

ST. JOSEPH'S AT FLEMING

Peterborough, Ontario

BY-LAW NO. 1 (2024)

Amended at the Annual General Meeting, June 19, 2024

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BY-LAW NO. 2010-1 ST. JOSEPH'S AT FLEMING

PREAMBLE

WHEREAS Marycrest Home for the Aged at 200 St. Luke's Avenue, City of Peterborough, K9H 1E7, was established by The Sisters of St. Joseph of the Diocese of Peterborough in Ontario to serve the community and surrounding area.

AND WHEREAS The Sisters of St. Joseph deemed it appropriate that the ownership, operations, assets, and liabilities of Marycrest Home for the Aged be transferred to a separate Corporation incorporated for such purpose and have caused a Corporation known as Marycrest Home for the Aged to be incorporated by Letters Patent dated the 31st day of December, 1990 to provide and operate a charitable non-profit long-term care facility (the "Corporation"). As a condition of the transfer, The Sisters of St. Joseph deemed it appropriate that the Corporation be continually sponsored by a diocese, parish, religious institute, juridic person or an association of Christ's faithful which carries out the ministry of Catholic health care as part of the mission of the Catholic Church, and in conformity with canon law; or any such body which is deemed by the competent authority to be conducting this ministry in accordance with the teaching of the Catholic Church;

AND WHEREAS the Board of Directors of the Corporation enacted By-Law No. 1 on September 29th, 1990 being a General By-Law relating to the administration of its affairs;

AND WHEREAS the Corporation, Anson House, and Fleming College cooperated in June of 2004 for purposes of creating a new long-term care facility known as St. Joseph's at Fleming;

AND WHEREAS the Letters Patent of the Corporation dated the 29th day of September, 1990 have been amended by Supplementary Letters Patent dated the 10th day of June, 2011 to change the name of the Corporation from "Marycrest Home for the Aged" to "St. Joseph's at Fleming";

AND WHEREAS the Board of Directors of the Corporation with the approval of its members wish to repeal By-Law No. 1 of the Corporation enacted the 29th day of September, 1990 and to replace it with a new By-Law No.2010-1.

NOW THEREFORE BE IT ENACTED that By-Law No. 1 of the Corporation dated September 29th, 1990 be and the same is hereby repealed, and

BE IT FURTHER ENACTED that the following be and is hereby enacted as By-Law No. 2010-1 of the Corporation, a corporation incorporated pursuant to the Laws of the Province of Ontario regarding the regulation of its affairs;

ARTICLE 1 INTRODUCTION

1.1 Background

St. Joseph's at Fleming is a Catholic healthcare organization.

St. Joseph's at Fleming is sponsored by the Catholic Health Corporation of Ontario, operating as Catholic Health Sponsors of Ontario. Sponsorship refers to the way in which the Catholic identity of health institutions is granted by the Catholic Church and how to ensure its operations conform to the founders' Mission and values.

The following Statement of Philosophy and Mission is hereby adopted by the Directors and Members of the Corporation as the Statement of Philosophy and Mission which shall, in addition to the objects as set out in the Corporation's Letters Patent, govern, and regulate the management and operations of the affairs of the Corporation.

Philosophy

- (1) We value the Mission of the Congregation of The Sisters of St Joseph and become partners with them in the care of the elderly. We believe that our service is inspired by a Judeo-Christian philosophy of care of the sick, the poor and the elderly which emphasizes the innate dignity and worth of each person, attributes which are not lessened because of age or any deficiency in physical or mental state, social or economic status, race, colour or creed.
- (2) We believe that care and compassion are essential in fostering sanctity of life and are characteristic of all interrelations with Residents because of their personal work and dignity regardless of race, creed, sex, or financial status. We believe we are stewards of resources entrusted to us for the service of the community and this demands collaboration and cooperation with other support services and program providers to maximize the best use of our resources.
- (3) We believe Residents should be encouraged to make choices as an expression of their individual freedom and self-respect. We believe that the practice of Catholic care for persons of low income, senior citizens primarily of low or modest income and disabled persons of low or moderate income includes scientific and professional expertise fused with the practice of Christian virtue in the care of those persons and in relationships with staff, volunteers and visitors.
- (4) We believe Residents should receive care according to their individual needs; this concept is one of holistic care: physical, spiritual, emotional, and social. We believe in the medical/moral principles provided by the Canadian Conference of Catholic Bishops and through our policies and procedures maintain the practice of such principles.
- (5) We believe that care is provided through the involvement of the family, a multi-disciplinary team, and a residence-like environment. Should the care needs of a Resident exceed our available resources, a referral is made for alternate placement.
- (6) We believe in promoting personal growth by offering educational and pastoral programs for families, employees, volunteers, and whenever possible, the community-at-large.

Mission – The mission of the Corporation is to be a charitable, not-for-profit long-term care health provider committed to excellence in the delivery of quality care and services to persons of all faiths. Continuing the legacy of the Sisters of St. Joseph of Peterborough, the Corporation takes pride in a model of care distinguished by compassion, dignity, respect and integrity.

