



Rideau Community  
Health Services

**Rideau Community Health Services**

# **CORPORATE BY-LAW NUMBR 1**

354 Read St  
Merrickville, Ontario K0G 1N0

# BY-LAW NUMBER 1 – 2024 Revision 8

## Table of Contents

### **1.0 FORMALITIES**

- 1.1 Name
- 1.2 Corporation
- 1.3 Seal
- 1.4 Head Office
- 1.5 Simple Majority
- 1.6 Special Resolution
- 1.7 Members
- 1.8 Area of Service
- 1.9 Rules of Order

### **2.0 MEMBERSHIP**

- 2.1 Eligibility
- 2.2 Transfer of Memberships

### **3.0 THE BOARD OF DIRECTORS**

- 3.1 Director Eligibility
- 3.2 Composition of the Board of Directors
- 3.3 Election of Directors
- 3.4 Resignation of Directors
- 3.5 Vacancies on the Board of Directors
- 3.6 Meetings of the Board of Directors
- 3.7 Other Meetings
- 3.8 Voting
- 3.9 Chair of the Board of Directors
- 3.10 Motions/Resolutions
- 3.11 Remuneration
- 3.12 Conflict of Interest

### **4.0 OFFICERS OF THE CORPORATION**

- 4.1 Officers
- 4.2 Duties of the Chair
- 4.3 Duties of the Vice Chair
- 4.4 Duties of the Secretary
- 4.5 Duties of the Treasurer
- 4.6 Chief Executive Officer
- 4.7 Execution of Documents

## **5.0 ANNUAL GENERAL AND MEMBERSHIP MEETINGS**

- 5.1 Place, Date and Time of the Meetings
- 5.2 Notice of a Meeting
- 5.3 Calling Membership Meetings
- 5.4 Voting at AGMs and Membership Meetings
- 5.5 Proxy voting at AGMs and Membership Meetings
- 5.6 Chair of AGMs and Membership Meetings
- 5.7 Quorum of Annual General or Membership Meetings
- 5.8 Conduct of Annual General and Membership Meetings
- 5.9 Business at Annual General Meetings

## **6.0 BOOKS AND RECORDS**

- 6.1 Legal Requirements
- 6.2 Minutes
- 6.3 Indemnification of Directors and Officers
- 6.4 By-Laws
- 6.5 Financial Year
- 6.6 Rules and Regulations
- 6.7 Register of Members
- 6.8 Register of Directors

## **7.0 DISPOSITION OF PROPERTY**

- 7.1 Disposition of Property on Dissolution

## **8.0 NOTICES**

- 8.1 Notices

## **9.0 CONFIDENTIALITY**

## **10.0 INTERPRETATION**

# **RIDEAU COMMUNITY HEALTH SERVICES**

## **BY-LAW NUMBER 1 - 2024**

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

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 such form as approved by the Board. The seal may be used as prescribed by law, or by the Board. If a seal is approved by the Board, the custodian of the seal shall be the Executive Assistant to the Board, or such person as designated by the Board from time to time.

#### **1.4     Head Office**

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

#### **1.5     Simple Majority**

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

#### **1.6     Special Resolution**

A Special Resolution means a resolution that:

- i) is submitted to a special meeting of the Members of the Corporation duly called for the purpose of considering the resolution and passed at the

meeting, with or without amendment, by at least two thirds of the votes cast, or;

- ii) is consented to by each member entitled to vote at a meeting of the Members of the Corporation or the Member's attorney.

## 1.7 Members

Unless noted otherwise the term 'Member' means a Member of the Corporation.

## 1.8 Area of Service

The RCHS Area of Service 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 Area of Service, RCHS's influence and interests may expand to other areas in which case such areas shall form part of the Area of Service.

## 1.9 Rules of Order

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

# **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 who is over the age of eighteen (18) years; is duly elected and continuing to act as a Director of the Board of Directors; and is accepted by resolution of the Board of Directors and recorded in the Register of Members of the Corporation.

### 2.1b Change in Eligibility Status

A membership in the Corporation is automatically terminated when:

- i) the Member dies or resigns;
- ii) the Member is expelled or their membership is otherwise terminated in accordance with the Articles or by-laws;
- iii) the Member is found to be incapable of managing property under the Substitute Decisions Act, 1992 (Ontario) or under the

- Mental Health Act (Ontario) or by any court in Canada or elsewhere;
- iv) the Member is convicted of an indictable offence under the Criminal Code of Canada;
  - v) the Member is found to have acted in a manner contrary to the purpose of the Corporation as determined by the Board;
  - vi) the Member is found to be or have been in receipt of a direct or indirect monetary benefit derived from their position as a member of the Corporation;
  - vii) the Member no longer qualifies to be eligible as a member pursuant to Section 2.1a; or
  - viii) the Corporation is liquidated and dissolved under all applicable legislation.

