



## BY-LAW NUMBER 1 – 2019 - Amendment

At Rideau Community Health Services' Annual General Meeting, held on September 22, 2020, the following amendment was made to attached By-Law Number 1 -2019

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Motion: That By-Law Number 1 - 2019 be amended as follows:

### PART III Board of Directors - Section 3.3 – Election of Directors

- 3.3b Directors will be elected initially for a one (1) year term, then may be elected for a two (2) year term and finally for a three (3) year term which may be extended by one (1) year when such extension is recommended by the Board and determined by the Members to be in the best interests of the Corporation and necessary to ensure that the Board as a whole has the necessary skills, knowledge and experience to discharge the duties and responsibilities of the Board during the ensuing one (1) year period. The Board may, from time to time, adopt policies or procedures with respect to the basis on which term extension recommendations will be made by the Board to the Members, provided such policies are not inconsistent from these by-laws. This will provide both staggered terms and stay within the seven (7) year maximum time frame for serving on the board. The number of Directors to be elected is determined by terms of office that have expired and by vacancies.
- 3.3i No person may serve for more than seven (7) consecutive years as a Director of the Board of Directors, but any person may be eligible for election to the Board after an absence of one (1) year following service for seven (7) consecutive years as a Director.

Moved by: J. Cosier

Seconded by: T. Gilhen

Carried.

This amendment was passed by the Board of Directors of Rideau Community Health Services on the 28<sup>th</sup> day of July, 2020 and ratified by the Members of Rideau Community Health Services at the Annual General Meeting, on this 22<sup>nd</sup> day of September, 2020.

DocuSigned by:

*Janet Cosier*

CFDE466BE6834A1...

Chair

9/28/2020 | 4:40 PM EDT

DocuSigned by:

*Terry Gilhen*

3F56D2DD41C2480...

Secretary

10/1/2020 | 4:59 AM PDT



Rideau Community  
Health Services

## BY-LAW NUMBER 1 – 2019

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# RIDEAU COMMUNITY HEALTH SERVICES

## BY-LAW NUMBER 1-2019

A by-law to provide for the organizational structure and general administrative and operational procedure of Rideau Community Health Services (RCHS).

The RCHS operates the Merrickville District Community Health Centre (MDCHC), the Smiths Falls Community Health Centre (SFCHC), and the Rideau Valley Diabetes Services (RVDS).

Be it hereby enacted as a by-law of Rideau Community Health Services as follows:

### **PART I                    FORMALITIES**

#### 1.1     Name

The name of the Corporation shall be Rideau Community Health Services.

#### 1.2     Corporation

In this by-law, where the word "Corporation" is used, it shall mean the Corporation known as Rideau Community Health Services.

#### 1.3     Seal

The seal of the Corporation shall be in the form stamped to the right.

#### 1.4     Head Office

The head office of the Corporation shall be located at the MDCHC, 354 Read Street in the Village of Merrickville-Wolford.

#### 1.5     Simple Majority

A Simple Majority shall be fifty (50) per cent, plus one (1) of the votes cast.

#### 1.6     Special Majority

A Special Majority shall be two-thirds (2/3) of the votes cast.

#### 1.7     Members

Unless noted otherwise the term 'Member' refers to a voting member of the Corporation.

## 1.8 Area of Service

The RCHS Service Area includes the census divisions of the United Counties of Leeds and Grenville, and Lanark County in the Province of Ontario. Notwithstanding any limitations in scope of the Service Area, RCHS's influence and interests may expand to other areas where this expansion is deemed by the Board to be in the best interests of the Corporation.

## 1.9 Rules of Order

Robert's Rules of Order will apply to procedures used during meetings.

## 1.10 Adjournment

Any meeting of the Corporation, Board of Directors or the Members may be adjourned at any time to a later date upon approval of a motion setting the date, the time and the place at which the meeting will reconvene. When the meeting reconvenes, the first item of business shall be the approval of the minutes.

