall meet only if decisions are required and all attempts to achieve a quorum of the full Board prior to the date a decision is required have been unsuccessful. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

### **6.11 Other Committees of the Board**

- (a) The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes. Any committee member may be removed by the Board. The terms of reference of each committee shall be approved by the Board and the rules and procedures for the committees shall be determined by Board Policy.
- (b) Pursuant to section 7.13, the president of CHCO, or at the option of the president of CHCO a person selected by the board of CHCO, shall be entitled to attend and participate in each meeting of committees of the Board, including any In Camera sessions.

## 6.12 Disclosure of Interest

### (a) Prohibition

Save and except where specifically permitted by law and as approved by the Board, a Director and his or her family members shall not enter into a contract, transaction, financial arrangement or other matter with the Corporation in which the Director or any of his or her family members has any direct or indirect material pecuniary interest, gain or benefit. In this section, “family members” means a person’s spouse, children, parents, siblings, or the spouses of such children, parents or siblings, or the children or parents of such person’s spouse(s), who are living with and/or financially supporting or supported by the person.

### (b) Disclosure

(i) Pursuant to the Act, a Director of the Corporation shall disclose, at the time and in the manner required by the Act, in writing to the Corporation or request to have entered in the minutes of Board meetings, the nature and extent of any interest that the Director has in any material contract or material transaction whether made or proposed, with the Corporation if the Director:

- (1) is a party to the contract or transaction;
- (2) is a Director or Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (3) has a material interest in a party to the contract or transaction.

(ii) In addition to the disclosure made under section 6.12(b)(i), any Director who has any material direct or indirect pecuniary or personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Corporation as described in section 6.12(a) above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.

### (c) Material Interest

In this section, “material” shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of materiality in such circumstances to be determined by the Board from time to time.

### (d) Procedure Where Disclosure

The Chair of Board meetings shall request any Director who has made a disclosure referred to in section 6.12(b) to absent himself or herself during the discussion of the matter, with such action being recorded in the minutes. The

Director shall not vote on any resolution to approve such contract except as provided by the Act.

(e) **Consequences of Contravention**

In the event that the Board proceeds with a contract, transaction, financial arrangement, or other matter, in which a Director has a direct or indirect material pecuniary interest, gain or benefit in contravention of this section, save and except where permitted by law and approved by the Board, such Director shall be required to immediately resign from the Board, failing which he or she shall be deemed to have resigned from the Board upon the passing of a Board resolution to that effect.

**6.13 Confidentiality**

- (a) Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.
- (b) The Chair of the Board is responsible for Board communications and may delegate authority to one or more Directors officers or employees of the Corporation to make statement to the news media on public about matters that the chair determines appropriate for disclosure to the media.

**6.14 Remuneration of Directors**

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

**SECTION VII  
MEETINGS OF DIRECTORS**

**7.01 Calling of Meetings**

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time. There shall be a minimum of three (3) meetings of the Board each year.

**7.02 Place of Meetings**

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.

### **7.03 Notice of Meeting**

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 11.01 of this By-law to every Director of the Corporation not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

### **7.04 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings. Notice of a special meeting of the Board shall specify the purpose of the meeting may be given electronically and shall be given at least 24 hours in advance of the meeting.

### **7.05 Participation at Meeting by Telephone or Electronic Means**

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

### **7.06 Quorum**

A majority of the number of Directors determined in accordance with section 6.02 constitutes a quorum of any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

### **7.07 Votes to Govern**

Each Director, including the Chair, may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the motion is defeated.

### **7.08 Dissent at Meeting**

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting; or
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (c) the Director sends a dissent to the Chair of the Board by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

### **7.09 Dissent of Absent Director**

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 unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent to the Chair of the Board by registered mail or delivers it to the registered office of the Corporation.

### **7.10 Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

### **7.11 Attendance at Meetings**

- (a) Subject to section 7.12, Directors meetings are not open to the public. The only persons entitled to attend and participate at meetings of Directors are the Directors, the President and Chief Executive Officer, the president of CHCO, or at the option of the president of CHCO a person selected by the board of CHCO, the Medical Director, the Vice-President for Finance, the Vice-President for Nursing,

and any other staff in the sole discretion of the Board. Only the Directors are entitled to vote.