1.2 Definitions

“Act” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended, or re-enacted from time to time;

“Board” and “Board of Directors” means the Board of Directors of the Corporation;

“By-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect”;

“CEO” means the person appointed pursuant to the By-law to be Chief Executive Office of the Corporation;

“CHCO” means the Catholic Health Corporation of Ontario, which also carries on business as Catholic Health Sponsors of Ontario (**“CHSO”**);

“Chair” means the Chair of the Board;

“Corporation” means the corporation incorporated without share capital under the Act by letters patent dated December 31, 1990 and named Marycrest Home for the Aged” and further amended by way of Supplementary Letters Patent dated June 20, 2011 and named St. Joseph’s at Fleming”;

“Designated Amount” means the amount set from time to time by CHCO whereby the Corporation requires the approval of the members in respect to any purchase, sale, lease, encumbrance or disposition of any kind;

“Director” means a member of the Board;

“Ex officio” means membership by virtue of the office and includes all rights, responsibilities and power to vote unless otherwise specified;

“Extraordinary Resolution” means a resolution that is submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least eighty per cent (80%) of the votes cast, or consented to by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member’s attorney;

“Government Regulations” means the regulations made under the Act as amended, restated or in effect from time to time;

“Health Ethics Guide” means the Health Ethics Guide of the Catholic Health Alliance of Canada as approved from time to time by the Canadian Conference of Catholic Bishops;

"In Camera" means a meeting that is held in private and that is not open to the public, with all discussions to be kept in strictest confidence;

"Letters Patent" means the letter patent incorporating the Corporation, as from time to time amended and supplemented by supplementary Letters Patent;

"Member" means a person who is or has become a Member of the Corporation in accordance with Article 2.1;

"Minister" means the Minister of Health and Long-Term Care for Ontario;

"Ordinary Resolution" means a resolution submitted to a meeting of the Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or consented to in writing by each Member entitled to vote at a meeting of Members or by the Member's attorney;

"President" means the president of the Corporation who shall also be its Chief Executive Officer";

"Residents" means those persons residing at the Home who receive services and programs offered by the Corporation;

"Special Resolution" means a resolution submitted to a Special Meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two thirds (2/3rds) of the votes cast, or consented to in writing by each Member of the Corporation entitled to vote at a meeting of the Members or by the Member's attorney;

"The Sisters of St. Joseph" means The Sisters of St. Joseph of the Diocese of Peterborough in Ontario;

"Vice Chair" means the person elected as vice-chair of the Board;

1.03 Interpretation. – This By-law shall be, unless the context otherwise specifies or requires, interpreted in accordance with the following:

- (a) all terms contained in this By-law of the Corporation, and which are defined in the Not-For-Profit Corporations Act 2010, the Long-Term Care Homes Act shall have the meanings given to such terms in those Acts, except as provided otherwise;
- (b) the use of the singular number shall include the plural and vice versa, and words importing one gender include all genders.
- (c) the headings used in the By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms of provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions;
- (d) 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.

ARTICLE 2 MEMBERS AND CONDITIONS OF MEMBERSHIP

2.1 Members of the Corporation

- (a) The Members of the Corporation shall be those persons from time to time serving as directors of CHCO. The Members shall be entitled to notice of all meetings of Members and to attend, speak and vote at such meetings.
- (b) If a person ceases to be a director of CHCO or of the Corporation, his or her membership in the Corporation shall terminate. The secretary of CHCO shall notify the Corporation's Secretary of any change in its directors.

2.2 Dues - There shall be no dues or fees payable by Members.

2.3 Transfer of Membership – Membership in the Corporation is not transferable.

2.4 Termination of Membership – A Membership is terminated immediately if:

- (a) the Member resigns by notice in writing to the Secretary of the Corporation, which resignation shall take effect on the date of receipt of such notice by the Secretary;
- (b) the Member dies;
- (c) the Member ceases to be a Director of CHCO; or
- (d) the Corporation is liquidated or dissolved under the *Not-for-Profit Corporations Act*, 2010.

ARTICLE 3 RESPONSIBILITIES, RIGHTS AND AUTHORITY OF THE MEMBERS OF THE CORPORATION

3.1 Authority and Responsibility of the Board - Members recognize that the Board has the authority and responsibility to govern and manage the operation of the Corporation in accordance with the By-law and pursuant to all relevant legislation, save and except for the powers expressed and reserved in Article 3.2.

3.2 Reserved Powers of the Members. – The following matters shall each require the enactment of a by-law or the passage of a resolution of the Board of the Corporation which, to become effective, shall require the approval by Ordinary Resolution of the Members:

- (a) establishing the philosophy mission, vision and values of the Corporation or making any change in the philosophy, mission, vision or values or the nature or purpose of the Corporation;
- (b) amending the Letters Patent or By-laws of the Corporation;
- (c) purchasing, leasing or otherwise acquiring, alienating, selling, exchanging or otherwise disposing of or encumbering or pledging as security real or personal property of the Corporation or any right or interest therein having a value in excess of the Designated Amount;
- (d) entering into contracts, leases, borrowing arrangements or other agreements including lines of credit in excess of the Designated Amount;

- (e) incurring on behalf of the Corporation any material debt or obligation, including a line of credit or issuing bonds or debentures with a face value greater than the Designated Amount. This requirement applies to:
 - (i) any series of obligations that would, in the aggregate, exceed the Designated Amount; and
 - (ii) any debt obligation that, if incurred, would cause the aggregate debt of the Corporation to exceed the Designated Amount;
- (f) electing, appointing or terminating Directors;
- (g) appointing an auditor;
- (h) electing, appointing or dismissing the President, CEO, Chair or Vice-Chair of the Corporation, or Interim President, CEO or Chair;
- (i) any proposed affiliation, merger, or joint venture between the Corporation and other entity;
- (j) committing to any construction project in excess of the Designated Amount; and
- (k) establishing a subsidiary corporation or related organization

