

Centre de santé communautaire

CHIGAMIK

Community Health Centre Inc.

BY-LAWS

July 2009

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Amended and Approved October 22, 2013

Amended and Approved October 18, 2016

Approved December 12, 2018

Amended and Approved October 22, 2019

Amended May 6, 2021

Amended October 18, 2022

**Mission Statement:**

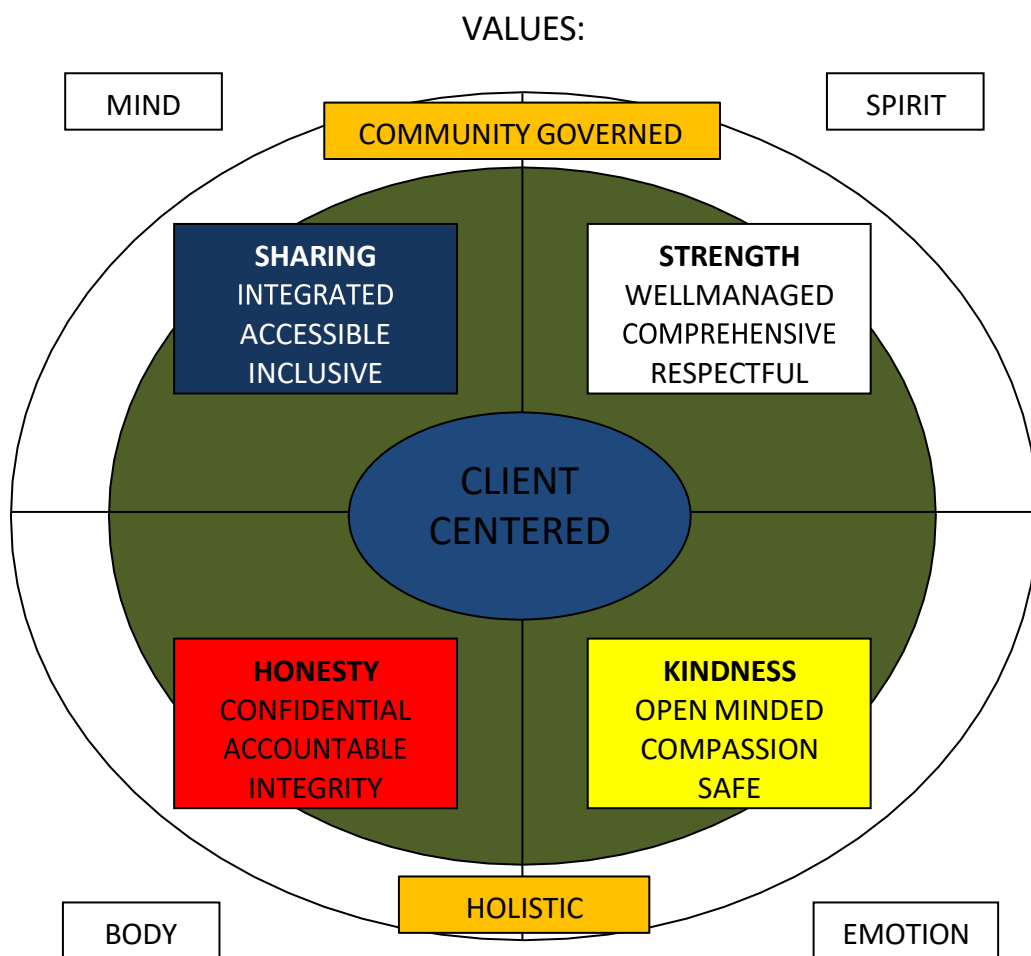
*Le Centre de santé communautaire CHIGAMIK Community Health Centre Inc. provides culturally relevant holistic programs and services to equip our communities to achieve optimal health and well-being through awareness, health promotion and illness prevention.*

**Vision:**

*Le Centre de santé communautaire CHIGAMIK Community Health Centre Inc. is an inclusive place where all are welcome to pursue an enrichment of their quality of life, health and wellness.*

**Centre de santé communautaire  
CHIGAMIK  
Community Health Centre Inc.**

**BY-LAWS**



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## APPROVED AMENDMENTS OF OCTOBER 2016