# **PART II MEMBERSHIP**

## 2.1 Eligibility

### 2.1a Membership

Membership of the Corporation shall consist of a single class of membership.

Membership shall only be open to any individual:

- i) who is duly elected and continuing to act as a Director of the Board of Directors;
- ii) who subscribes to the corporate objects listed in the Letters Patent of the Corporation and the Beliefs and Principles of the RCHS;
- iii) who is eighteen (18) years of age or over;
- iv) who resides full or part time within the census divisions of the United Counties of Leeds and Grenville, or Lanark County; or
- v) performs paid or volunteer work in said area; or
- vi) is a client of the Corporation; and
- vii) who is accepted by resolution of the Board of Directors and recorded in the Membership Register of the Corporation.

### 2.1b New memberships

An application for membership received less than twenty-eight (28) days before the date on which the AGM is held shall be postponed until after that meeting.

2.1c Community Recognition

The Board of Directors, by vote, may decide to recognize individuals, organizations or businesses having made a special contribution to the RCHS. This action does not bestow voting rights.

2.1d Change in Eligibility Status

If a Member no longer qualifies under sections 2.1a, Membership will cease at that time and the Membership Register of the Corporation shall be amended.

2.1e Transfer of Membership

Memberships are not transferable.

2.2 Membership Fees

2.2a The annual Membership fee shall be determined by the Board of Directors. The payment of Membership fees may be waived, as determined by the Board of Directors.

2.2b Membership fees may be altered from time to time by the Board but such changes shall not become effective until confirmed by a vote of the Members at an Annual General Meeting (AGM).

2.3 Membership Year

The Membership year shall be April 1 to March 31.

## **PART III THE BOARD OF DIRECTORS**

3.1 Director Eligibility

3.1a No person is eligible to be a Director unless they undertake to become a Member and maintain such membership throughout their term as a Director.

3.1b No person is eligible to be a Director if they are also an employee of the Corporation until one (1) year has passed from the date of termination of their employment with the Corporation and no person is eligible to be Director if they are in receipt of a direct or indirect monetary benefit from the Corporation, while they continue to be in receipt of the said benefit.

### 3.2 Composition of the Board of Directors

- 3.2a There shall be a maximum number of twelve (12) and a minimum number of eight (8) Directors.
- 3.2b A quorum of the Board of Directors is six (6) Directors, regardless how many Directors compose the full Board.
- 3.2c The Executive Director is an ex officio non-voting member of the Board of Directors. The Executive Director is an officer of the Board and a Signing Officer of the Corporation.

### 3.3 Election of Directors

- 3.3a Election for the Directors shall take place at the AGM.
- 3.3b Directors will be elected initially for a one (1) year term, then may be elected for a two (2) year term and finally for a three (3) year term. This will provide both staggered terms and stay within the six (6) year maximum time frame for serving on the board. The number of Directors to be elected is determined by terms of office that have expired and by vacancies.
- 3.3c The Nominations Committee will make best efforts to bring forward to the AGM a list of nominees of sufficient number to maintain a Board of 12 Directors. Vacancies will be advertised at least thirty (30) days in advance of the AGM. Nominations may be advanced by the Nominations Committee or by any Member of the Corporation and will be received at the RCHS Head Office up to ten (10) days before the date of the AGM.
- 3.3d When there are more nominees than vacant positions, the election of Directors will be decided by secret ballot.
- 3.3e Members of the Corporation may, at a meeting specifically called, remove a Director before the expiration of his/her term by resolution passed by a special majority of two-thirds (2/3).
- 3.3f The office of a Director of the Corporation shall be vacated by a special majority vote of the Board. The reasons may include the following;
  - i) the Director is found to be mentally incompetent
  - ii) the Director is convicted of an indictable offence under the Criminal Code of Canada
  - iii) the Director is found to have acted in a manner contrary to the purpose of the Corporation as determined by the Board
  - iv) the Director is found to be or have been in receipt of a direct or indirect monetary benefit derived from his/her position as a Director of the Corporation.