ARTICLE 4 MEETINGS OF THE MEMBERS

4.1 Annual and Special Meetings of Members – The Board shall call an annual meeting of the Members not later than 15 months after the last annual meeting. The Board may also call a special meeting of the Members at any time. The Members of the Corporation who hold at least 10% of votes that may be cast at a meeting, may requisition the Directors to call a meeting for the purposes stated in the requisition. Any such meeting shall be held at the registered office of the Corporation or such other place in Ontario and on such day as the notice of meeting specifies.

4.2 Reports, Statements and Business to be Received at Annual Meetings. - At every annual meeting of the Members, in addition to any other business that may be transacted, the following shall be presented to the Members:

- (a) reports of the Chair and the CEO of the Corporation;
 - (b) financial statements of the Corporation; and
 - (c) report of the Corporation's auditors.
- In addition, the following shall occur:
- (i) Directors shall be elected; and
 - (ii) Corporation's auditor shall be appointed.

ARTICLE 5 NOTICE OF MEETINGS AND WAIVER OF NOTICE

5.1 Notice

- (a) Notice of all meetings of Members shall be given to each Member and to each Director and to the Corporation's auditor. Any person entitled to such notice may waive such notice in writing either before, at, or after the meeting to which the notice relates. Any person attending and participating in any meeting shall be deemed to have waived notice thereof if notice shall not have been provided to such person, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

- (b) For the purpose of Article 5.1(a) above, notice shall be given by mail, courier, personal delivery, telephone, electronic or other communication facility to each person entitled to notice, during a period of at least ten (10) and not more than fifty (50) days before the day on which the meeting is to be held.
- (c) Notice of a special meeting shall state the nature of the business to be considered in sufficient detail to permit a Member to form a reasoned judgment on the business and shall state the text of any Special Resolution to be submitted to the meeting.

5.2 Electronic Participation and Meetings by Electronic Means

- (a) Any person entitled to attend a meeting of the Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the Corporation makes such means available. A person so participating in a meeting is deemed to be present at the meeting.
- (b) The Board or Members may determine that a meeting of the Members shall be held entirely by means of such telephone, electronic or other communication facilities that permit all participants to communicate adequately with each other during the meeting and a Member participating in a meeting by such means is deemed to be present at the meeting.

5.3 Resolution in Lieu of a Meeting – Subject to the provisions of the Act, a resolution in writing signed by all Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Members.

5.4 Error or Omission in Notice – No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat. For the purpose of sending notice to any Member, Board Member or Officer for any meeting or otherwise the address of the Member, Board Member or Officer shall be the last address recorded on the books of the Corporation.

5.5 Adjournment – Any meeting of the Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

5.6 Chair – The chair of CHCO shall if present, be chair of all meetings of Members. In the absence of the chair of CHCO, another Member elected by the Members shall act as chair.

ARTICLE 6 VOTING

6.1 Voting of Members. – Each Member shall have one vote on each motion arising at any special or general meeting of the Members. Votes shall be cast by the Member and not by proxy.

6.2 Show of Hands and Casting Vote – At all meetings of Members every question shall be decided by Ordinary Resolution of the Members present, unless otherwise required by law or

this By-law. Every question shall be decided in the first instance by a show of hands, unless a poll is demanded by any Member. Upon a show of hands, every Member shall have one vote, and unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or not carried, and an entry to that effect in the minutes of the Corporation, shall be admissible in evidence as *prima facie* proof of the fact, without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by a majority of votes given by the Members, and such poll shall be taken in such manner as the Chair of the meeting shall direct, and the result of such poll shall be deemed the decision of the Members upon the matter in question. In case of an equality of votes at any meeting of Members, whether upon a show of hands or at a poll, the motion is defeated.

6.3 Electronic, Mail or Telephone Voting – The Members may vote by mail, telephone or electronic means if such means are made available. Such alternative means of voting must:

- (a) allow for verification that the votes are made by the Members entitled to vote; and
- (b) not allow the Corporation to identify how each Member voted.

6.4 Proxies

- (a) Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend the meeting on the Member's behalf to act in the manner set out in the proxy to the extent and with the power conferred by the proxy. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:
 - i. the Member entitled to vote;
 - ii. the attorney of the Member entitled to vote authorized in writing under a valid power of attorney; or
 - iii. if the Member is a body corporate, by an Officer or attorney of the body corporate duly authorized.
- (c) A proxy is valid only at the meeting in respect of which it is given or at the continuation of that meeting after an adjournment.
- (d) Subject to the Government Regulations, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.
- (e) A proxy shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe. The Board may set a deadline to deposit proxies, such deadline shall not exceed forty-eight (48) hours excluding Saturdays and holidays before the meeting.

- (f) A Member may revoke a proxy by depositing a revocation signed by the Member or the Member's attorney, or as otherwise permitted by law. The revocation must be received at the registered office of the Corporation at any time up to the last business day before the day of the meeting at which the proxy is to be used, or by the chair of the meeting on the day of the meeting.