### #1 Change definition 1.1 a)

**Remove:** 1.1 a) “Indigenous” means any person of Indian, Inuit or Métis ancestry;

**Add:** 1.1 a) First Nations, Métis, Inuit (INDIGENOUS ) means a person who self identifies as indigenous

### #2 Change “bank (or trust company)” to “financial institutions”

11.6 Treasurer: The Treasurer shall oversee the financial management of the Corporation and shall ensure that full and accurate accounts of all receipts, disbursements, assets and liabilities of the Corporation are kept in proper books of account in the name of the Corporation and shall ensure that all monies or other valuable effects in the name of and to the credit of the Corporation are deposited in such financial institutions as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers for the funds disbursed, and shall render to the Board of Directors at its regular meetings or whenever required by it, an account of all the transactions as Treasurer, and of the financial position of the Corporation. The Treasurer may delegate their administrative duties to such persons as the Board of Directors approves. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

### #3 Add “culture” and more details regarding the language of the centre to adhere to French Language Designation requirements

**Replace** 19.1 Language: The working languages of the Corporation shall be English and French.

**With** 19.1 Language and Culture: The working languages of the Corporation shall be in English and French. First Nation Inuit Métis, Francophone and mainstream cultures shall be represented within the Corporation. A French Language Services Policy and Cultural Awareness Policy shall be adhered to. The Board shall ensure that a Francophone and Indigenizing committee is in place to enshrine the language and cultural needs of the organization. The Board of Directors shall review the Executive Director’s annual report on our French Language and Cultural Human Resource Plan and Service Plan.

### #4 Remove “or employee” as the By-laws direct the Board not the operations of the Centre. The Financial Policies provide a provision for the Executive Director to handle this on an operational level.

**Replace** 21.1 Internal Loans, Advances and Guarantees Prohibited: The Corporation shall not give financial assistance by means of a loan, advance, guarantee or otherwise to any Member, Director, officer or employee of the Corporation.

**With** 21.1 Internal Loans, Advances and Guarantees Prohibited: The Corporation shall not give financial assistance by means of a loan, advance, guarantee or otherwise

to any Member, Director, or officer of the Corporation.

### **APPROVED AMENDMENTS OF OCTOBER 2013**

Add Item U under section 1.1: “proxy” means that a member or board member in absentia of a meeting can cast their vote on a resolution provided the resolution has been made available for review 5 business days prior to the meeting in question

Add to Item 9.9 alternate participation: Where there is no possible alternative participation a director may vote on a resolution by proxy.

Begin Item 11.1 Appointment of officers, with the following paragraph: That the Board of Directors shall, hold an election to fill all four officers’ vacancies as follows: President and Treasurer for a 2 year term and a Vice President and Secretary for a 1 year term. At the subsequent AGM an election will be held to fill the positions of Vice President and Secretary for a 2 year term. Elections will take place every year thereafter for two officers, alternating between the President and Treasurer and Vice-President and Secretary.

### **APPROVED AMENDMENTS OF DECEMBER 2018**

Approved with no amendments

### **APPROVED AMENDMENTS OF OCTOBER 2019**

Remove: 1.1 a) First Nations, Métis, Inuit (INDIGENOUS ) means a person who self identifies as indigenous

Replace: All FMNI acronyms with the word Indigenous

Remove: All gender specific pronouns

TO BE APPROVED October 2021 AGM

Remove :

25.1 Winding Up and Distribution of Assets: In the event of a winding-up of the operations of the Corporation, after settlement of all financial and legal obligations of the corporation, any residual assets shall be transferred to a not-for-profit organization or organizations that offer health services in the Catchment Area. The selection of said organizations shall be at the sole discretion of the Board of Directors of the Corporation.

Replace :

- 25.1 Dissolution and Distribution of Assets: In the event of dissolution of the corporation, the corporation will adopt the Ontario Public Guardian and Trustee's Appendix B, Special Provisions Required of Incorporated Charities, in its entirety. (See Supplementary Letters Patent for full description)

## **APPROVED AMENDMENTS OF OCTOBER 2022**

### **Remove:**

- 9.10 Voting: Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In the case of a tie vote, the President of the Board shall have a ~~second~~ and deciding vote ~~in addition to the President's original vote~~. If the President of the Board is not present, the Vice-President shall have a ~~second~~ or deciding vote ~~in addition to the Vice-President's original vote in the event of a tie vote~~. All votes at such meeting shall be taken by show of hands, unless a secret ballot is requested by any Director present. A declaration by the President of the Board that a Resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against the Resolution. In the absence of the President of the Board, the President's duties may be performed by the Vice-President of the Board or such other Director as the Board of Directors may from time to time appoint for that purpose by Resolution.

