

**BY-LAW**  
**OF**  
**Kingston Community Health Centres**  
**APPROVED – June 25, 2024**

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# Kingston Community Health Centres By-law

(the “Corporation”)

A by-law relating generally to the conduct of the activities and affairs of the Corporation.

**BE IT ENACTED** as a by-law of the Corporation as follows:

## Article 1

### Interpretation

#### 1.1 Definitions

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “**Articles**” means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent, or a special act;
- (b) “**Board**” means the board of directors of the Corporation;
- (c) “**By-Law**” means this By-law;
- (d) “**Chair**” means the individual who is a Director serving as chairperson of the Board;
- (e) “**Chief Executive Officer**” means the chief executive officer of the Corporation who, subject to the authority of the Board, is responsible for the administration, organization, and management of the Corporation’s affairs;
- (f) “**Corporation**” means the corporation of Kingston Community Health Centres;
- (g) “**day**”, unless otherwise specified as a business day, means a clear calendar day;
- (h) “**Director**” means an individual elected or appointed to the Board;
- (i) “*ex-officio*” means membership “by virtue of office”, and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (j) “**Francophone Director**” means a Director:

- (i) whose first language is French; or
  - (ii) who speaks French and is culturally sensitive to the needs of the French speaking community serviced by the Corporation.
- (k) “**Members**” means members of the Corporation as described in Article 2;
- (l) “**Policy**” means a policy adopted by the Board in accordance with section 11.2;
- (m) “**Secretary**” means the secretary of the Board;
- (n) “**Special Business**” means all business transacted at a special Members’ meeting and all business transacted at an annual Members’ meeting except for the following:
- (i) consideration of the financial statements;
  - (ii) consideration of the audit report, if any;
  - (iii) election of directors; and
  - (iv) reappointment of the incumbent auditor;
- (o) “**telephonic or electronic means**” means any means that uses the telephone or any other electronic or other technological means to transmit information or data, including telephone calls, voice mail, fax, e-mail, an automated touch-tone telephone system, computer, or computer networks;
- (p) “**Treasurer**” means the individual who is a Director serving as the treasurer of the Board and as defined in section 8.9; and
- (q) “**Vice Chair**” means one or more individuals who are Directors serving as vice chairperson(s) of the Board.

## 1.2 Interpretation

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

## **Article 2**

### **Membership and Members' Meetings**

#### **2.1 Classes of Membership**

- (a) The Members shall consist of the Directors from time to time, who shall be *ex-officio* Members for so long as they serve as Directors.
- (b) Membership is not transferrable and terminates upon the Member ceasing to be a Director.
- (c) No fees shall be payable by the Members.

#### **2.2 Meeting Location**

Members' meetings shall be held at the registered office of the Corporation or at any place in Ontario as the Board may determine.

#### **2.3 Annual Meeting**

The annual Members' meeting shall normally be held not later than six (6) months after the end of the completion of the current financial year and in no circumstances later than fifteen (15) months after the last preceding annual meeting.

#### **2.4 Calling Meetings**

- (a) The Board or Chair shall have the power to call, at any time, a Members' meeting.
- (b) If the Board, Chair, or Members call a Members' meeting, the Board or Chair may determine that the meeting be held entirely by telephonic or electronic means or by any combination of in-person attendance and telephonic or electronic means that enables all persons entitled to attend the meeting to reasonably participate.

#### **2.5 Quorum**

A majority of the Members shall constitute a quorum at any Members' meeting. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

## **2.6 Notice**

- (a) Notice of Members' meetings setting forth the reason or reasons for the meeting shall be given by sending it to each Member, Director, and to the auditor by one of the methods set out in section 12.1 addressed to the person at their latest address as shown in the Corporation's records not less than ten (10) days and not more than fifty (50) days before the meeting.
- (b) Not less than twenty-one (21) days, or a prescribed number of days, before each annual meeting or before the signing of a resolution in lieu of the annual meeting, the Corporation shall give a copy of the Board-approved financial statements, auditor's report, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or this By-law to all Members who have informed the Corporation that they wish to receive a copy of those documents.
- (c) Notice of a Members' meeting at which Special Business is to be transacted must state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any resolution to be submitted to the meeting.