- (b) At the discretion of the Chair, the Board may conduct an In Camera meeting and, in such case, the only persons who may remain in the meeting are the Directors, the president of CHCO, or at the option of the president of CHCO a person selected by the board of CHCO, and such other individuals authorized by the Board to remain.

#### **7.12 Annual Public Engagement Event**

With the approval and at the discretion of the Board of Directors, the Corporation may host annually a public engagement event to bring together residents, staff, the Board of Directors, Members of the Corporation, friends, families and the broader community. The event will provide an opportunity to learn more about the Home and its operations and activities, to exchange views and provide feedback, and to enable social interaction and engagement in order to foster a greater sense of community.

#### **7.13 Participation of CHCO at Board and committee meetings**

- (a) The president of CHCO, or at the option of the president of CHCO a person selected by the board of CHCO, shall be entitled to attend and participate in each meeting of the Board, including any In Camera sessions.
- (b) The president of CHCO, or at the option of the president of CHCO a person selected by the board of CHCO, shall be entitled to attend and participate in each meeting of committees of the Board, including any In Camera sessions.
- (c) Upon request, the president of CHCO shall be sent notice of each meeting of the Board and of the committees of the Board and all materials from time to time sent to the Directors at the same time as the same are sent to the Directors.

#### **7.14 Attendance**

Board members and committee members are expected to attend, in person or by telephone, electronic or other communication facilities, all Board meetings and all meetings of committees to which they are assigned, but the Board recognizes that Directors may be unable to attend some meetings. Where a Director or committee member fails to attend a minimum of 75% of the regularly scheduled meetings, the Chair shall discuss the reasons for the absences with the member and may ask the individual to resign. The Board may remove the committee member and also recommend to the Members that the Director be removed pursuant to section 6.08.

## **SECTION VIII** **OFFICERS**

### **8.01 Appointment**

The Members shall appoint, upon the recommendation of the Board, the Chair, and President and Chief Executive Officer. The Board shall appoint the other Officers. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person.

### **8.02 Description of Offices**

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

#### **(a) Chair of the Board**

The Chair of the Board shall be a Director. The Chair shall:

- (i) preside at all meetings of the Board;
- (ii) report to each annual meeting of the Members concerning the operations of the Corporation and at such other times as deemed fit or as requested by the Members;
- (iii) represent the Corporation at public or official functions; and
- (iv) perform such other duties as may from time to time be determined by the Directors.

**(b) Vice-Chair of the Board** - The Vice-Chair of the Board, if one is to be appointed, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall preside at meetings of the Board.

**(c) Secretary** - The Secretary shall attend and be the Secretary of all meetings of the Board and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- (d) **Treasurer** - The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.
- (e) **President and Chief Executive Officer (CEO)** - The CEO shall be appointed by the Board subject to the approval of the Members and the Minister of Health and Long Term Care and shall be accountable to the Board of the Corporation. Subject to the authority of the Board, the CEO shall be responsible for the administration, organization and management of the affairs of the Corporation.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

### **8.03 Term of Office**

- (a) The term of office of the Chair and Vice-Chair shall be two (2) years. A person may not be nominated and appointed for more than two (2) consecutive terms in one office, except by Special Resolution of the Members. However, following a break in continuous service of at least one (1) year, the same person may be re-appointed to that office.
- (b) All other Officers who are not employees of the Corporation shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

### **8.04 Vacancy in Office**

In the absence of a written agreement to the contrary, the Members may remove, whether for cause or without cause by Ordinary Resolution any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (d) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.



## **8.05 Conflict of Interest**

- (a) An Officer who is a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in section 6.12.
- (b) An Officer who is not a Director shall have the same duty to disclose such Officer's interest in a material contract or transaction or proposed material contract or transaction with the Corporation, as is imposed upon Directors pursuant to the provisions of the Act and the By-laws set out in section 6.12(b)(i), section 6.12(c) and section 6.12(d).