ARTICLE 7 QUORUM OF MEMBERS

- 7.1 Quorum of Members** – A quorum for the transaction of business at any meeting of Members shall consist of fifty percent (50%) plus one (1) of the Members entitled to vote at the meeting.

ARTICLE 8 BOARD OF DIRECTORS OF THE CORPORATION

- 8.1 Directors** – Until changed by Special Resolution of the Members, the number of Directors shall be up to fourteen (14) Members. The composition of the Board shall be constituted as follows:

- (a) one (1) designate of CHCO nominated by its board;
- (b) the Bishop of Peterborough or a person nominated by him for election by the Members, providing such nominee is acceptable to the Members; and
- (c) a person nominated by the President of Sir Sandford Fleming College for election by the members, provided such nominee is acceptable to the Members; and
- (d) non-voting Ex Officio Directors as follows:
 - i. CEO;
 - ii. Medical Director
- (e) up to nine (9) Directors elected by the Members

The Corporation may by special resolution passed by the Board and confirmed by the Members from time to time increase or decrease the number of its directors.

8.2 Procedures

- (a) Subject to this section and all other provisions of this By-law, nominations for election as Director at the annual meeting of the Corporation may be made only in accordance with Board policy. In the event that insufficient nominees for the position of Director are acceptable to the Members, only the persons acceptable shall be elected or appointed and the Members may elect such other persons as Directors, as the case may be in substitution for the persons found not to be acceptable, as the Members in their discretion deem appropriate.
- (b) Except for Ex Officio Directors, Directors shall be elected initially for up to a three (3) year term and eligible for re-appointment up to a maximum of nine (9) consecutive years of service. Directors shall retire, in rotation, in such a manner that the terms of office of one third of the elected Directors shall expire each year. The Board may request the Members to elect the immediately outgoing Chair to serve an additional one (1) year on the Board. The Board may from time to time, at its discretion, and with the approval of CHCO, waive or extend the maximum consecutive period of nine (9) consecutive years with respect to a particular Board Member.

- (c) No person shall be qualified for election or appointment as a Director if that person is less than eighteen (18) years of age, has the status of a bankrupt or does not have their principal residence in Canada. No person shall be qualified for election or appointment as a Director if that person has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property, or if that person has been found to be incapable by any court in Canada or elsewhere.
- (d) Each Director must consent in writing to hold office as a Director within ten (10) days after his or her election or appointment, provided that where a Director consents in writing more than ten (10) days after election or appointment, it shall not invalidate his or her election or appointment as a Director.
- (e) No employee or spouse of an employee of the Corporation shall be eligible for election or appointment of the Board.
- (f) Directors shall be elected based on their skills, interest, personal integrity, and their ability to identify with and formally commit themselves to respect and further the philosophy, mission and values of the Corporation. The Board will maintain a skills matrix to guide the recruitment of Directors.
- (g) The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of his/her duties.
- (h) A Director's term of office shall end:
 - i. on the day of the annual meeting of the Board in the year in which his/her term expires, unless reappointed; or
 - ii. when the appointment is revoked in the interim; or
 - iii. for Ex Officio Directors on the day, he/she ceases to hold the office by virtue of which he/she became a Director.
- (i) Any vacancy amongst the Directors shall be filled only by a vote of the Members. A Director appointed shall hold office for the unexpired portion of the term so vacated. The office of Director shall be automatically vacated if:
 - i. the Director becomes disqualified from being a Director pursuant to relevant legislation, including without limitation because the Director has the status of a bankrupt or no longer his/her principal residence in Canada; or
 - ii. the Director becomes disqualified from being a Director pursuant to a circumstance described in section 8.2(e) occurring after the time of the Director's original appointment; or
 - iii. the Director resigns by notice in writing to the Chair of the Board; or
 - iv. the Director dies.
- (j) A member of the Board who wishes to resign from the Board prior to expiry of his/her term of office shall give written notice to the Chair of his/her intention to resign from the Board and such resignation shall be effective from the date specified therein, or if no

such date is so specified, from the date of receipt of such resignation by the Chair.

- (k) The Members may, by Ordinary Resolution at a general meeting of Members of which notice specifying the intention to pass such a resolution has been given, remove any Director (except persons who are Directors by virtue of their office) before the expiration of such Director's term of office, and may, by majority of the votes cast at the meeting, elect any qualified person in the stead of such Director for the remainder of his/her term.
- (l) The Board may recommend to the Members, the removal of a Director from the Board for just cause. Just cause shall include, but not be limited to the following:
 - i. failure to attend annually at least 75% of the regularly scheduled meetings of the Board and Committees to which the Director is appointed, unless the absence is approved by the Board;
 - ii. acting upon or voting on an item of business to which the Director should have declared a conflict of interest and knowingly chose not to do so;
 - iii. being convicted of a criminal offence of moral turpitude;
 - iv. involvement in activities which can be interpreted as perverse or corrupt;
 - v. conduct inconsistent with the philosophy of the Corporation;
 - vi. failure to abide by the policies of the Board as set out from time to time.