## **2.7 Voting**

- (a) Each Member in attendance at a Members' meeting shall be entitled to one vote on each matter.
- (b) At all Members' meetings, every question shall be determined by a majority of votes cast, unless otherwise specifically provided by the Act or this By-law.
- (c) If there is a tie vote at a Members' meeting, the chair of the meeting shall have a second casting vote to break the tie.
- (d) Votes at all Members' meetings shall be cast by those Members in attendance at the meeting and not by proxy.
- (e) Subject to the Articles, voting at a Members' meeting shall be by show of hands unless a Member demands a ballot. For clarity, in either case such vote may be conducted by telephonic or electronic means or by a combination of telephonic and electronic means and voting in person, if the Corporation makes these means available.
- (f) A Member may demand a ballot either before or after any vote by show of hands. A Member may withdraw a demand for a ballot.
- (g) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of



evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## **2.8 Chair of the Meeting**

The chair of a Members' meeting shall be:

- (a) the Chair; or
- (b) a Vice Chair, if the Chair is absent, unable, or unwilling to act; or
- (c) a chair elected by the Members present if the Chair and Vice Chair(s) are absent, unable, or unwilling to act. The Secretary shall preside at the election of the chair of the meeting but if the Secretary is not present, the Members, from those present, shall choose a Member to preside at the election.

## **2.9 Adjourned Meetings**

- (a) If within one-half hour after the time appointed for a Members' meeting, the meeting has not commenced because a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.
- (b) If a Members' meeting is adjourned by one or more adjournments for an aggregate of less than thirty (30) days, no notice of the meeting that continues the adjourned meeting is required if all of the following are announced at the time of the adjournment:
  - (i) the time of the continued meeting;
  - (ii) if applicable, the place of the continued meeting; and
  - (iii) if applicable, instructions for attending and participating in the continued meeting by telephonic or electronic means that will be made available for the meeting, including if applicable, instructions for voting by such means at the meeting.
- (c) If a Members' meeting is adjourned by one or more adjournments for an aggregate of more than thirty (30) days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 2.6.

## **2.10 Written Resolution in Lieu of Meeting**

Except as provided in the Act, a resolution signed by all of the Members is as valid as if it had been passed at a Members' meeting.

## **2.11 Telephonic or Electronic Members' Meetings**

A Members' meeting may be held entirely by telephonic or electronic means or by any combination of in-person attendance and telephonic or electronic means provided such means enables all persons entitled to attend the Members' meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a Members' meeting is deemed to be present in person at the meeting.

## **Article 3**

### **Board**

#### **3.1 Composition of Board**

- (a) Subject to the Articles, the Board shall consist of not less than seven (7) and not more than fifteen (15) Directors who satisfy the criteria set out in section 3.3 and who are elected by the Members in accordance with sections 3.7 and 3.8 or appointed in accordance with section 3.10.
- (b) In the event the authorized number of Directors fixed within the above range is equal to or less than nine (9), at least one (1) Director shall be a Francophone Director:
- (c) In the event the authorized number of Director fixed within the above range is equal to or greater than ten (10), at least two (2) Directors shall be Francophone Directors.

#### **3.2 Duties and Responsibilities**

Subject to the Act, the Board shall govern and supervise the management of the activities and affairs of the Corporation and may exercise all other powers and do all other acts and things as the Corporation is, by its Articles or otherwise, authorized to exercise and do. Without limitation, the Board shall, subject to the Articles, be responsible for overseeing the Corporation's funds, property, policy, and direction, and shall: (i) hire the Chief Executive Officer of the Corporation and set their salary and other terms and conditions of employment; and (ii) fix the remuneration of the auditors each fiscal year.

#### **3.3 Qualifications of Directors**

- (a) No individual shall be qualified for election or appointment as a Director if the individual:
  - (i) is under eighteen (18) years old;
  - (ii) has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
  - (iii) has been found to be incapable by any court in Canada or elsewhere;

- (iv) has the status of a bankrupt;
  - (v) is an “ineligible individual” as defined in the *Income Tax Act* (Canada) or any regulations made under it;
  - (vi) is a current employee or contractor of the Corporation or an immediate family member of a current employee or contractor of the Corporation, except by resolution of the Board; or
  - (vii) has a criminal record, except by resolution of the Board.
- (b) The Board’s decision as to whether or not a candidate is qualified to stand for election shall be final.