- 3.3g Directors who are removed from office shall not be eligible to be a candidate for re-election.
- 3.3h Notice of a vacancy on the Board of Directors created by Paragraph 3.3f shall be communicated to the Directors and Members by notice or by whatever means are deemed appropriate at the time by the Board of Directors.
- 3.3i No person may serve for more than six (6) consecutive years as a Director of the Board of Directors, but any person may be eligible for election to the Board after an absence of one (1) year following service for six (6) consecutive years as a Director.
- 3.3j Directors who are removed from office shall also be removed as a Member.

### 3.4 Resignation of Directors

- 3.4a A Director may resign by submitting his/her resignation in writing to the Chair of the Board. It shall be effective upon acceptance thereof by the Board of Directors. In case of resignation, a Director shall remain liable for payment of any assessment or other sum levied or which became due and payable by him/her to the Corporation prior to the acceptance of such resignation. In case of resignation, a Director shall also be deemed to resign as Member.

### 3.5 Vacancies on the Board of Directors

- 3.5a Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, remain vacant or be filled by the remaining Directors if they should see fit to do so, otherwise such vacancies shall be filled at the next AGM.
- 3.5b A majority of Members present shall be sufficient to elect a Director. If there is no quorum of Directors in office, then the remaining Directors must call a General Meeting within sixty (60) days so that the Members can fill the vacancies by election.

### 3.6 Meetings of the Board of Directors

#### 3.6a Regular Meetings

The Board of Directors shall meet regularly at a time and place determined by the Board of Directors and no notice need be given for such regular meetings.

#### 3.6b Open to the Public

Meetings of the Board of Directors are open to the public. Unless agreed upon by the Chair or his/her delegate one (1) week prior to the Board



meeting, no person attending the meeting may participate in discussions. Any Member of the Board of Directors may request an in camera meeting.

3.6c Quorum Needed

The Board of Directors shall transact the business of the Corporation only at meetings where a quorum of Directors is present. Quorum is six (6) Directors.

3.6d Place of Meetings

The Board may hold its meetings where it wishes, providing the meetings are always held in the area of service, and at a location reasonably accessible to individuals with disabilities.

3.6e Telephone Participation

If all the Directors consent, a meeting of the Directors may be held by telephone or other electronic means that permit all persons participating in the meeting to communicate by means of a conference call. A Director participating in a meeting by such means is deemed for the purpose of the Ontario *Corporations Act* to be present at that meeting.

3.6f Attendance

If a Director is absent without cause for three (3) consecutive meetings of the Board of Directors, or if a Director is absent for one-third (1/3) or more of the meetings of the Board of Directors in any twelve (12) month period, removal of that Director from the Office of Director may be considered unless such absence is excused by the Board of Directors.

3.6g If the first meeting of the Directors is held immediately after the AGM, then for such meeting or for a meeting of the Directors at which a Director is appointed to fill a vacancy on the Board, no notice shall be necessary to the newly elected or appointed Director in order to legally constitute the meeting, provided that a quorum of the Directors is present.

3.7 Other Meetings

3.7a Other meetings of the Board of Directors must be called by the Chair or the Secretary on the written request of any two (2) Directors.

3.7b Notice of other meetings shall be communicated to each Director personally or by email, telephone, facsimile, or by hand delivery at least one (1) day before the proposed meeting, or by mail provided that in the case of communication by mail, the notice is postmarked at least four (4) days before the proposed meeting.

3.7c The Secretary shall record the time and manner of the giving of notice referred to in Section 3.7b.

3.7d The inadvertent omission to transmit a notice of another meeting, or the fact that a Director did not receive it does not invalidate any resolution which was enacted or any proceedings taken, during this other meeting so long as a quorum is present.