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

ARTICLE 9 CONFLICT OF INTEREST

9.1 Conflict of Interest

- (a) Every Director who, either directly or through one of his or her Associates, has, or thinks he or she may potentially have, a conflict of interest shall disclose the nature and extent of the interest at a meeting of the Board, as required in this Article 9.
- (b) A conflict of interest may occur whenever a Director has a material interest in a proposed or current contract, transaction, matter or decision of the Corporation, or where the Director is a director or officer, or has a material interest in, any person who is party to a proposed or current contract or transaction with the Corporation.
- (c) Directors must endeavour to avoid actual or potential conflicts of interest.
- (d) The declaration of an actual or potential conflict of interest shall be disclosed at a meeting of the Board, at which the contract, transaction, matter, or decision is first raised or immediately once the Director becomes aware of the conflict.
- (e) If the Director (or any of his or her Associates) becomes interested in a contract, transaction, matter or decision after a meeting of the Board at which it is first raised, the Director shall make a declaration at the next meeting of the Board.

- (f) In the case of an existing contract, transaction, matter or decision, the declaration shall be made by a Director at the first meeting of the Board, after the person becomes a Director or the interest comes into being.
- (g) After making such a declaration to the Board, the interested Director shall neither vote nor be present at the vote or during the discussions or otherwise attempt to influence the voting on a contract, transaction, matter or decision, (including discussing the matter with other Directors) nor shall the Director be counted in any required quorum with respect to the vote.
- (h) If a Director or any Associate of any Director has a financial interest in any proposed contract or transaction, such contract or transaction shall not be entered into unless a declaration of interest has been made by the Director and the Director has otherwise complied with this By-law and, if required, the consent from the Public Guardian and Trustee is secured. If the Director complies with the forgoing requirements, the Director is not accountable to the Corporation for any profit he or she may realize from the contract or transaction.
- (i) If the Director fails to make a declaration of his or her interest in a contract, transaction, matter or decision as required by the By-Law, this shall be considered grounds for termination of his or her position as a Director.
- (j) 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.
- (k) If a Director believes that any Director is in a conflict-of-interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes.
- (l) Thereafter, at the request of a Director, the Board shall, after the Director alleged to have a conflict has absented himself or herself from the room, 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 so finds the person in a conflict of interest, the Director shall absent himself or herself during any subsequent discussion or voting process relating to or pertaining to the conflict.
- (m) The question of whether or not a Director has a conflict of interest shall be determined by a simple majority of the Board, and such determination shall be final.
- (n) If the Board finds that the Director 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.
- (o) Every declaration of a conflict or interest and the general nature thereof shall be recorded in the minutes of the Board.

ARTICLE 10 MEETINGS OF THE BOARD

10.1 Regular and Special Meetings

- (a) The Board shall meet at such times and in such places as may be determined by the Board, the Chair, a Vice-Chair or the CEO. Special meetings of the Board may be called by the Chair, a Vice-Chair or by the CEO and shall be called by the Secretary upon receipt of the written request of four (4) Directors.
- (b) The Board shall meet at least eight (8) times a year, at such a place and time as may be determined by the Chair. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given to each Director forthwith after being passed and no other notice shall be required for any such regular meeting.
- (c) Notice of regular meetings shall be given one (1) week in advance of the date of such a meeting, however meeting notice may be shortened to seventy-two (72) hours, provided that for each such case each Director approves in advance of the meeting, by consultation by telephone or electronic mail or other means, of such minimum notice. Notice of a special meeting of the Board shall specify the purpose of the meeting, may be given by telephone or electronically, and shall be given at least twenty-four (24) hours in advance of the meeting.

10.2 Procedures for Board Meetings

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to the By-law, shall be sufficient and conclusive evidence of the giving of such notice.
- (b) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate any proceedings at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.
- (c) Attendance at meetings of the Board by other than those individuals specified in this By-law shall be subject to Board policies as enacted from time to time.
- (d) The Board shall have the discretion at any time to declare the meeting or any portion of any meeting to be In Camera, in accordance with Board policy.
- (e) Minutes shall be kept for all meetings of the Board.
- (f) The Chair shall have a vote.
- (g) Business arising at any meeting of the Board shall be decided by a majority of Directors entitled to vote, provided that:
 - i. except as provided by Article 10.2 (g) (ii) below, votes shall be taken in the usual way by a show of hands;
 - ii. votes shall be taken by written ballot if so, demanded by any voting Director present;
 - iii. if there is an equality of votes, the Chair shall rule that the motion has been defeated; and
 - iv. a declaration by the Chair that a resolution, vote or motion has been carried or defeated 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.

10.3 Quorum – Fifty percent (50%) plus one (1) of the Directors elected pursuant to Articles 8.1(a) and 8.1(c) shall constitute a quorum for the transaction of business.

10.4 Rules – The Board may make such rules as it may deem necessary or desirable for the better management, operation, and maintenance of the Corporation, provided however that any such rule shall conform with the provision of this By-law.

10.5 Electronic Participation – Notwithstanding any other provision of this By-law, any Director, Officer, Member, Professional Staff member or employee, who is permitted by the By-law or rules and policies of the Corporation to attend and/or participate in a meeting, may attend and/or participate in a meeting of the Board or of a committee of the Board, with the consent of all Directors or committee members, as the case may be, by means of telephone, electronic or other communication facilities that permit all participants to communicate adequately with each other during the meeting. A person participating in such a meeting by such means is deemed, for the purposes of relevant legislation and said By-law, to be present at the meeting. Such person may, if entitled to vote, indicate his/her vote by any means that reasonably conveys the person's intention to the other meeting participants. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board held while a director holds office.