### **3.4 Director’s Consent to Act**

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

### **3.5 Ceasing to Hold Office**

- (a) A Director shall automatically cease to hold office if the Director:
- (i) dies;
  - (ii) resigns office by delivering a written resignation to the Chair or Secretary, and the resignation shall be effective at the time it is received by the Chair or Secretary or at the time specified in the resignation, whichever is later, or
  - (iii) becomes disqualified by virtue of any of sections 3.3(a)(ii) through 3.3(a)(vii).
- (b) Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

### **3.6 Removal**

In accordance with the Act, the Members may remove any elected Director before the expiry of the Director’s term of office, and may elect any qualified individual as a Director to fill the vacancy for the remainder of the vacated term. The Director to be removed will be given an opportunity to appear and speak at the special meeting, with or without any representative they may choose.

### **3.7 Election and Term**

Directors shall be elected and shall retire in rotation. The Directors referred to in section 3.1 shall be elected for a three-year term, provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to sections 3.5 or 3.6 or until the end of the meeting at which their successor is elected or appointed.

### **3.8 Nomination Procedure for Election of Directors**

Nominations made for the election of Directors at a Members' meeting may only be made:

- (a) by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time; or
- (b) by not less than five per cent of the Members pursuant to a proposal submitted to the Corporation in accordance with the requirements of the Act and this By-law.

### **3.9 Maximum Terms**

- (a) Each Director referred to in section 3.1 shall be eligible for re-election, provided that the Director shall not be elected or appointed for a term that will result in the Director serving more than nine (9) consecutive years. The Director may also be eligible for re-election for another term (to a maximum of three (3) consecutive years) if at least one (1) year has elapsed since the termination of their last term. In determining a Director's length of service as a Director, service prior to the effective date of this By-law shall be included.
- (b) Despite the foregoing:
  - (i) a Director may, by Board resolution, have their maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair; and
  - (ii) where a Director was appointed to fill an unexpired term of a Director, the partial term shall be excluded in the calculation of the maximum years of service.

### **3.10 Filling Vacancies**

So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by a qualified individual appointed for the remainder of the term by the Directors then in office, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual Members' meeting. If there is not a quorum of the Board, or if there has been a failure to elect the number or minimum number of Directors provided for in the Articles, the Directors then in office shall, without delay, call a special

Members' meeting to fill the vacancy. A Director appointed or elected to fill a vacancy holds office for the unexpired term of the Director's predecessor term.

### **3.11 Directors' Remuneration**

No Director shall receive remuneration for services provided in the capacity as a Director, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the Corporation, a Director may be compensated for services other than as a Director pursuant to the regulation made under the *Charities Accounting Act*, or with court approval or an order made under section 13 of the *Charities Accounting Act*.

## **Article 4**

### **Board Meetings**

#### **4.1 Board Meetings**

- (a) Board meetings must be held in the Province of Ontario.
- (b) The Board may appoint one or more days for regular Board meetings at a time and place named. A copy of any Board resolution fixing the time and place of regular Board meetings shall be given to each Director forthwith after being passed and, subject to the Act, no other notice shall be required for any regular meeting.
- (c) In addition to section 4.1(b):
  - (i) the Board, Chair, or the Chief Executive Officer may call a Board meeting; and
  - (ii) the Secretary shall call a Board meeting upon receipt of the written request of three (3) Directors;

and such meeting shall be held at the time and place determined in the notice of meeting.

- (d) Notice of a Board meeting need not specify the purpose of or the business to be transacted at the meeting, unless the meeting is intended to deal with any of the following matters, in which case the notice must specify that matter:
  - (i) to submit to the Members any question or matter requiring their approval;
  - (ii) to fill a vacancy among the Directors or in the position of auditor;
  - (iii) to appoint additional Directors;
  - (iv) to issue debt obligations, except as authorized by the Directors;

- (v) to approve any annual financial statements; or
- (vi) to adopt, amend, or repeal by-laws.

#### **4.2 Telephonic or Electronic Meetings**

A Board or Board committee meeting may be held entirely by telephonic or electronic means, or by any combination of in-person attendance and telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A Director who, through telephonic or electronic means, attends a Board or Board committee meeting is deemed to be present in-person at the meeting.

