

BY-LAW No. 1

**BRANT COMMUNITY HEALTHCARE SYSTEM
FOUNDATION**

Revised: June 2023

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BRANT COMMUNITY HEALTHCARE SYSTEM FOUNDATION

BY-LAW No. 1

ARTICLE 1. DEFINITIONS AND INTERPRETATION

1.01 Definitions

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

- (a) “**Act**” means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it;
- (b) “**Amalgamation Agreement**” means the amalgamation agreement filed with the Application for Letters Patent of Amalgamation of the Corporation.
- (c) “**Associates**” includes the parents, siblings, spouse or common law partner of the Director as well as any organization, agency, company or individual (such as a business partner) with a formal business relationship to a Director;
- (d) “**BCHS**” means the Brant Community Healthcare System
- (e) “**Board**” means the board of directors of the Corporation; as defined in (k)
- (f) “**By-Laws**” means any by-laws of the Corporation from time to time in effect, including this By-Law No. 1;
- (g) “**Catchment Area**” means the City of Brantford, County of Brant, County of Oxford, Six Nations of the Grand River Territory, Mississaugas of the Credit First Nation and Township of North Dumfries;
- (h) “**Chair**” means chair of the Board;
- (i) “**Chief Executive Officer**” means the senior employee of the Corporation appointed by the Board to manage and administer the day-to-day affairs of the Corporation, who shall also serve as the Corporation’s president as that term is defined under the Act;

- (j) “**Conflict of Interest**” includes, without limitation, the following three areas that may give rise to a Conflict of Interest for the Directors, namely:
 - (i) Pecuniary or Financial Interest – a Director is said to have a pecuniary or financial interest in a decision when the Director (or his Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special considerations;
 - (ii) Undue Influence – a Director’s participation or influence in Board decisions that selectively and disproportionately benefits particular agencies, companies, organizations, municipal or professional groups, or clients from a particular demographic, geographic, political, socio-economic, cultural or other group is a violation of the Director’s entrusted responsibility to the community at large; and
 - (iii) Adverse Interest – a Director is said to have an adverse interest to the Corporation when he is a party to a claim, application or proceeding against the Corporation;
- (k) “**Corporation**” means the Brant Community Healthcare System Foundation;
- (l) “**Director**” means a member of the Board;
- (m) “**Excluded Person**” means:
 - (i) any employee or staff member of the Corporation or the BCHS ;
 - (ii) any spouse, dependent child, parent, brother or sister of a person listed in (i) above;
 - (iii) any person who lives in the same household as a person listed in (i) above; and,
 - (iv) notwithstanding paragraphs (i) through (iii) above, the Chief Executive Officer shall not be an Excluded Person and the Hospital Administrator shall not be an Excluded Person;
- (n) “**Expenditure Guidelines**” means the guidelines jointly developed by the Corporation and the BCHS which must be followed by the Corporation in disbursing its funds;
- (o) “**Head Office**” means the head office of the Corporation at 200 Terrace Hill Street in Brantford, Ontario or such other place as the Board determines by Special Resolution from time to time;

- (p) “**Hospital Administrator**” means the senior employee of the BCHS;
- (q) “**Letters Patent**” means the letters patent of amalgamation of the Corporation;
- (r) “**Member**” means a member of the Corporation;
- (s) “**Officer**” means those officers of the Corporation set out in Article 7; and
- (t) “**Quorum**” is defined as half of the voting Directors, plus one.
- (u) “**Special Resolution**” means a resolution passed by the Directors and confirmed by at least two thirds (2/3) of the votes cast at a special meeting of the Members duly called for that purpose.

1.02 Interpretation

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

- (a) Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and vice versa; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- (b) The headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (c) Any references herein to any law, By-Law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

1.03 Meeting Procedures

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

- (b) A resolution in writing, signed by all Directors entitled to vote on that resolution at a meeting of Directors or signed by all Members entitled to vote on that resolution at a meeting of the Corporation, is as valid as if it had been passed at a meeting of the Board or a meeting of the Corporation, respectively.
- (c) Subject to paragraph (b) above, business arising at any meeting of the Corporation, the Board or any committee established pursuant to this By-Law shall be decided by a majority of votes unless otherwise required by statute or by the rules of procedure selected by the Corporation for such meetings.
- (d) Voting shall take place as follows:
 - (i) Except as provided in this By-Law, each Member, each Director and each committee member shall be entitled to one (1) vote at any meeting of the Corporation, Board, or committee, respectively, except for the Chief Executive Officer, who shall not be entitled to vote at any meeting of the Corporation, Board, or committee.
 - (ii) All Members and Directors, other than the Chief Executive Officer, shall have their attendance counted towards quorum at any meeting.
 - (iii) Members may, by means of a proxy, appoint a person, who need not be a Member, to attend and act at the meeting of the Corporation as the Member's nominee, in the manner and to the extent and with the power conferred by the proxy, in accordance with the Act.
 - (iv) Votes shall be taken in the usual way, by show of hands, among all Members, Directors and committee members present and entitled to vote. Where the person voting is attending by way of telephone or other electronic communication, the chair will directly ask such member how they vote.
 - (v) The chair of any meeting shall have an initial vote and, either upon a show of hands or upon a poll, a tie vote shall mean that the motion is lost.
 - (vi) After a show of hands has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the chair of the meeting shall direct. A demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll, each individual