## 2.2 Transfer of Memberships

Memberships are not transferable.

# **PART III THE BOARD OF DIRECTORS**

## 3.1 Director Eligibility

### 3.1a No person is eligible to be a Director unless they

- i) Undertake to apply to become a member of the Corporation, and are accepted as a member of the Corporation within 90 days of their appointment as a Director of the Corporation; and
- ii) Maintain such membership throughout their term as a Director; and
- iii) Are over the age of eighteen (18) years; and
- iv) Reside full or part time within the Area of Service; or perform paid or volunteer work within the Area of Service; or are a client of the Corporation.

3.1b No person is eligible to be a Director if they are 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 ten (10) and a minimum number of eight (8) directors. Notwithstanding the foregoing, if there are more than ten (10) directors in office as of the effective date of these by-laws, the maximum number of directors shall be the number of directors in office

until such time as the number of directors in office is reduced to ten (10) or less through resignations, removals, or the expiry of the current director terms, after which the maximum number of directors shall be ten (10).

- 3.2b A quorum of the Board of Directors shall be 50 per cent + 1 of the total number of directors. When voting on a motion or resolution, where no quorum exists only because a Director is not permitted to be present by reason of a conflict of interest, the remaining Directors are deemed to constitute quorum to vote on the motion or resolution.
- 3.2c The Chief Executive Officer is an ex officio non-voting member of the Board of Directors, 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. The term of a director who has completed a six (6) year term may be extended by Special Resolution of the Members, conducted by secret ballot to the extent permitted by applicable laws, for one additional (1) year when such extension is recommended by the Board to be in the best interests of the Corporation and necessary to ensure that the Board can consistently achieve a quorum of directors during the ensuing one (1) year and 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 with 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.
- 3.3c Nominations may be advanced by whichever Committee of the Board is responsible for Nominations, or by any member of the Corporation, or as otherwise provided by law, and are to be received up to fifteen (15) days before the date of the AGM.
- 3.3d Members of the Corporation may, at a special meeting specifically called for such purpose, remove a director before the expiration of their term by Special Resolution.

- 3.3e The office of a director of the Corporation shall be vacated if;
- i) the Director is found to be incapable of managing property under the *Substitute Decisions Act, 1992* (Ontario) or under the *Mental Health Act* (Ontario) or by any court in Canada or elsewhere;
  - ii) the Director is no longer eligible to be a director pursuant to the by-laws or the Act;
  - iii) the Director is removed by a Special Resolution of the Members under Section 5.8(d), for any reason, which may include, without limitation, the following:
    - a. the Director is convicted of an indictable offence under the *Criminal Code* (Canada);
    - b. the Director is found to have acted in a manner contrary to the purpose of the Corporation as determined by the Board;
    - c. the Director is found to be or have been in receipt of a direct or indirect monetary benefit derived from their position as a director of the Corporation;
    - d. the 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.

3.3f Directors who are removed from office shall not be eligible to be a candidate for re-election.

3.3g Notice of a vacancy on the Board of Directors created by Paragraph 3.3e 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.

3.3h No person may serve for more than seven (7) consecutive years as a director of the Board of Directors as per item 3.3b, 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.

3.3i Directors who are removed from office shall also be removed as a member.

### 3.4 Resignation of Directors

A director may resign by submitting their resignation in writing to the Chair of the Board. In the event of resignation, a director shall also be deemed to resign as a 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. If there is not a quorum of directors or if there has been a failure to elect the minimum number of directors provided for in the Articles, the Directors then in office shall without delay call a special meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there is not sufficient directors then in office, the meeting may be called by any member. A director appointed or elected to fill a vacancy holds office for the unexpired term of the Director's predecessor.
- 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. Refer to section 3.3e (item iii d.) for director attendance requirements at Board of Directors 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 their delegate one (1) week prior to the Board meeting, no person attending the meeting may participate in discussions. Notwithstanding the foregoing, any director may request an in camera meeting and the Board may convene an in camera meeting, or portion of a meeting, by Simple Majority decision, where determined by the Board to be necessary or appropriate. In camera meetings, or portions of meetings, shall be closed to all individuals other than current directors and any individuals invited by the Board.