#### **4.3 Notices**

- (a) Notice of Board meetings, other than regular meetings, shall be given to all Directors at least forty-eight (48) hours prior to the meeting. The Chair or the Chief Executive Officer may call a meeting on less notice, by means deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to holding the meeting.
- (b) Notice of an adjourned Board meeting is not required to be given if all of the following are announced at the time of an adjournment:
  - (i) the time of the continued meeting;
  - (ii) if applicable, the place of the continued meeting; and
  - (iii) if applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

#### **4.4 Quorum**

A majority of the Directors shall constitute a quorum, provided that at least one Francophone Director must be present at any meeting at which any French language services or related issues are to be discussed and considered.

#### **4.5 First Board Meeting after Annual Meeting**

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

#### **4.6 Persons Entitled to be Present**

Guests may attend Board meetings with the consent of the meeting on the invitation of the Chair or Chief Executive Officer. The Board may adopt a policy from time to time on the attendance of the public or the Corporation's staff at Board meetings.

#### **4.7 Voting**

- (a) Each voting Director in attendance at a Board meeting shall be entitled to one vote on each matter.
- (b) A Director shall not be entitled to vote by proxy.
- (c) Every question arising at a Board meeting shall be determined by a majority of votes cast, unless otherwise specifically provided by statute or by this By-law.
- (d) If there is a tie vote at a Board meeting, the chair of the meeting shall have a second casting vote to break the tie.
- (e) The vote on any question shall be taken by secret ballot if so demanded by any Director in attendance and entitled to vote. The chair of the meeting shall count the ballots. Otherwise, a vote shall be by a show of hands. For clarity, in either case such vote may be conducted by telephonic or electronic means or by any combination of voting in person and by telephonic or electronic means, if the Corporation makes these means available.
- (f) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

#### **4.8 Written Resolutions in Lieu of Meeting**

- (a) A resolution signed by all of the Directors entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a Board meeting.
- (b) A resolution signed by all of the Board committee members entitled to vote on that resolution at a Board committee meeting is as valid as if it had been passed at a Board committee meeting.
- (c) A copy of every such resolution shall be kept with the minutes of the proceedings of the Board or committee.

#### **4.9 Consent and Dissent of Director**

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

#### **4.10 Adjournment of the Meeting**

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

### **Article 5**

#### **Conflict of Interest Disclosure**

##### **5.1 Disclosure of Conflict**

- (a) A Director or officer who:
  - (i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
  - (ii) is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation,



shall disclose to the Corporation or request to have entered in the minutes of Board meetings the nature and extent of their interest.

- (b) The disclosure required by section 5.1(a) must be made, in the case of a Director:
  - (i) at the meeting at which a proposed contract or transaction is first considered;
  - (ii) if the Director was not then interested in a proposed contract or transaction, at the first meeting after the Director becomes so interested;
  - (iii) if the Director becomes interested after a contract is made or transaction is entered into, at the first meeting after the Director becomes so interested; or
  - (iv) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.
- (c) The disclosure required by section 5.1(a) must be made, in the case of an officer who is not a Director:
  - (i) forthwith after the officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a Board meeting;
  - (ii) if the officer becomes interested after a contract is made or transaction is entered into, forthwith after the officer becomes so interested; or
  - (iii) if an individual who is interested in a contract or transaction later becomes an officer, forthwith after the individual becomes an officer.
- (d) If the contract or transaction or proposed contract or transaction in respect of which a disclosure is required to be made for the purposes of section 5.1(a) is one that, in the ordinary course of the Corporation's business, would not require approval of the Board or Members, then the Director or officer shall disclose to the Corporation, or request to have entered in the minutes of Board meetings, the nature and extent of their interest forthwith after the Director or officer becomes aware of the contract or transaction or proposed contract or transaction.
- (e) Except as permitted by the Act, a Director referred to in section 5.1(a) shall not attend any part of a Board meeting during which the contract or transaction is discussed, and shall not vote on any resolution to approve the contract or transaction.
- (f) If no quorum exists for the purposes of voting on a resolution to approve a contract or transaction only because one or more Director(s) are not permitted to be present at the meeting by virtue of section 5.1(e), the remaining Directors are deemed to constitute a quorum for the purpose of voting on the resolution.