present in person and entitled to vote at such meeting shall have one (1) vote and the result of the poll shall be the decision of the Members, the Board or the committee, as the case may be.

- (vii) Whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- (e) Minutes shall be kept for all meetings of the Corporation, the Board or any committee, and shall be approved at the next meeting of the Corporation, the Board or the committee, as the case may be.
- (f) The declaration of the Corporate Secretary or Chair that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of giving of such notice.
- (g) No error or omission in giving notice for a meeting of the Corporation, the Board, of any committee shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting, and any Member, Director or committee member, as the case may be, may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- (h) Any questions of procedure at or for any meetings of the Corporation, of the Board, or of any committee that have not been provided for in this By-Law or by the Act shall be determined by the chair of the meeting in accordance with King & Kerr, *Procedures for Meetings and Organizations, 3rd edition* (1996), or such other rules of procedure adopted by resolution of the Board from time to time.

1.04 Repeal of Previous By-Laws

All previous By-Laws relating to the administration of the affairs of the Corporation are hereby repealed and replaced with this By-Law.

ARTICLE 2. OBJECTS OF THE CORPORATION

2.01 Objects of the Corporation

The objects of the Corporation are those contained in the Letters Patent of Amalgamation.

ARTICLE 3. MEMBERSHIP OF THE CORPORATION

3.01 Members

The Members of the Corporation shall be, ex-officio, the Directors of the Corporation.

3.02 Resignation

Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the Corporate Secretary of the Corporation. A resignation shall be effective at the time it is received by the Corporate Secretary of the Corporation or at the time specified in the resignation, whichever is later.

3.03 Termination of Membership

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon the termination of that office of the Member by virtue of which he or she is entitled to membership in the Corporation.

ARTICLE 4. ANNUAL MEETINGS OF MEMBERS OF THE CORPORATION

4.01 Annual Meetings

- (a) The Corporation shall hold an annual meeting of its Members not more than fifteen (15) months after the holding of the previous annual meeting.
- (b) The annual meeting of the Members shall be held at the Head Office, or such other place within Ontario, on such day in each year and at such time as the Board may by resolution determine.
- (c) At annual meetings there shall be presented a report of the Chair on the affairs of the Corporation for the previous year, a financial statement of the Corporation, the auditor's report and such other information or reports relating to the Corporation's affairs as the Directors may determine, together with the appointment of the auditor for the coming year.

4.02 Notice

- (a) Notice of the annual meeting of the Members of the Corporation shall be given to all Members by electronic means or by prepaid mail or courier at least ten (10) days in advance of the meeting at the last address of the Member as shown in the records of the Corporation.

- (b) A Member or any other person entitled to notice of a meeting of Members may waive notice of any meeting of Members. Attendance of any Member at a meeting of Members shall constitute a waiver of notice of the meeting, except where such Member attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- (c) The notice of such meeting shall contain sufficient information concerning such business to permit the Member to form a reasoned judgement on the decision to be taken.

4.03 Quorum

- (a) A majority of Members present (in person and by proxy) at an annual or special meeting of the Corporation shall constitute a quorum.
- (b) If, within one-half hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Chair. At least forty-eight (48) hours' notice of the rescheduled meeting shall be given

4.04 Persons Entitled to be Present

- (a) The only persons entitled to attend a meeting of Members shall be those entitled to vote thereat, the Chief Executive Officer, the auditors of the Corporations, and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Letters Patent or By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting and with the consent of the majority of those Members attending said meeting.

ARTICLE 5. BOARD OF DIRECTORS

5.01 Nominations and Elections

- (a) The Governance Committee (as described in section 9.03) shall review all nominations for persons to be elected as Directors of the Corporation and shall prepare a slate of the names of those persons that it feels appropriate to nominate for election to the Board or to fill any vacancies.
- (b) Elections for the Directors shall be at the annual meeting of the Corporation.

5.02 Composition of the Board

The Board shall consist of fifteen (15) Directors, twelve(12) of whom shall be elected and three (3) of whom shall be ex-officio, as follows:

Elected – 11-13 Directors

- (i) Twelve (12) Directors shall be elected by the Members of the Corporation through the process outlined in this Article 5. The terms of the initial six (6) non-ex-officio Directors listed in the Letters Patent of Amalgamation expire in accordance with the Amalgamation Agreement.