### 3.8 Voting

3.8a Unless otherwise specified in these by-laws, any motion before the Board of Directors may be passed by a Simple Majority.

3.8b The Board of Directors shall vote by a show of hands. Dissenting votes and abstentions shall be recorded in the minutes by the Secretary if a Director so requests.

3.8c The Chair of the Board of Directors' meeting may not vote on any motion. In the case of a tie, the Chair shall cast the deciding vote.

### 3.9 Chair of the Board of Directors

3.9a The Chair, or in the absence of the Chair, the Vice Chair, shall normally chair the meeting of the Board of Directors.

3.9b If neither is present within fifteen (15) minutes of the start of such meeting, the Directors shall elect from amongst themselves, a person to preside over that meeting, provided that a quorum is present.

### 3.10 Motions/Resolutions

3.10a The Board of Directors shall carry on its business by motion/resolution moved, seconded and carried by a Simple Majority.

3.10b The Chair of such Board of Directors' meeting shall count the votes on a motion/resolution and declare it carried or defeated.

3.10c The Secretary shall keep the minutes of the Board of Directors meetings, including all motions made and resolutions passed. The Secretary shall record the minority votes and abstentions if requested or required.

3.10d A declaration by the Chair, that a resolution has passed and an entry to that effect in the minutes shall be admissible as *prima facie* proof that the resolution has passed.

### 3.11 Remuneration

The Directors shall not receive any remuneration for acting as such but may be reimbursed for "out-of-pocket" expenses properly incurred when acting upon the business of the Corporation upon proof of such expenses.

No Director shall directly or indirectly receive any profit or benefit from his/her position.

### 3.12 Conflict of Interest

3.12a A Director who believes he/she may have a conflict of interest shall, as soon as possible after the commencement of any meeting at which the potential conflict may arise, declare the nature of the conflict or potential conflict of interest. Such declaration shall be recorded in the minutes of the meeting.

3.12b The Director may not take part in any discussion of the subject matter to which the conflict or potential conflict of interest relates and will be required to retire for the portion of the meeting while discussion of the subject takes place.

## **PART IV OFFICERS OF THE CORPORATION**

### 4.1 Officers

4.1a At the first meeting of the Board of Directors following each AGM, the Directors shall elect a Chair, Vice Chair, Secretary and Treasurer from amongst themselves.

4.1b Only the offices of Secretary and Treasurer may be held by the same person at the same time.

4.1c Officers are appointed for a one-year term, but may be re-elected for further terms, subject to paragraphs 3.3a and 3.3b.

### 4.2 Duties of the Chair

4.2a The Chair shall ensure that the general management and supervision of the affairs and operations of the Corporation are carried out.

4.2b The Chair shall chair AGMs and Board of Directors meetings. In the absence of the Chair para 5.6b applies.

4.2c The Chair shall appoint standing and ad-hoc committees as it deems appropriate for the proper functioning of the Corporation. The Board of Directors shall approve the terms of reference for such committees.

4.2d The Chair may invite the immediate Past Chair to serve as a non-voting Member of the Board of Directors for a one-year period, unless the person was removed under section 3.3e or 3.3f.

#### 4.3 Duties of the Vice Chair

4.3a The Vice Chair shall carry out the duties of the Chair in the Chair's absence or during any incapacity of the Chair.

4.3b The Vice Chair shall also perform such other duties as may be determined from time to time by the Board of Directors.

#### 4.4 Duties of the Secretary

4.4a The Secretary shall maintain and retain or cause to be maintained and retained, as appropriate, the books, records, correspondence, contracts and other papers of the Corporation. The Secretary shall be *ex officio* clerk to the Board of Directors.

4.4b The Secretary shall record or cause to be recorded minutes of all meetings of the Board of Directors and Members.

4.4c The Secretary shall give or cause to give all notices required to be given to Members, Directors and Officers of the Corporation and shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts, and all other documents belonging to the Corporation which he/she shall present or deliver up to the Board when requested by resolution of the Board to do so.