#### 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.

### 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 Remote Participation

A meeting of the Directors may be held by telephone or other electronic means that permit all persons participating in the meeting to communicate effectively. 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 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 by 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, 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 or cause to be recorded 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 if a director so requests.

3.8c A Director who was not present at a meeting at which a resolution was passed, or an action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action:

- i) the Director causes their dissent to be entered with the minutes of the meeting; or
- ii) the Director submits their dissent in writing to the Board Chair

### 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 except as otherwise required by these by-laws.

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 or cause to have kept the minutes of the Board of Directors meetings, including all motions made and resolutions passed, and shall record, or cause to have recorded 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

3.11a 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.

- 3.11b No director shall directly or indirectly receive any profit or benefit from their position.
- 3.12 Conflict of Interest
  - 3.12a A director who believes they 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 (1) year term but may be re-elected for further terms.

### **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 paragraph 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.

#### 4.3 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 record or cause to be recorded minutes of all meetings of the Board of Directors and Members.

4.4b The Secretary shall give or cause to be given all notices required to be given to Members, Directors, and Officers of the Corporation.

4.4c 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

The Treasurer shall have such powers and perform such duties as may be determined by the Board from time to time.

#### 4.6 Chief Executive Officer

The Board of Directors shall hire a Chief Executive Officer 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 Execution of Documents

4.7a Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any director or officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

4.7b Delegation of Authority - Without limiting the foregoing, the Board may appoint the Chief Executive Officer 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, or such other person as determined by the Board, shall provide or cause to be provided to each member, at the member's last address or email 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 in accordance with the requirements of the by-laws and the Act.

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 current Register of Members at the date of the Meeting; and who has paid membership fees when they are required.

5.4b    At all meetings of the Members, every vote or resolution or question shall be decided by a Simple Majority unless otherwise required by the by-laws of the Corporation or the Act. 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.

5.4c Every member has one (1) vote only on each vote or resolution or question put before the Members 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 submitted using the form as prescribed by the Board. 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 votes: 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 list 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 50 per cent + 1 of the total members. When voting on a motion or resolution, where no quorum exists only because a Member is not permitted to

be present by reason of a conflict of interest, the remaining Members are deemed to constitute quorum to vote on the motion or resolution.

## 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 resolution of the Members save and except as otherwise required pursuant to the by-laws of the Corporation or the Act.
- 5.8d At any special meeting of the Members called for that purpose, the Members may, by a Special Resolution, and subject always to the requirements of the Act, remove any director before the expiration of their term of office provided that proper notice of the intention to pass such a resolution has been duly given and the Corporation has circulated any statement given by the Director opposing their removal as provided for under the Act. The Members may, by a Simple Majority at that meeting, elect any person in their stead for the remainder of the term.
- 5.8e The Corporation 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. When requested, a record of votes for and against motions considered at each AGM or Membership Meeting shall be entered 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.
- 5.8f 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) Auditor's Report
- iii) Chief Executive Officer's Report
- iv) Election of Board of Directors
- v) Appointment of Auditors
- vi) 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) Appointment 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 evidence 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 honestly and in good faith with a view to the best interest of the Corporation; 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 Chief Executive Officer 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 a Special Resolution of the Members 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.

#### 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, addresses, and email 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**

The Corporation may be dissolved by a Special Resolution of the Members or as otherwise provided for under the Act or by law. 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
- iii)     sent by email

addressed to the Director, Officer, or Member at the address or email address 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 postmarked at least four (4) days before the proposed meeting.

8.1c For the purpose of sending any notice, the address or email address as the case may be, of any Member, Director, or Officer shall be the last address or email address, as the case may be of such person recorded on the books of the Corporation.

8.1d 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

9.1 All directors shall respect the confidentiality and privacy of such matters as determined by the Board, the standards of Community Health Centres, applicable privacy legislation, and applicable laws and shall comply with the confidentiality policies of the Corporation.

## 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 on the 28<sup>th</sup> of May 28, 2024, were ratified by the Members of Corporation on this day, the 18<sup>th</sup> of June 18, 2024, and signed and sealed with the seal of the Corporation.

  
Chair

  
Secretary

### Revisions/Version Tracking

Revision 3 Approved June 15, 2010  
Revision 4 Approved June 21, 2011  
Revision 5 Approved June 24, 2014  
Revision 6 Approved June 27, 2017  
Revision 7 Approved June 25, 2019  
Revision 8 Approved June 18, 2024