Ex-Officio – Three Directors

- (ii) The ex-officio (non-voting) Directors of the Corporation shall be:
 - 1) The Chief Executive Officer; who may be appointed by the Board to serve as Corporate Secretary.
 - 2) The Hospital Administrator, subject to the approval of the Board.
 - 3) One (1) Director appointed by the board of the BCHS, subject to the approval of the Board.

5.03 Qualification of Directors

- (a) Every Director shall be eighteen (18) or more years of age and shall be a member in good standing of the Corporation, or shall become a member of the Corporation within ten (10) days after election or appointment as a Director and no un-discharged bankrupt shall become a Director.
- (b) No Excluded Person may be a Director.
- (c) Subject to (d) below, a Director must work or reside in the Catchment Area.
- (d) The Board, upon recommendation of the Governance Committee, may exempt up to two (2) elected Directors from residing in the Catchment Area upon election or re-election, provided that no more than two (2) elected Directors at any time are allowed to reside outside of the Catchment Area. If at any annual general meeting of the Corporation there are more than two (2) elected Directors who do not meet the requirements of (c) above, then the most recent Director(s) to cease to meet the such requirements shall be deemed removed from the Board at

the annual general meeting until the two (2) Director maximum is restored.

- (e) No Director shall serve as a Chair of the Board for more than two (2) consecutive annual terms. However, following a break in continuous service for at least one year, the same person may be re-elected or re-appointed to any office.

5.04 Election or Appointment of Directors and Term of Office

- (a) An elected Director shall be eligible for re-election for one more term, such term limited to a maximum of 3-years in duration.
- (b) No person may serve as an elected Director for more than six (6) consecutive years.
- (c) Notwithstanding 5.04 (b) above, elected Directors who are appointed to a position of Past Chair, Chair, Vice-Chair, or Treasurer, may be elected for an additional (third) term as Director, provided that such extension is necessary to fulfill the progression of appointments of these Officers as outlined in Article 7, sections 7.01 (b) and (c), with such appointment to the Board to extend only as long as the Director is an Officer as outlined in Article 7. Further, such extension of this third term shall be a maximum of four (4) years so that the maximum number of consecutive years on the Board is ten (10) years.
- (d) A former Director restricted by 5.04 (b) above may be eligible for election to the Board after a break in continuous service of at least one (1) year.
- (e) Subject to the provisions of this By-Law and subject to the Amalgamation Agreement, Directors shall be eligible for re-election.
- (f) In the event of any vacancy among the elected Directors (except through an increase in the number of Directors), such vacancy may be filled by a qualified person appointed by the Board. There must be a quorum of Directors to make such an appointment. Such appointment will only apply until the next annual meeting of the Corporation. If there is not a quorum of Directors to appoint a replacement Director, or if the Board so chooses, the vacancy shall be filled at the next meeting of Members by election.
- (g) The Board shall have the discretion to appoint a Director annually to support the operation of the Corporation, if the maximum number of Directors has not been exceeded, and if the Director has not served more than 10 years as a Director or Officer. There must be a quorum of Directors to make such an appointment.

5.05 Removal of Directors

- (a) The office of an elected Director shall automatically be vacated if:
- (i) the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
 - (ii) the Director is found to be a mentally incompetent person or becomes of unsound mind;
 - (iii) at a special meeting of the Members, a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members, removing a Director before the expiration of the Director's term of office, provided that in any given fiscal year no more than two (2) Directors can be removed pursuant to the powers provided to the Members pursuant to this clause;
 - (iv) the Director, by notice in writing to the Corporation, resigns office, and such resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later; or
 - (v) the Director dies.

The office of any elected Director may, at a special meeting of the Directors, be terminated by a simple majority resolution of the Board if a Director fails to comply with the Act, the Letters Patent, the By-Laws, the Rules and Regulations, the policies and procedures, including without limitation the confidentiality, Conflict of Interest, and standards of care requirements.

- (b) The Directors of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a meeting of Directors of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of their term of office and may by majority of the votes cast at such meeting elect any Director in their place for the remainder of their term if such Director has missed three (3) or more consecutive regular meetings of the Corporation, unless authorized by the Chair.