10.6 Rules of Order – Any questions of procedure at, or for, any meetings of the Corporation, of the Board, or of any committee, which have not been provided for in this By-law or by the Act shall be determined by the Chair in accordance with the rules of procedure adopted by resolution of the Board.

10.7 Representation of CHCO at Board and Committee Meetings

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

**ARTICLE 11
RESPONSIBILITIES OF DIRECTORS**

11.1 Responsibilities of Directors. – Subject to the reserved powers of the Members as set out in Article 3.2, the Board shall govern and oversee the management of the affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its letters patent, articles or otherwise, authorized to exercise and do. Such as:

- (a) **Expenditures:** The Board shall have power to authorize expenditures on behalf of the Corporation from time to time for the purpose of furthering the objects of the Corporation. The Board shall have the power to enter into a trust arrangement with a trust company or other financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.
- (b) **Fund Raising:** The Board shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- (c) **Agents and Employees:** The Board may appoint such agents and engage such employees (and may delegate this function to an Officer or Officers of the Corporation) as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed at the time of such appointment. The remuneration of officers, agents, employees, and committee members shall, subject to the other provisions of this By-law, be fixed by the Board by resolution provided that the Board may delegate this function to an Officer or Officers of the Corporation as well as its Chief Executive Director.

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

- (a) complied with the Act and the Corporation's articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

ARTICLE 12 OFFICERS

12.1 Officers

- (a) The Officers of the Corporation shall be comprised of:
 - i. the Chair;
 - ii. The Vice-Chair;
 - iii. The Secretary;
 - iv. Treasurer;
 - v. The CEO (President);

- vi. Any such other Officer as the Board may determine.
- (b) The term of office of the Chair and Vice-Chair shall be two (2) years. A person may not be nominated and appointed for more than two (2) consecutive terms in one office, except by Special Resolution of the Members. However, following a break in continuous service of at least one (1) year, the same person may be re-elected to that office.
- (c) An Officer may be required to resign by a vote of three quarters (3/4) of Members at a special meeting called for that purpose.

ARTICLE 13 CHAIR

13.1 Chair – The Chair shall be elected by a majority vote of the Board from among its members. The Chair may be removed from such position by a majority vote of the Board. The Chair shall be elected for a term of two (2) years and, shall not be eligible for re-election prior to the passage of one year following the end of the two (2) year term. The Chair may delegate any of the Chair's rights or duties to the Vice-Chair. The Chair may, if the immediate past Chair is a Director, also delegate specific duties to the past Chair.

The Chair shall:

- (a) preside at all meetings of the Board;
- (b) report to each annual meeting of the Members concerning the operations of the Corporation and at such other times as deemed fit or as requested by the Members;
- (c) have the right to attend meetings, as an ex officio member, of all committees;
- (d) establish in concert with the President a mechanism for the annual review of the President's performance by the Board;
- (e) ensure that the Board functions in conformity with the expectations of this By-law and its then current priorities and goals;
- (f) report regularly and promptly to the Board with respect to any issues that are relevant to its responsibilities;
- (g) recommend to the Members the removal of any elected directors who are not discharging their responsibilities in an appropriate manner;
- (h) represent the Corporation at public or official functions; and
- (i) perform such other duties as may from time to time be determined by the Directors.

ARTICLE 14 VICE-CHAIR

14.1 Vice-Chair – The Vice-Chair shall be elected by a majority vote of the Board from among its members. The Vice-Chair may be removed from such position by the majority

vote of the Board. The Vice- Chair shall be elected for a term of two (2) years and shall be eligible for re-election.

The Vice-Chair shall

- (a) assist the Chairperson and have all the powers and rights and perform all the duties of the Chairperson in the absence or disability of the Chairperson; and
- (b) perform such other duties as may be assigned from time to time by the Board, the Executive Committee, or the Chairperson

ARTICLE 15 SECRETARY AND TREASURER

15.1 Secretary – The Board shall appoint a person to serve as Secretary/Treasurer of the Corporation.

The Secretary shall:

- (a) ensure that minutes of all meetings of the Board, Meetings of Members of the Corporation and Committees have been recorded, signed, circulated and maintained in the books of the Corporation;
- (b) be the custodian of the seal of the Corporation and of all its books, archives, papers, records, correspondence, contracts and other documents belonging to the Corporation;
- (c) ensure that all appropriate notices as required by the By-Laws of the Corporation have been forwarded to the Directors and Members of the Corporation; and
- (d) perform such other duties as may from time to time be determined by the Board.

15.2 Treasurer – The Board shall appoint a person to serve as Treasurer of the Corporation.

The Treasurer shall:

- (a) ensure that full and accurate accounts of all receipts and disbursements of the Corporation are kept in proper books of account;
- (b) ensure that all monies or available effects are deposited in the name and to the credit of the Corporation at such bank or banks as may, from time to time, be designated by the Board;
- (c) ensure that proper disbursement of the funds of the Corporation under the direction of the Board has been made;
- (d) render to the Board, at its regular meetings thereof, or whenever required by it, an account of all transactions of the Corporation and the financial position of the Corporation; and

- (e) perform such other duties as may from time to time be determined by the Board.