- (g) For the purposes of section 5.1, a general notice to the Board by a Director or officer disclosing that the individual is a director or officer of, or has a material interest in, a person, or that there has been a material change in the Director's or officer's interest in the person, and is to be regarded as interested in any contract or transaction entered into with that person, is sufficient disclosure of interest in relation to any such contract or transaction.
- (h) A contract or transaction for which disclosure is required under section 5.1(a) is not void or voidable, and the Director or officer is not accountable to the Corporation or the Members for any profit or gain realized from the contract or transaction, because of the Director's or officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the Board or Board committee meeting that considered the contract or transaction, if:
  - (i) disclosure of the interest was made in accordance with this section;
  - (ii) the Board approved the contract or transaction; and
  - (iii) the contract or transaction was reasonable and fair to the Corporation when it was approved.
- (i) The provisions of this Article are in addition to any Board-approved conflict of interest policy.

## **Article 6**

### **Protection and Indemnification of Directors, Officers, and Others**

#### **6.1 Indemnities to Directors and Others**

- (a) The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation, or an individual who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation may advance money to an individual referred to in section 6.1(a) for the costs, charges, and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in section 6.1(c).
- (c) The Corporation shall not indemnify an individual under section 6.1(a) unless:

- (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
- (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

## **Article 7**

### **Committees**

#### **7.1 Committees**

- (a) The Board may, from time to time, establish:
  - (i) standing committees, being those committees whose duties are normally continuous; and
  - (ii) special committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

#### **7.2 Functions, Duties, Responsibilities, and Powers of Board Committees**

- (a) The Board shall provide for the functions, duties, responsibilities, and powers of the Board committees in the Board resolution by which a Board committee is established or in Board-approved terms of reference or general committee policy.
- (b) All committees shall prepare written reports following each of their meetings. These reports are to be presented to the Board at the next meeting of the Board. A committee must be granted authority by the Board in the form of a resolution before spending any monies of Corporation, authorizing any expense, or committing the Corporation to any action.

#### **7.3 Board Committee Members**

- (a) Unless otherwise provided by by-law or by Board resolution:
  - (i) the Board shall appoint the chair, vice chair (if any), and members of each Board committee;
  - (ii) each chair and vice chair of a Board committee shall be a Director;
  - (iii) the Board committees may include members who are not Directors (other than a committee referred to in section 7.5 or an audit committee, if any);
  - (iv) a majority of the members of any Board committee shall be Directors;

- (v) every Board committee shall include at least one Francophone Director;
  - (vi) the Chair shall be an *ex-officio* member of all Board committees; and
  - (vii) the Chief Executive Officer shall be an *ex-officio* member of all Board committees (other than a committee referred to in section 7.5 or an audit committee, if any).
- (b) The Board may remove any chair, vice chair, or Board committee member from any Board committee at any time.

#### **7.4 Procedures at Committee Meetings**

Procedures at and quorum for Board committee meetings shall be determined by the chair of each Board committee, unless established by this By-law, Board resolution, or in Board-approved terms of reference or general committee policy.

#### **7.5 Delegation to a Committee**

- (a) The Board may delegate to any committee comprised entirely of Directors any of the Board's powers, other than the following powers:
- (i) to submit to the Members any question or matter requiring the Members' approval;
  - (ii) to fill a vacancy among the Directors or in the position of auditor;
  - (iii) to appoint additional Directors;
  - (iv) to issue debt obligations, except as authorized by the Board;
  - (v) to approve any annual financial statements; or
  - (vi) to adopt, amend, or repeal by-laws.

#### **7.6 French Language Services Committee**

The Board shall establish and maintain a French Language Services Committee of the Board, with such duties and responsibilities as may be determined appropriate by the Board, having regard to the obligations of the Corporation under the *French Language Services Act* (Ontario) and these By-laws. The French Language Services Committee shall, among other things, review and keep current the French Language Services Policy of the Board for the effective service of French speaking clientele of the Corporation.

## **Article 8**

### **Officers**

#### **8.1 General**

- (a) Subject to the Act, the Articles, and this By-law, the Board may designate the offices of the Corporation, appoint officers, specify their duties, and delegate to them powers to manage the activities and affairs of the Corporation, except powers to do anything referred to in section 7.5.
- (b) The officers shall include the Chair, one or more Vice Chairs, Secretary, and the Treasurer, and may include other officers as the Board may determine.
- (c) The Board shall appoint the officers at its first meeting following the annual Members' meeting at which the Directors are elected or at other times when a vacancy occurs. A Director may be appointed to any office of the Corporation. The same individual may hold more two or more offices (except one individual may not hold the offices of Chair and Vice Chair). The Board shall appoint the officers from among the Directors in accordance with its policies as determined from time to time.