5.06 Remuneration of Directors

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

5.07 Standard of Care

Every Director and Officer of the Corporation, in exercising his powers and discharging his duties, shall:

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

5.08 Conflict of Interest

- (a) Every Director who, either directly or through one of his Associates, has or thinks he may potentially have a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation, shall disclose the nature and extent of the Conflict of Interest at a meeting of the Board.
- (b) The declaration of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.
- (c) If the Director and/or his Associates become(s) interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a conflict.
- (d) In the case of an existing contract, transaction, matter or decision, the declaration shall be made at the first meeting of the Board after the individual becomes a Director or the interest comes into being.
- (e) After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting on a contract, transaction, matter, or decision, nor shall the Director be counted in any required quorum with respect to the vote.
- (f) If a Director has made a declaration of Conflict of Interest in compliance with this By-Law, the Director is not accountable to the Corporation for any profits they may realize from the contract, transaction, matter or decision.
- (g) If the Director fails to make a declaration of their interest in a contract, transaction, matter or decision, as required by this By-Law, this failure may be considered grounds for termination of their position as a Director, in addition to any other remedies available to the Corporation under statute, equity or common law.

- (h) The failure of any Director to comply with the Conflict of Interest provisions of this By-Law does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- (i) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have his concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation. Thereafter, at the request of the Director who recorded the initial concern, the Board, after the Director alleged to have a Conflict of Interest has absented themselves from the room, shall vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board finds the person in a Conflict of Interest, such interested Director shall absent himself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.
- (j) If the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
- (k) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.
- (l) Where the number of Directors who, by reason of the provisions of this Section, are prohibited from participating in a meeting is such that, at that meeting the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than three (3).
- (m) Where, in the circumstances mentioned in the preceding paragraph, the remaining number of Directors who are not prohibited from participating in the meeting is less than three (3), the Chair of the Board may apply to the Superior Court of Justice on an *ex parte* basis for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises, or such other relief as the Court may consider appropriate.

5.09 Confidentiality/Public Relations

- (a) Every Director, Officer, and employee of the Corporation and every member of a committee appointed or authorized by the Board shall respect the confidentiality of matters brought before the Board or any

such committee or coming to their attention in the course of their duties, keeping in mind that unauthorized statements may adversely affect the interests of the Corporation.

- (b) All persons referenced in (a) above shall abide by all applicable confidentiality policies of the BCHS as well as applicable legislation regarding patient information and privacy should they come across such information in the course of their duties.
- (c) No statements respecting such matters shall be made to the public or the press by any Director, Officer, or employee except as authorized by the Board.
- (d) Persons, other than persons referred to in paragraph (a) above, permitted to attend any meeting of the Board or any meeting of a committee established or authorized by the Board or by the By-Laws shall be advised that they are required to respect the confidentiality of all matters coming to their attention during any such meeting and shall undertake accordingly.

5.10 Responsibilities and Powers of the Board

- (a) The Board shall govern and oversee the management of the Corporation in accordance with the Letters Patent, the By-Laws, rules and policies of the Corporation and the terms and provisions of applicable legislation.
- (b) The Corporation shall meet its annual disbursement requirements under the *Income Tax Act* (Canada) by complying with the Corporation's Expenditure Guidelines. The Expenditure Guidelines shall be determined jointly from time to time by the Corporation's Board and the BCHS's board of directors. Notwithstanding the above, any amendments to the Corporation's Expenditure Guidelines must be approved by the Corporation's ex-officio Directors.

ARTICLE 6. REGULAR AND SPECIAL MEETINGS OF THE BOARD

6.01 Regular Meetings

- (a) The Board shall meet at the Head Office or another place in Ontario determined by the Board, at such time, and by such means as the Board may from time to time determine.
- (b) There shall be at least four (4) regular meetings per year.
- (c) No person other than Board members may attend meetings of the Board except:

- (i) upon the invitation by the Chair of the Board; or
- (ii) upon the invitation by the Chief Executive Officer.

6.02 Special Meetings

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

- (a) the Chair of the Board; or
- (b) any three (3) Directors, by written request.

6.03 Notice of Regular and Special Meetings

- (a) Notice of regular Board meetings shall be sent by ordinary mail, electronic transmission or courier at least five (5) days before the date on which the meeting is to be held.
- (b) Notice of a special meeting of the Board shall be given at least twenty-four (24) hours in advance of the meeting. Notice may be given by electronic means or by courier. If the meeting is called with less than five (5) days notice, then notice shall include a telephone call as well. The notice of a special meeting shall state the purpose for which it is called.
- (c) Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the annual meeting of Members at which the Board is elected.

6.04 Quorum

- (a) A quorum at any meeting of the Board shall be the presence in person of a majority of the Directors entitled to vote.
- (b) No meeting of the Board shall be duly constituted for the transaction of business unless a quorum is present. There will be no representation by proxy at any regular or special meeting of the Board.
- (c) If, within one-half hour after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Chair. At least forty-eight (48) hours' notice of the rescheduled meeting shall be given.

6.05 Chair of Board Meetings

Board meetings shall be chaired by:

- (a) the Chair of the Board; or,
- (b) if the Chair of the Board is absent, the Vice-Chair of the Board; or,
- (c) if the Chair and Vice-Chair of the Board are absent, a Director elected by the Directors present to serve as chair.