### **Replace:**

- 9.10 Voting: Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In the case of a tie vote, the President of the Board shall have a deciding vote. If the President of the Board is not present, the Vice-President shall have a deciding vote. All votes at such meeting shall be taken by show of hands, unless a secret ballot is requested by any Director present. A declaration by the President of the Board that a Resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against the Resolution. In the absence of the President of the Board, the President's duties may be performed by the Vice-President of the Board or such other Director as the Board of Directors may from time to time appoint for that purpose by Resolution.

**Centre de santé communautaire  
CHIGAMIK  
Community Health Centre Inc.**

**BY-LAW NO. 1**

This By-law relates to the general conduct of the affairs of *Centre de santé communautaire CHIGAMIK Community Health Centre Inc.*

**1. INTERPRETATION**

1.1 Definitions: In this By-law, the following terms will have the following meanings, unless the context otherwise specifies or requires:

- a) “Act” means the *Corporations Act*, R.S.O. 1980, C.95, as from time to time amended, and every statute that may be substituted for that Act;
- b) “Associate Member” means the persons described in section 6.3 (b) of this By-law;
- c) “Board of Directors” means the board set out in section 8 of this By-law;
- d) “By-law” means any By-law of the Corporation from time to time in force and effect;
- e) “Catchment Area” means the area set out in section 5.1 of this By-law;
- f) “Community” or “Communities” means one or more identifiable groups or sub-groups of people within the Catchment Area.
- g) “Corporation” means Centre de santé communautaire CHIGAMIK Community Health Centre Inc.;
- h) “Directors” means the persons described in section 8 of this By-law;
- i) “Francophone” means a person whose mother tongue is French, a person who is able to communicate in French, or a person who accepts being served in French.
- j) “General Member” means the persons described in section 6.3 (a) of this By-law;
- k) “Honorary Member” means the persons described in section 6.3 (c) of this By-law;

- l) “Immediate Family” means a person's mother, father, son, daughter, brother, sister, spouse and/or common-law spouse, a relative of that person who has acted in loco parentis, or someone with a close familial relationship with that person;
- m) “Member” means a member of the Corporation in good standing;
- n) “President of the Board” means the person described in section 11.4 of this By-law;
- o) “Resolution” means a resolution passed by no less than fifty-one percent (51%) of the Directors present at a duly constituted meeting of the Board of Directors and recorded in the book maintained for that purpose;
- p) “Secretary” means the person described in section 11.7 of this By-law;
- q) “Special Resolution” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a meeting of Members duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the Members entitled to vote at such meeting;
- r) “Treasurer” means the person described in section 11.6 of this By-law; and,
- s) “Vice-President of the Board” means the person described in section 11.5 of this By-law.

1.2 General: In this By-law:

- a) terms which are defined in the Act shall have the meanings given to them in the Act;
- b) words importing the singular number only shall include the plural and vice versa and words importing a specific gender shall include the other gender; and,
- c) headings are inserted for reference purposes only and are not to be considered or taken into account in construing the meaning of any terms or to be deemed in any way to clarify, modify or explain the effect of any terms or provisions.

## **2. NAME, MISSION, VISION, AIMS AND OBJECTIVES**

- 2.1 Name: In the name of the Corporation, “CHIGAMIK” means “great house” or “great lodge”.



- 2.2. Mission: It is the mission of the Corporation to provide culturally relevant holistic programs and services to equip our Communities to achieve optimal health and well-being through awareness, health promotion and illness prevention.
- 2.3. Vision: It is the vision of the Corporation to create an inclusive place where all are welcome to pursue wellness, health and an enriched quality of life.
- 2.4. Aims and Objectives: The Corporation is established and operated as a community health centre for the purposes of:
- a) promoting the health, well-being and equitable access to primary health care for the people of our Community;
  - b) engaging Community members in the development of health services;
  - c) implementing programs for illness prevention, health promotion, social determinants of health and individual and Community capacity-building that are inclusive and accessible for all Community members;
  - d) delivering culturally and linguistically appropriate services to Indigenous and Francophone Community members; and,
  - e) other complementary purposes not inconsistent with this list of aims and objectives.
- 2.5. Changes to Aims and Objectives: Any change to the aims and objectives set out in section 2.4 of this By-law requires an amendment to the letters patent of the Corporation.

### **3. HEAD OFFICE**

- 3.1. Head Office: The head office of the Corporation shall be located in the Catchment Area and in the County of Simcoe, at such place as shall be determined by Special Resolution from time to time.