ARTICLE 16

CHIEF EXECUTIVE OFFICER (PRESIDENT)

16.1 Chief Executive Officer (President) – The CEO shall be appointed by the Board of the Corporation subject to the approval of the Members and shall be accountable to the Board of the Corporation. The CEO shall be President of the Corporation. Subject to the authority of the Board, the CEO shall:

- (a) be responsible to the Board for the management and performance of the Corporation;
- (b) be responsible to the Board for compliance by the Corporation with policies established by the Board;
- (c) be responsible to the Board for taking such action as is necessary to ensure compliance with the Fixing Long Term Care Act, the Health Ethics Guide, and the By-laws of the Corporation and all other statutory and regulatory requirements;
- (d) be an ex officio member of all committees of the Board;
- (e) ensure appropriate systems and structures are in place for the effective management and control of the Corporation and its resources including the employment, development, control, direction and discharge of all employees of the Corporation;
- (f) endeavour to preserve and advance the mission, vision and values of the Corporation as stated in this by-law;
- (g) cause to be prepared under her or his direction a detailed budget for the capital and operating revenues and expenditures of the Corporation for the ensuing fiscal year;
- (h) ensure effective personnel planning and identify resource implications;
- (i) establish an organizational structure to ensure accountability of all departments and staff for fulfilling the mission, vision and strategic plan of the Corporation;
- (j) appoint such persons as she or he deems expedient to assist her or him in carrying out her or his duties and responsibilities;
- (k) perform such other duties as shall from time to time be determined by the Board;
- (l) participate in the development and annual review of a position description outlining more fully the accountabilities of the President; and
- (m) report annually to the annual meeting of Members with respect to the status of the business and affairs of the Corporation.

**ARTICLE 17
COMMITTEES OF THE BOARD**

17.1 Committees of the Board

- (a) The Board may establish committees from time to time. The Board shall determine the duties of such committees. The committees of the Board shall be:
 - 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.
- (b) The functions, duties, responsibilities, and mandate of committees shall be provided in the resolution of the Board or in terms of reference adopted by the Board.
- (c) Unless otherwise provided by the By-law or by Board resolution, the Board shall appoint the members and Chair of the committee. Each Chair of a committee shall be a Director. The Board may appoint committee members who are not Directors to all committees of the Board, except the Executive Committee if any, and those persons shall not be entitled to vote unless the Board otherwise provides. No decision of a committee shall be binding until approved or ratified by the Board.
- (d) The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to all relevant legislation. Procedures at, and quorum for committee meetings, shall be determined by the Chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time.
- (e) Unless otherwise provided in the Board resolution or committee terms of reference, the Chair and the CEO shall each be an Ex Officio member of all committees of the Board.
- (f) The Board may, but shall not be required to, establish an Executive Committee consisting of not fewer than three (3) voting Directors and may delegate to the Executive Committee any powers of the Board, subject to such restrictions, as may be imposed by the Board by resolution. If there is an Executive Committee, the Executive Committee shall meet only when decisions are required and all attempts to achieve a quorum of the full Board prior to the date a decision is required have been unsuccessful. The Executive Committee shall fix its quorum at not less than a majority of its members. Any Executive Committee member may be removed by a majority vote of the Board.
- (g) The following shall be the Standing Committees of the Board
 - (1) Governance Committee
 - (2) Resource Committee
 - (3) Quality Assurance and Risk Management Committee

**ARTICLE 18
CONFIDENTIALITY AND PUBLIC RELATIONS**

18.1 Confidentiality and Public Relations – Every Director, Officer, member of a committee

of the Board, employee and agent of the Corporation shall respect the confidentiality of matters brought before the Board, or before any committee or subcommittee of the Corporation. The Chair of the Board is responsible for Board communications and may delegate authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure to the media.

ARTICLE 19 BANKS AND SIGNING OFFICERS

19.1 Signing Officers – Subject to Article 3.2, deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two (2) persons holding the office of Chair or Vice-Chair, CEO and/or the Vice President. The CEO may appoint additional signing officers. In addition, the Board may from time to time direct the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed. Any signing officer may affix the corporate seal thereto.;

19.2 Banking and Borrowing – The Board shall designate the bank or banks in which the monies of the Corporation shall be deposited, in which any stocks, bonds or other securities of the Corporation shall be placed for safekeeping.

The signing officers of the Corporation as set out in Article 19.1 are hereby authorized without authorization of the Members, for and in the name of the Corporation, subject to Article 3.2, to:

- (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.

ARTICLE 20 REPRESENTATIVES

20.1 Representatives – The Members may, by Ordinary Resolution, appoint such representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Members as it may see fit, so far as may be consistent with this By-law, and to the extent authorized or permitted by law.

ARTICLE 21 GENERAL

21.1 Registered Office – The registered office of the Corporation shall be as determined from time to time by the Board of the Corporation subject to relevant legislation.

21.2 Corporate Seal – The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

21.3 Financial Year – Unless otherwise ordered by the Board, the fiscal year shall be from January 1st to December 31st. of the year following.