ARTICLE 7. OFFICERS

7.01 Officers

- (a) The Board shall elect at its first meeting following the annual meeting of the Corporation the following Officers of the Corporation from amongst the Directors:
 - i. the Past-Chair of the Board;
 - ii. the Chair of the Board;
 - iii. Vice-Chair of the Board;
 - iv. the Corporate Secretary; and
 - v. the Treasurer.
- (b) The positions of Past-Chair, Chair, Vice-Chair, and Treasurer will typically be two-year appointments.
- (c) Typically, the position of Chair will be filled by the Vice-Chair, the position of Vice-Chair, and the position of Treasurer will be filled by appropriate elected Directors, as decided upon by the Board. In exceptional circumstances, it may be necessary to temporarily alter this progression of appointments, which may be done upon approval of the Board.
- (d) Upon the election of the Chair of the Board, the Director formerly serving as Chair, shall become the Past-Chair and continue to hold office as both an Officer and Director of the Corporation.
- (e) The Chief Executive Officer shall be a non-voting Officer of the Corporation and shall be President of the Corporation as that term is defined under the Act. This position shall also serve in a year by year appointment in the capacity of Corporate Secretary for the Corporation, at the discretion of the Board.

- (f) Any Officer of the Corporation shall cease to hold office as an Officer of the Corporation, upon resolution of the Board.

7.02 Duties of the Past-Chair of the Board

The Past-Chair of the Board shall, without limitation:

- a) Have the same duties and responsibilities as any Director of the Board
- b) Ensure that Board policies and operational procedures are reviewed regularly and created as appropriate for the approval of the Board.

7.03 Duties of the Chair of the Board

The Chair of the Board shall, without limitation:

- (a) preside at all meetings of the Board and act as Chair of such meetings;
- (b) report to the Directors and Members at the annual meeting of the Corporation and at all such other times as the Chair of the Board may consider advisable or necessary, concerning the operations of the Corporation;
- (c) be responsible for the naming of members of committees not otherwise provided for in the By-Laws;
- (d) have the right, in their discretion, to serve as an *ex officio* voting member of all standing and special committees;
- (e) represent the Corporation at both public and other official functions; and
- (f) assume and perform such other duties as may from time to time be assigned to them by the Board.

7.04 Duties of the Vice-Chair of the Board

The First Vice-Chair of the Board shall, without limitation:

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

7.05 Duties of the Corporate Secretary

(a) The Corporate Secretary shall:

- (i) ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and committees appointed or authorized by the Board;
 - (ii) have custody of all minute books, documents and registers of the Corporation and ensure that the same are maintained as required by the Act and other applicable legislation;
 - (iii) be the custodian of the seal, if any, of the Corporation;
 - (iv) maintain copies of all testamentary documents and trust instruments by which benefits are conferred upon the Corporation and provide information respecting same to the Office of the Public Guardian and Director as required by the *Charities Accounting Act (Ontario)*;
 - (v) perform such other duties as may be required of the Corporate Secretary by the Board.
- (b) The Corporate Secretary may delegate the performance of their duties to any person(s) as approved by the Board, but the Corporate Secretary shall retain responsibility for ensuring the proper performance of such duties.

7.06 Duties of the Treasurer

(a) The Treasurer of the Corporation shall:

- (i) keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation;
- (ii) under the direction of the Board, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation;
- (iii) at each regular meeting of the Board, submit a financial statement or report indicating the financial position of the Corporation at the close of the preceding month and submit to the Board, whenever

required, an account of all transactions as Treasurer and a detailed report respecting the financial position of the Corporation;

- (iv) at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation;
 - (v) cause the accounts of the Corporation to be audited, and cause to be prepared financial statements and an auditor's report as prescribed by law;
 - (vi) submit quarterly certificates to the Board in respect of the previous quarter evidencing that all wages owing to employees and source deductions relating to the employees that the Corporation is required to deduct and remit to the proper authorities (including the *Income Tax Act*, Canada Pension Plan, the *Employment Insurance Act* and the *Employer Health Tax Act*) have been made and remitted to the proper authorities, and that all taxes collected pursuant to the *Excise Tax Act* (GST) and the *Retail Sales Tax Act* (Ontario) have been collected and remitted to the appropriate authorities; and
 - (vii) perform such other duties as may from time to time be assigned to the Treasurer by the Board.
- (b) The Treasurer may delegate the performance of their duties to any person(s) as approved by the Board, but the Treasurer shall retain responsibility for ensuring the proper performance of such duties.