4.4d The Secretary shall also perform such other duties as may be determined from time to time by the Board of Directors.

#### 4.5 Duties of the Treasurer

4.5a The Treasurer shall keep or cause to keep full and accurate books of account, including an account of all of the receipts and disbursements of the Corporation.

4.5b The Treasurer shall deposit or cause to deposit all the monies or valuables belonging to the Corporation in a bank or banks named by the Directors.

4.5c The Treasurer shall pay out or cause to pay out money or monies as directed by the Board of Directors.

4.5d The Treasurer shall present or cause to present audited financial statements to the Members at the AGM.

4.5e The Treasurer shall also perform such other duties as may be determined from time to time by the Board of Directors.

#### 4.6 Executive Director

The Board of Directors shall hire an Executive Director who will be accountable to the Board of Directors for accomplishing the mandate of the Corporation within the boundaries established by the by-laws and policies of the Corporation.

#### 4.7 Duties of Other Officers

The duties of all other Officers of the Corporation shall be as the terms of the engagement call for and Board may require.

#### 4.8 Execution of Documents

4.8a All contracts entered into on behalf of the Corporation, in the ordinary course of its business, must be approved by the Board.

4.8b Delegation of Authority - Notwithstanding the requirements of subparagraph 4.7a, the Board may appoint the Executive Director to perform any function that is deemed necessary to efficiently conduct the business of RCHS including, without limiting the generality of the foregoing, the approval and execution of contracts on behalf of the Corporation.

## **PART V ANNUAL GENERAL AND MEMBERSHIP MEETINGS**

### 5.1 Place, Date and Time of the Meetings

Annual General and Membership Meetings shall be held within the area of service at a place, date and time set by the Board of Directors. Annual General Meetings shall be held within fifteen (15) months of the previous AGM in accordance with the Corporations Act.

5.1a The Corporation will make reasonable efforts to make all meetings of both the Board of Directors and Members reasonably accessible to those individuals with disabilities.

### 5.2 Notice of a Meeting

5.2a The Secretary shall provide or cause to be provided to each Member, at the Member's last address as shown in the Register of Members, a notice of the meeting indicating the time, date and place of each AGM or Membership Meeting.

5.2b The inadvertent omission to transmit a notice of a meeting, or the fact that a Member did not receive it, does not invalidate any resolution which was

enacted, or any proceedings held, during the meeting so long as a quorum is present.

### 5.3 Calling Membership Meetings

The Board of Directors may call a Membership Meeting at any time.

### 5.4 Voting at AGMs and Membership Meetings

5.4a Members in good standing may vote at AGMs or Membership Meetings. A member in good standing is one who: is eligible under paragraph 2.1a; is listed in the Membership Register current at the date of the Meeting; and who has paid membership fees when they are required,

5.4b New Members must be accepted by resolution of the Board of Directors and recorded in the Membership Register of the Corporation at least twenty-eight (28) days prior to any AGM or Membership Meeting in order to have voting privileges at that meeting.

5.4c At all meetings of the Members, every question shall be decided by a Simple Majority unless otherwise required by the by-laws of the Corporation. Every question shall be decided by a show of hands. Every Member having voting rights shall have one (1) vote, and unless a poll is required, a declaration by the Chair that a resolution has been carried or not carried shall be admissible as *prima facie* proof of the fact that a vote was held.

5.4d Every Member has one (1) vote only at every AGM or Membership Meeting.

### 5.5 Proxy voting at AGMs and Membership meetings

5.5a Members unable to attend an AGM or Membership meeting in person may send a written proxy vote. Members or the Chair holding proxies shall vote those proxies as they are directed.

5.5b No Member other than the Chair may vote more than two (2) proxies.

5.5c Proxies are to be in written form. Proxies not in written form may not be voted.