21.4 Auditor

- (a) Subject to the Act, and the Government Regulations, the Members of the Corporation at each Annual Meeting shall appoint an auditor, considering the recommendation of the Board of the Corporation. The auditor shall hold office until the next annual meeting of the Corporation and shall audit the financial statements for report to the Members. The auditor shall not be a member of the Board, employee of the Corporation, or a partner or employee of any such person, and shall be duly licensed under the Public Accounting Act.
- (b) The auditor shall from time-to-time report to the Board of Directors of the Corporation through the Resource Committee and shall make any recommendations as are appropriate.
- (c) The auditor shall prepare financial analyses and other reports as required by the Board or CEO of the Corporation and/or by the Members.
- (d) The person or firm appointed as auditor for the Corporation shall be “independent” of the Corporation, its affiliates and its Directors and Officers as is established by all relevant legislation for the Corporation, but shall be a member in good standing of an institute or association of accountants incorporated by or under an act of the legislature of a province of Canada, meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under the relevant sections of the relevant legislation.
- (e) The auditor shall have all the rights and privileges as set out in relevant legislation and shall perform the function as prescribed therein.

21.5 Contracts – The Board, subject to Article 3.2 of this By-law, may authorize the CEO, or any other Officer, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board, no Officer or employee shall have the power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable financially for any purpose or to any amount as specified in Article 3.2.

21.6 Bonding – Fidelity Insurance – Directors, Officers and employees, as the Board may designate, shall secure from a guarantee company a bond of fidelity of an amount approved by the Board. These requirements may be met by an alternative form of government fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance, and destruction policy, at the discretion of the Board of the Corporation. The Corporation shall pay the expenses of such fidelity bond or policy.

21.7 Investments – The Board may invest only in securities authorized by the Trustee Act of the Province of Ontario:

- (a) all endowment monies bequeathed in trust to the Corporation for its use;
- (b) all monies bequeathed in trust to the Corporation for its use;
- (c) notwithstanding the provisions of Article 21.7, the Board may, at its discretion, retain investments not authorized by the Trustee Act which are given or bequeathed to the Corporation in specie (in-kind); and
- (d) all other funds.

21.8 Indemnification – Subject to compliance with the Charities Accounting Act (Ontario), every Director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her 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 Member, Director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; except such costs, charges or expenses that relate to their failure to act honestly and in good faith in performing their duties; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses that relate to their failure to act honestly and in good faith in performing their duties.

The indemnity provided for in the preceding paragraph shall not apply to any liability which a Member, Director or Officer of the Corporation may sustain or incur as the result of any act or omission as a member of the Corporation.

21.9 Advance of Costs – The Corporation may advance money to a Director, Officer, Member or other individual for the costs, charges and expenses of a proceeding referred to in Article 21.8. The individual shall repay the money if the individual does not fulfil the conditions of Article 21.8.

21.10 Insurance – Subject to compliance with the Charities Accounting Act (Ontario), the Corporation shall purchase and maintain or shall cause to be purchased and maintained, insurance for the benefit of any Member, Director, officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Director, officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith in performing their duties.

ARTICLE 22 AMENDMENT OF BY-LAW

22.1 Amendment

- (a) Subject to the provisions of the Not-for-Profit Corporations Act, 2010, the Board may amend this By-law, but no portion of any such amendment shall be effective until confirmed, with or without amendment, by the Members at a meeting duly called for such purpose.
- (b) Written notice of the intention to amend provisions of this By-law shall be sent by the Secretary to each Director not less than ten (10) days before the Board meeting at which such amendment will be considered.
- (c) Where the notice of intention required by Section (b) is not provided, any proposed amendment to the By-law 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.
- (d) Any amendment to the By-law passed by the Board shall be presented for confirmation at the next annual meeting or at a special meeting of the Members of the Corporation called for that purpose. The notice of such meeting shall provide the details of the amendment to be presented.
- (e) The Members may at the meeting referenced in Section (d) confirm, reject or amend any amendment passed by the Board. If such amendment is rejected it shall not become effective and, if amended, it shall, take effect as amended.

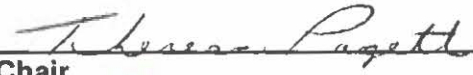
ARTICLE 23 DISSOLUTION

23.1 Dissolution. - Upon the dissolution of the Corporation and after payment of all debts and liabilities, the remaining assets shall be distributed to The Sisters of St. Joseph. In the event that The Sisters of St. Joseph shall no longer be in existence, the remaining property of the Corporation shall be distributed in accordance with the Letters Patent and Supplementary Letters Patent of the Corporation.

ARTICLE 24 EFFECTIVE DATE

24.1 Effective Date. - This By-law was originally passed by the Board of Directors on January 25th, 2011 and confirmed by the members of the Corporation on February 3rd, 2011, was repassed, reconfirmed and amended by the Board of Directors and the Members of the Corporation by way of special resolution on June 25th, 2013, was amended by the Board of Directors on June 3rd, 2014 and confirmed by Members of the Corporation by way of special resolution on June 24th, 2014, and was further amended by the Board of Directors on February 27th, 2018, and on September 25th, 2018, and again on March 26th, 2019, and was confirmed by Members of the Corporation by way of special resolution on June 25th, 2018, and on April 26th, 2019, and was further amended by the Board of Directors on March 23rd, 2021 and was confirmed by Members of the Corporation on June 21st, 2021. This By-law was amended by the

Board of Directors on May 28, 2024, to comply with the Not-for-Profit Corporations Act, 2010 and was confirmed by the Members of the Corporation on June 24, 2024.


Chair


Secretary

CONFIRMED by the Members the 19th day of June 2024.


Secretary