7.07 Duties of the Chief Executive Officer

- (a) The Chief Executive Officer shall be appointed by the Board in accordance with its approved selection process.
- (b) The Chief Executive Officer shall be responsible to the Board for the management of all affairs of the Corporation as directed by the Board. The Chief Executive Officer's duties include organization and operation of the Corporation, such duties delegated to the Chief Executive Officer by the Board through Board policies. The Chief Executive Officer shall be accountable to the Board for the accomplishment of applicable Board policies.

7.08 Vacancies

Except for the office of Past-Chair, if the office of any Officer shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board, by

majority vote of a quorum of Directors, may appoint a Director from the existing Board to fill such vacancy. Such appointment shall last only until the close of the next annual meeting of the Corporation, but if such person continues to be Director after the annual meeting, is eligible to be re-elected as an Officer of the Corporation

ARTICLE 8. INDEMNIFICATION OF DIRECTORS AND OFFICERS

8.01 Indemnity

Subject to Section 5.07, every Director or Officer of the Corporation, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of the duties of his office; and
- (b) all other costs, charges and expenses that they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect, fraud, dishonesty, or default.

8.02 Protection

For the protection of Directors and Officers:

- (a) No Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such Director's or Officer's respective office or trust or in relation thereto, unless the same shall happen by or through such Director's or Officer's own wrongful and wilful act or through their own wrongful and wilful neglect or default.

- (b) Directors and Officers shall not be liable to the Corporation for any costs, charges, expenses, loss or liability which the Corporation shall suffer or incur for, by reason of, arising out of, or in any way relating to any act, deed, matter or thing made, done or permitted to be done or omitted to be done by them in the performance of their duties and functions (or in the performance of what they honestly believed was in the proper performance of their duties and functions), provided they acted or made such omission honestly, in good faith and without fraud or fraudulent intent.

8.03 Insurance

The Board may cause to be purchased such insurance as it considers advisable and necessary to ensure that Directors and Officers will be indemnified and saved harmless in accordance with this By-Law; the premiums for such insurance coverage shall be paid from the funds of the Corporation.

ARTICLE 9. COMMITTEES OF THE BOARD

9.01 Establishment of Committees

- (a) The Board may establish standing and special committees whose members will hold their offices at the will of the Board.
- (b) The standing committees of the Board shall be the Executive Committee, the Governance Committee, the Audit Committee, the Finance and Investment Committee, and such other standing committees of the Board whose duties are normally continuous.
- (c) Special committees shall be those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- (d) The members of any committee need not be Members of the Corporation.
- (e) Committee Chairs may serve for 2 a year term, but not to exceed 2 consecutive terms.

9.02 Executive Committee Terms of Reference

- (a) The Executive Committee shall consist of:
 - (i) the Chair of the Board, who shall chair the Executive Committee;
 - (ii) the Vice-Chair of the Board;

- (iii) the Corporate Secretary; as the Chief Executive Officer
 - (iv) the Treasurer;
 - (v) the Past-Chair,
 - (vi) such other Director or Directors as the Board may appoint from time-to-time.
- (b) The Executive Committee shall;
- (i) meet only in the event of the Chair's inability to constitute an emergency meeting of the Board and achieve quorum, in which case the Executive Committee shall be entitled to, pursuant to section 70(1) of the Act, exercise all of the powers of the Board and report to the Board at the next meeting on any such actions taken; and,
 - (ii) perform such other duties as assigned from time to time by the Board by By-law, resolution or policy: and,
 - (iii) meet from time to time informally to discuss matters pertinent to the work of the Corporation.

9.03 Governance Committee

- (a) The Governance Committee shall consist of:
- (i) the Chair;
 - (ii) the Vice-Chair;
 - (iii) The Past-Chair;
 - (iv) the Chief Executive Officer; and
 - (v) such other Director or Directors as the Board may appoint from time-to-time.
- (b) The chair of the Governance Committee shall be the Vice-Chair of the Board.
- (c) The Governance Committee shall:
- (i) perform those nominating functions and responsibilities set out in the By-laws;

- (ii) manage the process for determining the annual objectives for the Board;
 - (iii) be responsible for providing an adequate orientation and continuing education process for the Board;
 - (iv) develop performance indicators and implement monitoring practices to evaluate the performance of the Board and Directors;
 - (v) review duties and responsibilities of Directors, including those of the Chair and Vice-Chair;
 - (vi) submit recommendations to the Board that are designed to enhance the effectiveness of the Board;
 - (vii) maintain and monitor the structure of the Board, Corporation By-Laws, policies, and key governance documents and recommend revisions as appropriate;
 - (viii) determine circumstances when a committee or Director is entitled to engage legal services (or other services) to discharge their duties;
 - (ix) report to the Board on matters concerning tenure of Directors and on-going succession planning for officer positions of the Board; and
 - (x) ensure the By-Laws of the corporation are in good standing
 - (xi) perform such other duties as may be requested by the Board.
- (d) Meetings of the Governance Committee shall be held at the call of the committee chair or upon the request of any two (2) committee members.