#### **8.2 Terms of Office**

- (a) Unless otherwise provided in this By-law, the officers shall hold office for a one-year renewable term from the date of their appointment or until their successors are appointed in their stead. The Board may remove any officer at any time, provided notice of such removal is provide to the officer in advance to the extent practicable.
- (b) The Chair shall be appointed annually and shall be eligible for re-appointment, provided that:
  - (i) the Chair shall serve no longer than two (2) consecutive years; and
  - (ii) where a Director has served as Chair for two (2) consecutive years, the Board may, by resolution passed by at least two-thirds of the votes cast at a Board meeting, provide that such Director is eligible for re-appointment for a maximum of two (2) additional one-year terms as Chair.

#### **8.3 Resignation**

An officer may resign by delivering written notice to the Chair or Secretary. A resignation shall take effect upon acceptance by the Board. The Board must accept any resignation at the first meeting after it is received unless the resignation is withdrawn. Whenever a Director resigns as an officer but wishes to continue to serve as a Director, their intention to do so must be expressly stated in their written notice of resignation.

#### **8.4 Duties of Chair**

The Chair shall, when present, preside at all Board and Members' meetings and shall represent the Corporation and the Board as may be required or appropriate and may vote on all matters which come before Board meetings and may vote a second time to break a tie. Unless otherwise provided by by-law or by Board resolution, the Chair shall be an *ex-officio* member of all Board committees.

#### **8.5 Duties of Vice Chair(s)**

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

#### **8.6 Duties of Secretary**

The Secretary shall carry out the duties of the secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the Members, the Board, and the Board committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the records to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members, the Board, and the Board committees, including all necessary documents for the meeting, and shall perform those other duties as may be prescribed by the by-laws or the Board. The Secretary shall ensure that the Corporation keeps a complete list of the Members.

#### **8.7 Duties of Treasurer**

The Treasurer be familiar with Corporation's finances and financial systems, and report on them to the Board and all Members.

#### **8.8 Other Officers**

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

## **Article 9**

### **Organization and Financial**

#### **9.1 Seal**

The Board shall determine the form of the seal of the Corporation, if any.

#### **9.2 Execution of Documents**

- (a) Any one of the Chair or a Vice Chair, together with any one of the Chief Executive Officer or a Director, shall sign deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates, or any other instruments or documents requiring the signature of the Corporation, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.
- (b) Additionally, the Board may from time to time direct the manner in which and the individual or individuals by whom any particular instrument or document, or class of instruments or documents, may or shall be signed.
- (c) Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy.

#### **9.3 Banking Arrangements**

The Corporation shall transact the banking business of the Corporation or any part of it with those banks, trust companies, or other financial institutions as the Board may determine from time to time.

#### **9.4 Financial Year**

Unless otherwise determined by the Board, the financial year end of the Corporation shall be March 31 in each year.

#### **9.5 Appointment of Auditor**

- (a) Voting Members shall, at each annual general meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual general meeting.
- (b) The auditor shall be duly licensed under the *Public Accounting Act, 2004* (Ontario) and shall be independent of the Corporation and its Directors and officers.

- (c) The auditor shall hold office until the close of the next annual meeting, provided that the Board shall immediately fill any casual vacancy in the office of auditor for the unexpired term.
- (d) The Board shall fix the remuneration of the auditor.

#### **9.6 Financial Institutions**

The Board may make decisions by resolution in respect of the financial institution(s) to be used by the Corporation, the terms and details of use, the safekeeping of securities and other financial assets, and the authorization for dealing with the institutions and the assets.

#### **9.7 Borrowing Power**

Subject to the Articles, the Board may, without authorization of the Members:

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

#### **9.8 Investments**

The Corporation may invest its funds as the Board thinks fit, subject to the Articles or any limitations accompanying a gift.

#### **9.9 Records**

The Board shall see that all necessary records of the Corporation required by the by-laws of the Corporation or by any applicable laws are regularly and properly kept.