In all cases, any such contract or proposed contract may be referred to the Board or Members for approval in accordance with the Act, even if such contract is one that in the ordinary course of the Corporation's affairs would not require approval by the Board or Members.

## **SECTION IX HONOURIES**

### **9.01 Honouries**

The Board, in consultation with the Members, may from time to time designate as Honouries individuals who have made outstanding contributions to the Corporation as Directors, staff or volunteers. Honouries will have no responsibilities but will be invited to attend the Annual Public Engagement Event in recognition of their service to the Corporation.

## **SECTION X PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **10.01 Duties of Directors and Officers**

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the Act, the Regulations, Articles, By-laws and policies of the Corporation.

## **10.02 Limitation of Liability**

No Director or Officer (with “Director(s)” and “Officer(s)” in this section 10.02 to include former Directors and former Officers) shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired 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 the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer’s part, or for any other loss, damage or misfortune which shall happen in the execution of such person’s duties of office, unless the same are occasioned by the Director or Officer’s own wilful neglect or default or otherwise result from the Director or Officer’s failure to act in accordance with the Act and the Regulations.

## **10.03 Indemnity of Members, Directors and Officers**

Subject to the Act, the Corporation shall indemnify a Member, Director or Officer of the Corporation, a former Member, Director or Officer of the Corporation or another individual who acts or acted at the Corporation's request as a Member, Director or Officer or in a similar capacity of another entity, and such person’s heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity if:

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

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

## **10.04 Insurance**

Subject to the Act, the Corporation shall purchase and maintain insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the immediately

preceding section as the Board may determine from time to time against any liability incurred by the individual:

- (a) in the individual's capacity as a Member, Director or an Officer of the Corporation; or
- (b) in the individual's capacity as a Member, Director or an Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request;

provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance.

#### **10.05 Advances**

The Corporation may advance money to a Director, an Officer or other individual for the costs, charges and expenses of a proceeding for which indemnity is provided by the Corporation pursuant to the Act or this By-law. The individual shall repay the money if the individual does not fulfil the conditions set out in section 10.03(a) and section 10.03(b).

### **SECTION XI NOTICES**

#### **11.01 Method of Giving Notices**

Subject to sections 5.04 and 7.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to the Corporation, a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Corporations Canada; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### **11.02 Computation of Time**

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

#### **11.03 Undelivered Notices**

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

#### **11.04 Omissions and Errors**

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

#### **11.05 Waiver of Notice**

Any Member, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

**SECTION XII**  
**ARTICLES AND BY-LAWS**

**12.01 Amendment of Articles**

The Articles of the Corporation may only be amended if the amendment is confirmed by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

**12.02 By-law Confirmation**

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

**12.03 Effective Date of Board Initiated By-law, Amendment or Repeal**

Subject to the Act, the Board may by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the Special Resolution of the Members confirming such By-law, amendment or repeal. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197 (1) of the Act.

**SECTION XIII**  
**REPEAL OF FORMER BY-LAWS**

**13.01 Repeal of Former General Operating By-law**

- (a) Administrative By-law No. 2 is hereby repealed and replaced by this Administrative By-law No. 3 effective upon the confirmation of this By-law by the Members of the Corporation.
- (b) The repeal of Administrative By-law No. 2 shall not affect the previous operations of the By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to such By-law prior to its repeal. All Officers and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

**SECTION XIV**  
**EFFECTIVE DATE**

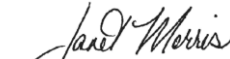
**14.01 Effective Date**

This By-law is effective upon the approval of the By-law by Special Resolution of the Members.

**ENACTED** by the Directors of the Corporation this 24th day of May, 2023.



\_\_\_\_\_  
Chair of the Board

  
\_\_\_\_\_  
Secretary

**APPROVED** by the Members of the Corporation this 22nd day of June, 2023.



\_\_\_\_\_  
Secretary