5.5d The proxy forms and a reminder of the right to use proxies will be attached to the Notice of Meeting that goes out to all Members.

5.5e There are two types of proxy vote: open and directed.

5.5ei An open proxy vote leaving all matters to the discretion of the holder need not have agenda items listed but must indicate clearly the meeting date for which it is issued.

5.5eii A directed proxy shall have listed on, the agenda items by number and shall provide space for a For, Against or Abstain vote on each agenda item.

5.6 Chair of AGMs and Membership Meetings

5.6a The Chair shall chair the AGMs or Membership Meetings or designate the Vice Chair to do so.

5.6b If neither are present within fifteen (15) minutes of the start of such meeting, the Members shall elect, from amongst themselves, a person to preside over that meeting.

5.7 Quorum of Annual General or Membership Meetings

The quorum for the transaction of business at any meeting of Members shall be at least 6 Members being present.

5.8 Conduct of Annual General and Membership Meetings

5.8a One or more auditors shall be appointed at the AGM by the Members of the Corporation. The auditors of the Corporation, when appointed, shall hold this role until the next AGM after being re-appointed, or until their successors are appointed, unless previously removed by resolution of the Members in a general meeting or by a by-law passed by the board. The remuneration of the auditor or auditors shall be fixed by Members at the AGM. If the remuneration is not fixed at the AGM, then such remuneration shall be delegated to the Board to negotiate the fee (auditor's fee). Please refer to paragraph 6.1 of section 6.

5.8b At such meetings of the Members, the Members may consider and transact any business except the removal of a Director or an amendment to the by-law without prior notice to the Membership.

5.8c A Simple Majority carries any motion. A two-thirds (2/3) vote is necessary to carry a special resolution or to amend or repeal a by-law.

5.8d At any meeting of the Members, the Members may, by resolution passed by at least two-thirds (2/3) of the vote cast at the meeting, remove any Director before the expiration of his/her term of office (provided that proper notice of the intention to pass such a resolution has been duly given). The Members may, by a Simple Majority at that meeting, elect any person in his/her stead for the remainder of his/her term.

5.8e The Chair of any AGM or Membership Meeting may not vote on any motion. In the case of a tie, the Chair shall cast the deciding vote.

5.8f The Secretary shall keep the minutes of each AGM or Membership Meeting. An entry in the minutes that the Chair of the relevant AGM or

Membership Meeting declared a motion carried is admissible as *prima facie* proof that the motion was carried. A record of votes for and against motions considered at each AGM or Membership Meeting shall be entered by the Secretary in the Minutes of the Meeting when a counted vote takes place. The counted vote shall take place, if any Member asks for a counted vote to take place.

5.8g The inadvertent omission to transmit any notice of any meeting, or the fact that any Member did not receive it, does not invalidate any action which was taken so long as a quorum is present.

## 5.9 Business at Annual General Meetings

At every AGM, in addition to any other business, the following must be considered:

- i) Chair's Report
- ii) Treasurer's Report
- iii) Auditor's Report
- iv) Executive Director's Report
- v) Election of Board of Directors
- vi) Appointment of Auditors/Setting the Auditor's Fee
- vii) Adjournment

## PART VI BOOKS AND RECORDS

### 6.1 Legal Requirements

The Corporation shall keep at its Head Office copies of the following:

- i) minutes of all meetings
- ii) Letters Patent and any supplementary Letters Patent
- iii) all by-laws and special resolutions
- iv) a Register of Members
- v) a Register of Directors
- vi) proper books of account
- vii) appointing and setting of auditor's fees

### 6.2 Minutes

6.2a The minutes of the Board of Directors shall be approved at the next meeting of the Board of Directors.

6.2b The minutes of each AGM shall be approved at the next AGM. The minutes of each Membership Meeting shall be approved at the next Membership Meeting or the next AGM, whichever is first. The minutes are admissible as *prima facie* proof of the proceedings at the relevant meeting.