9.04 Audit Committee

- (a) The Audit Committee shall consist of:
 - (i) the Chair;
 - (ii) the Treasurer;
 - (iii) three (3) elected Directors; and,
 - (iv) such other Director or Directors as the Board may appoint from time-to-time.
- (b) The chair of the Audit Committee shall be appointed by the Board, but shall not be the Treasurer.

- (c) Employees of the Corporation shall not be voting or ex-officio members of the Audit Committee, but may be invited as guests of the Audit Committee from time to time.
- (d) The Audit Committee shall:
 - (i) review with management and the auditor the annual audited financial statements including the auditor's judgment about the quality, not just acceptability, of accounting principles, the reasonableness of significant judgments, and the clarity of the disclosures in the financial statements;
 - (ii) discuss the results of the annual audit and any other matters required to be communicated to the committee by the auditor under generally accepted auditing standards with the auditor (in the absence of those noted in paragraph (b) above);
 - (iii) consider and recommend to the Board the reappointment or appointment of the auditor, to be recommended to the Members at the annual meeting of the Corporation;
 - (iv) review and approve internal audit plans, including the nature and scope of specific internal audit projects to be carried out, and receive the reports and recommendations arising from such internal audit projects;
 - (v) obtain assurance that management has established the appropriate control environment that emphasizes accountability of employees for the management of funds, and has implemented appropriate:
 - 1) policies and procedures with respect to controlling and safeguarding assets, such as insurance coverage;
 - 2) systems of internal control over financial reporting;
 - 3) policies and procedures to ensure compliance with legal, regulatory, ethical and environmental requirements; and
 - 4) disaster recovery procedures with respect to the Corporation's computer systems;
 - (vi) assist the Board in ensuring the on-going financial viability of the Corporation;
 - (vii) ensure the credibility and objectivity of the financial reports; and

- (viii) assume responsibility for any other matter that the Board believes is important to its mandate and chooses to delegate to the Audit Committee.
- (e) The Board shall strive to ensure that at least two (2) members of the Audit Committee are financially literate and at least one (1) member has accounting or related financial expertise.
- (f) The auditor may submit to the Audit Committee, for any one of its meetings, a report in writing, without any requirement for personal attendance, and such report shall be tabled for discussion at the next meeting at which meeting the auditor may attend and be heard. The Treasurer or his delegate shall send a copy of the minutes of such meeting of the Audit Committee to the auditor.
- (g) The Audit Committee will meet at least two (2) times yearly.

9.05 Finance and Investment Committee

- (a) The Finance and Investment Committee shall consist of:
 - (i) the Treasurer, who shall be chair of the Finance and Investment Committee;
 - (ii) the Chair;
 - (iii) the Vice-Chair;
 - (iv) the Chief Executive Officer; and,
 - (v) such other Director or Directors as the Board may appoint from time-to-time.
- (b) The Finance and Investment Committee shall:
 - (i) be responsible to the Board for studying and recommending to the Board for approval, a detailed annual budget for operating revenues and expenditures for the fiscal year;
 - (ii) review on a regular basis, the actual versus budgeted operating results and related variance analysis and act to achieve desired results as appropriate;
 - (iii) review annual financial statements and related auditors' reports and to review internal control recommendations of the auditors;
 - (iv) inform and advise the Board on financial matters as required

- (v) provide for the secure investment of funds donated, transferred, bequeathed, or otherwise acquired by the Corporation or the BCHS and to maximize the yield on invested funds within the approved investment policies and guidelines;
 - (vi) recommend investment policies and guidelines that:
 - 1) abide by prevailing legislation and by-laws of the Corporation; and
 - 2) meet reasonable standards of investment risk tolerance and those risk expectations of the Corporation and the BCHS;
 - (vii) advise as to the most appropriate investment manager;
 - (viii) review quarterly the performance of the investment manager; and,
 - (ix) review the reasonableness of the investment management and custody fees.
- (c) The Finance and Investment Committee will meet at least two times per year.

9.06 Terms of Reference for Other Committees

The functions, duties, responsibilities, composition (including chair) and mandate of all other committees shall be provided either in a Board Committee Policy to be prepared and reviewed by the Board from time to time or in the resolution of the Board by which such committee is established.

9.07 Quorum and Procedures for Committees

- (a) Unless otherwise determined by the Board, a quorum for a committee shall consist of a majority of the voting members of a committee.
- (b) Procedures at committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or in the Board Committee Policy.

ARTICLE 10.