### **4. SEAL**

- 4.1. Seal: The seal, an impression of which is stamped in the margin of this page, shall be the corporate seal of the Corporation.
- 4.2. Use of The Seal: The seal shall be impressed on all documents requiring execution under corporate seal, by such party as may be authorized by the Board of Directors from time to time.
- 4.3. Care of The Seal: The Secretary, or other person appointed by Resolution, shall have charge of the corporate seal and ensure that it is kept in a safe place.

## **5. CATCHMENT AREA**

- 5.1 Catchment Area: The area to be served by the Corporation shall be Christian Island, Midland, Penetanguishene, Tay Township and Tiny Township.

## **6. MEMBERS**

- 6.1 Eligibility: Membership in the Corporation is open to anyone who:
- a) is a permanent resident or works in the Catchment Area; or,
  - b) is of Indigenous or Francophone descent and lives or works in the territory covered by the North Simcoe Muskoka Local Health Integration Network as shown on the map attached hereto at Schedule “A”.
- 6.2 Commitment: All Members must be committed to the mission, vision, aims and objectives of the Corporation.
- 6.3 Categories of Member: The three categories of Members of the Corporation are as follows:
- a) General Members: A General Member is a person eighteen (18) years of age or older that, by Resolution, is deemed to meet the eligibility requirement and the commitment requirement for membership in the Corporation. Provided that current employees of the Corporation shall not be permitted to become General Members of the Corporation while employed by the Corporation.
  - b) Associate Members: An Associate Member is a person younger than eighteen (18) years of age that, by Resolution, is deemed to meet the eligibility requirement and the commitment requirement for membership in the Corporation.
  - c) Honorary Members: An Honorary Member is a person that does not meet the eligibility requirement for membership in the Corporation, but who, by Resolution, is deemed to meet the commitment requirements for membership in the Corporation. Notwithstanding the above, current employees of the Corporation may be admitted to membership in the Corporation as an Honorary Member while employed by the Corporation.
- 6.4 Membership Fee: The Board of Directors may determine the fee for membership in the Corporation, from time to time, by Resolution. If the Board of Directors has set a fee for membership, all General Members and Honorary Members shall reaffirm their commitment to the mission, vision, aims and objectives of the Corporation by paying the fee for membership. Associate Members and Honorary Members younger than 18 years of age shall not be required to pay a fee for membership.

- 6.5 Membership Records: The Secretary shall maintain an up-to-date membership list which shall be presented to the Board of Directors annually for ratification. The list of Members shall remain at and be maintained at the head office of the Corporation.
- 6.6 Notices of Membership: Each Member shall promptly be informed by the Secretary upon admission as a Member, including the category of membership and the entitlements for that category of membership. Each Member shall promptly be informed by the Secretary of their removal as a Member, including the reason for such removal.
- 6.7 Entitlements of Membership:
- a) General Members shall be entitled to:
    - i. receive notice of all meetings of Members;
    - ii. attend all meetings of Members;
    - iii. one (1) vote on each question arising at any meeting of Members;
    - iv. stand for election as a Director or officer of the Corporation;
    - v. sit on committees of the Board of Directors when requested by the Board of Directors; and,
    - vi. receive the quarterly newsletter of the Corporation.
  - b) Associate Members shall be entitled to:
    - i. receive notice of all meetings of Members;
    - ii. attend all meetings of Members; and,
    - iii. receive the quarterly newsletter of the Corporation.
  - c) Honorary Members shall be entitled to:
    - i. receive notice of all meetings of Members;
    - ii. attend all meetings of Members; and,
    - iii. receive the quarterly newsletter of the Corporation.
- 6.8 Resignation of Membership: Members may resign by submitting a written resignation to the Secretary setting out their desire to be removed as a Member from the Corporation. The resignation shall be effective as of the date on the resignation or upon receipt of the resignation by the Board of Directors, whichever is later.
- 6.9 Limits on Membership / Employees: Membership in the Corporation is non-transferrable and ceases upon the death of a Member. Current employees of the Corporation shall not be permitted to become General Members during the course of their employment with the Corporation, but current employees of the Corporation may be admitted to Membership in the Corporation as an Honorary Member while employed by the Corporation.
- 6.10 Termination of Membership: Where a Member is deemed to be acting contrary to the best interests of the Corporation, the Board of Directors may, by Special Resolution, terminate

such Member's membership. A Member's membership in the Corporation shall automatically terminate if a Member no longer meets the Eligibility requirements set out in Section 6.1 (other than relating to Honorary Members).