6.2c Once the minutes are approved, the Chair and Secretary of the Board of Directors shall sign them.

### 6.3 Indemnification of Directors and Officers

All Directors or Officers or other persons, their heirs, executors, administrators, and estate and effects authorized by the Board to conduct activities on behalf of the Corporation, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation, from and against;

6.3a All costs, charges and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person for in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by such person in or about the execution of the duties of the office; and

6.3b All other costs, charges and expenses that such person sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges, or expenses as are occasioned by such person's own willful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Corporation.

6.3c The Corporation shall purchase and maintain insurance for the protection of Directors, Officers and the Executive Director of the Corporation as the Board of Directors may from time to time determine.

### 6.4 By-Laws

The by-laws of the Corporation may be repealed or amended by the Board of Directors but such action shall not take effect until ratified by an affirmative vote of at least two-thirds (2/3) of the Members present at an AGM or Membership Meeting duly called for the purpose of considering such a by-law in accordance with 5.2 and 5.3. The Chair and the Secretary shall sign all by-laws.

### 6.5 Financial Year

The financial year of the Corporation shall terminate on the thirty-first (31<sup>st</sup>) day of March in each year unless otherwise determined by funders of the Corporation.

### 6.6 Rules and Regulations

The Board of Directors may prescribe rules and regulations relating to the management and operation of the Corporation that are consistent with these by-laws.

### 6.7 Register of Members

The Corporation shall keep an alphabetical Register of Members.

## 6.8 Register of Directors

The Corporation shall keep a Register of Directors, which shall consist of the names and addresses of all persons who are or have been Directors, together with the various dates when each became or ceased to be a Director.

## **PART VII DISPOSITION OF PROPERTY**

### 7.1 Disposition of Property on Dissolution

Upon the Corporation's dissolution and after payment of all debts and liabilities, its remaining properties shall be distributed or disposed of to one (1) or more recognized charitable organizations in Canada having similar objects.

## **PART VIII NOTICES**

### 8.1 Notices

8.1a Whenever notice is to be given, such notices may be given in writing and

- i) delivered; or
- ii) sent by prepaid mail or email; or
- iii) by facsimile transmission;

addressed to the Director, Officer, or Member at the address or the facsimile number, as the case may be as it appears on the books of the Corporation.

8.1b If any notice is sent by prepaid mail, it shall, subject to 8.1a, be conclusively deemed to have been received the next business day following the mailing thereof.

8.1c If any notice is delivered by facsimile transmission or email, it shall be conclusively deemed to have been received at the time of delivery of transmission.

8.1d Mailing shall not be an effective means of sending notice of a meeting if it may be reasonably anticipated that due to an interruption in postal service (such as strike, lock out or similar event), the notice shall not be received by the addressee by the third business day following the mailing thereof. Instead, any such notice must then be sent by an alternate method which it will cause the notice to be received reasonably expeditiously by the addressee.

8.1e For the purpose of sending any notice, the address, email address or facsimile number as the case may be, of any Member, Director, or Officer

shall be the last address, email address or facsimile number, as the case may be of such person recorded on the books of the Corporation.

- 8.1f Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

## **PART IX                    CONFIDENTIALITY**

All Members of the Board shall respect the confidentiality of such matters as determined by the Board, and the standards of community health centres and laws of the province.


## **PART X                    INTERPRETATION**

10.1 In these by-laws

- 10.1a Words importing the singular or masculine general shall include the plural number or the feminine gender as the case may be and vice versa. All references to person shall include firms, Corporations and other legal entities.

These by-laws were passed by the Board of Directors of Rideau Community Health Services this day of and ratified by the Members of the Rideau Community Health Services this 25<sup>th</sup> day of June, 2019 and signed and sealed with the seal of the Corporation.

  
\_\_\_\_\_  
Chair

  
\_\_\_\_\_  
Secretary