#### **9.10 Registered Office**

The registered office of the Corporation shall be located in the City of Kingston in the Province of Ontario, at a specific location chosen by the Board.



## **Article 10**

### Confidentiality

#### **10.1 Confidentiality**

Every Director, officer, Board committee member, employee, and agent of the Corporation shall respect the confidentiality of matters:

- (a) brought before the Board or any Board committee; or
- (b) dealt with in the course of the employee's employment, or agent's activities in connection with the Corporation.

#### **10.2 Board Spokesperson**

The Chair and Chief Executive Officer are the spokespersons for the Board. The Board may give authority to one or more Directors, officers, or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

## **Article 11**

### Rules of Order and Policies

#### **11.1 Rules of Order**

Any questions of procedure at or for any meetings of the Members, the Board, or any Board committee, which have not been provided for in this By-law or by applicable legislation or the Policies shall be determined by the chair of the meeting in accordance with the rules of order adopted by the Board, or failing such adoption, adopted by the chair of the meeting.

#### **11.2 Policies**

The Board may, from time to time, adopt, amend, or repeal Policies as it may deem necessary or desirable in connection with the management of the activities and affairs of the Board and the conduct of the Directors, officers, and Board committee members; provided, however, that any Policy shall be consistent with the provisions of this By-law.

## **Article 12**

### Notices

#### **12.1 Notice**

- (a) Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided, the notice may be given in writing and delivered

or sent by prepaid mail or personal delivery, or by electronic means, if there is a record that the notice has been sent, addressed to the Director, officer, Board committee member, Member, or auditor, at the address, as the case may be, as the same is shown in the records of the Corporation.

- (b) Notice of a Board or Members' meeting need not specify the place of the meeting if the meeting is to be held entirely by telephonic or electronic means. If a person may attend a Board or Members' meeting by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
- (c) Any notice sent by the following means shall conclusively be deemed to be received as provided below:
  - (i) if by electronic means, on the next business day after transmission;
  - (ii) if delivered, at the time of delivery; and
  - (iii) if by prepaid mail, subject to section 12.1(c), on the fifth business day following its mailing.
- (d) Notwithstanding the foregoing provisions with respect to mailing, if it may reasonably be anticipated that, due to any strike, lock out, or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the fifth business day following its mailing, then the mailing of the notice shall not be an effective means of sending it but rather any notice must then be sent by an alternative method that may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.
- (e) The Secretary may change or cause to be changed the recorded address of any Director, officer, Board committee member, Member, or auditor in accordance with any information believed by them to be reliable.

## **12.2 Computation of Time**

In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the notice period shall terminate at midnight of the last day of the notice period, except if the last day is a holiday, the period shall terminate at midnight of the next day that is not a holiday.

### **12.3 Omissions and Errors**

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

### **12.4 Waiver of Notice**

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

## **Article 13**

### **By-laws**

#### **13.1 By-laws and Amendments**

- (a) The Board may make, amend, or repeal any by-law that regulates the activities or affairs of the Corporation, except in respect of a by-law:
  - (i) to add, change, or remove a provision respecting the transfer of a membership;
  - (ii) to change the manner of giving notice to Members; or
  - (iii) to change the method of voting by Members not in attendance at a Members' meeting.
- (b) The Board shall submit the by-law, amendment, or repeal to the Members at the next Members' meeting, and the Members may confirm, reject, or amend the by-law, amendment, or repeal by ordinary resolution.
- (c) Subject to section 13.1(f), the by-law, amendment, or repeal is effective from the date of the Board resolution.
- (d) If the by-law, amendment, or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.
- (e) The by-law, amendment, or repeal ceases to have effect if the Board does not submit it to the Members as required under section 13.1(b) or if the Members reject it.

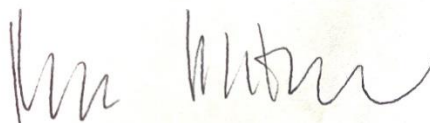
- (f) If a by-law, amendment, or repeal ceases to have effect, a subsequent Board resolution that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.
- (g) In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in effect in accordance with this section, no act done or right acquired under any by-law is prejudicially affected by any rejection, amendment, or refusal to approve.

**CERTIFIED** to be the By-law of the Corporation as enacted by the Board and then confirmed by the Members on June 25, 2024.



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Chair



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Secretary