ARTICLE 11. FINANCIAL MATTERS

11.01 Bonding-Fidelity Insurance

- (a) Directors, Officers and employees, as the Board may designate, may secure from a guarantee company a bond of fidelity of an amount approved by the Board.
- (b) At the discretion of the Board, the requirements of paragraph (a) above may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy.
- (c) The Corporation shall pay the expense of any fidelity bond or policy secured under paragraphs (a) or (b) above.

11.02 Authorized Signing Officers

- (a) Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by two of the following: Chair, Vice-Chair, and Treasurer of the Corporation or such other official designated by the Board.
- (b) Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any one of the Chief Executive Officer, the Chair, Vice-Chair, and Treasurer or by any person authorized by the Board acting in accordance with and within the limits of Board policy.

11.03 Banking and Borrowing

- (a) Bank accounts of the Corporation shall be kept at such banks and in such places and shall be operated in such manner and by such person or persons as the Board shall from time to time determine by By-law.
- (b) The Board may from time to time:
 - (i) borrow money on the credit of the Corporation;
 - (ii) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;

- (iii) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
- (iv) delegate the powers conferred on the Board under this paragraph to such Officer or Officers of the Corporation and to such extent and in such manner as the Directors shall determine.

11.04 Seal

The Board may resolve to have a corporate seal of the Corporation and it shall be entrusted to the Corporate Secretary (or delegate) for safekeeping.

11.05 Investments

- (a) The Board may invest in any investments which are authorized by the Corporation's investment policy. The Corporation's investment policy and disbursement policy shall be developed by the Board.
- (b) The Corporation's investment policy shall be jointly determined from time to time by the Corporation's Board of Directors and the BCHS's board of directors and shall be in accordance with the *Trustee Act* (Ontario). The Corporation's investment policy shall be reviewed annually.

11.06 Trust Funds

- (a) No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by the *Trustee Act* (Ontario).
- (b) The Corporate Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of, the Corporation.
- (c) The Secretary shall give notice to the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in paragraph (b) above that come into the control or possession of the Corporation and the notice shall be accompanied by an attested or notarial copy of the testamentary or trust document.
- (d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer

complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).

- (e) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

11.07 Auditor

- (a) The Corporation shall at its annual meeting appoint an auditor who shall not be a Member or employee of the Corporation, or a partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accountancy Act* (Ontario), to hold office until the next annual meeting of the Corporation.
- (b) The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

11.08 Fiscal Year

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

ARTICLE 12. NOTICES

12.01 Service

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

12.02 Signatures to Notices

The signature to any notice may be written, stamped, typewritten, printed or partly written, stamped, typewritten or printed.

12.03 Computation of Time

Where a given number of days notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.

12.04 Proof of Service

A certificate of the Secretary, Treasurer or any other Officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, Director, Officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or auditor of the Corporation, as the case may be.

ARTICLE 13. ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

13.01 Amendment

- (a) Subject to paragraphs (b) and (c) below, the Board may by a majority vote, pass or amend the By-Laws of the Corporation from time to time.
- (b) The Board may by majority vote, provided the ex-officio Directors approve the motion, amend the Letters Patent or amend sections 5.01, 5.03, 5.05, 5.10(b), and 12.01 of this By-Law.
- (c) The Board may by Special Resolution only amend sections 3.01, 4.04(a), 5.02, and 6.04(a) of the By-Laws.

13.02 Notice

- (a) Where it is intended to pass or amend the By-Laws at a meeting of the Board, written notice of such intention shall be sent by the Corporate Secretary to each Director at his address as shown on the records of the Corporation by prepaid mail or courier not less than five (5) days before the meeting.
- (b) Where the notice of intention required by paragraph (a) above is not provided, any proposed By-Laws or amendments to the By-Laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.

13.03 Effective Date

Subject to Sections 12.01 and 12.04 below and except as expressly provided in these By-Laws or in the Act, the By-Laws or an amendment to the By-Laws passed by the Board have full force and effect:

- (a) from the time the motion was passed; or
- (b) from such future time as may be specified in the motion.

13.04 Approval by Members

- (a) The By-Laws or an amendment to the By-Laws passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-Laws or amendment to be presented.
- (b) The Members at the annual meeting or at the special general meeting may confirm the By-Laws as presented or reject or amend them, and if rejected, they thereupon cease to have effect, and if amended, they take effect as amended.
- (c) Any amendment to the portion of the By-Laws relating to the borrowing powers of the Corporation is not effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of Members duly called for considering it.

13.05 Rejection

In any case of rejection, amendment, or refusal to approve the By-Laws or part of the By-Laws in force and effect in accordance with any part of this Section, no act done or right acquired under any such By-Laws is prejudicially affected by any such rejection.

ENACTED as By-Law No. 1 this _____ day of _____, 2023.

WITNESS the seal of the Corporation.

Chair

Corporate Secretary

CONFIRMED by the Members this _____ day of _____, 2023.

Chair

Corporate Secretary