## **7. MEETINGS OF MEMBERS**

- 7.1 Location: All meetings of Members shall be held at the head office of the Corporation, or such place as the Board of Directors shall determine from time to time.
- 7.2 Annual Meeting of Members: The Board of Directors shall ensure that an annual meeting of Members is held within fifteen (15) months after the preceding annual meeting of Members. The Board of Directors may, by Resolution, authorize the President of the Board to fix a date for the annual meeting of Members.
- 7.3 Required Business at Annual Meetings of Members: At every annual meeting of Members, in addition to any other business that may be transacted, the following matters shall be addressed:
- a) the report of the Board of Directors, the financial statements for the period ending not more than six (6) months before such meeting, and the report of the auditors shall be presented and be open to inspection by the Members;
  - b) elections shall be held for vacancies on the Board of Directors for the ensuing year;
  - c) auditors shall be appointed for the ensuing year; and
  - d) approval of the minutes from the previous annual meeting.
- 7.4 Other Meetings of Members: The Board of Directors or the President of the Board shall have the power to call a meeting of the Members at any time.
- 7.5 Request of the Members: A meeting of Members may be called by a written request to the President of the Board or the Secretary, signed by at least 10% of the General Members.
- 7.6 Notice of Meetings of Members: No public notice or advertisement of meetings of Members, annual or otherwise, shall be required, but notice of the time and place of every such meeting shall be given to each Member at least fourteen (14) days before the time fixed for the holding of such meeting; provided that any meeting of Members may be held at any time and place without notice if all Members are present at that meeting or by duly appointed proxy, or if a quorum of Members is present or represented at the meeting and the absent Members have signified their consent in writing, filed with the President of the Board or the Secretary.

- 7.7 Business at Meetings of Members: Where notice of a meeting of Members has been duly given to the Members, the Members may consider and transact any business, either special or general, at such a meeting of the Members.
- 7.8 Adjournment: Any meeting of Members may be adjourned at any time and from time to time and such business may be 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.
- 7.9 Quorum: A quorum for the transaction of business at any meeting of Members shall not be fewer than fifteen (15) General Members present in person.
- 7.10 Members Entitled to Vote: Each General Member in good standing shall at all meetings of Members be entitled to one (1) vote on each question to be decided, and may vote by proxy. A proxy need not be a Member of the Corporation, but before voting, the proxy shall produce and deposit with the Secretary sufficient appointment in writing from the Member entitled to vote on whose behalf the proxy is appearing.
- 7.11 Voting at Meetings of Members: At all meetings of Members, every question shall be decided by a majority of votes of the General Members present or represented by proxy. Every question shall be decided in the first instance by a show of hands unless a secret ballot is requested by any General Member present. A declaration by the President of the Board that a resolution of the Members 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 or against such question.
- 7.12 Deciding Vote: In the case of a tie vote at any meeting of Members, whether by way of a show a hands or by way of secret ballot, the President of the Board shall be entitled to a second and deciding vote.

## **8. DIRECTORS**

- 8.1 Number of Directors: The affairs of the Corporation shall be managed by the Board of Directors consisting of not less than nine (9) Directors and not more than twelve (12) Directors. At the first meeting of the Corporation following the adoption of this By-law, four (4) Directors shall be elected to serve a one (1) year term; four (4) Directors shall be elected to serve a two (2) year term; and four (4) Directors shall be elected to serve a three (3) year term. Thereafter, all Directors shall serve for a term of three (3) years pursuant to Section 8.6.
- 8.2 Directors Must Be Members: To stand for election and be elected, a prospective Director must be a General Member in good standing and must not be an undischarged bankrupt.

- 8.3 Composition of the Board:
- a) Four (4) seats will be designated for Directors who are Indigenous and who represent an Indigenous Community.
  - b) Four (4) seats will be designated for Directors who are Francophone and who represent a Francophone Community.
  - c) Four (4) seats will be designated for Directors who represent other populations of the membership of the Corporation who are neither Indigenous nor Francophone.
- 8.4 Powers of the Board of Directors: The Board of Directors may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into, save as provided in the By-laws, and generally may exercise all such other powers and do all such other acts and things as the Corporation is authorized to exercise and do by its letters patent or otherwise.
- 8.5 Specific Powers of the Board of Directors: Without in any way derogating from the powers set out in section 8.4 of this By-law, the Board of Directors is expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal or any right or interest owned that thing by the Corporation, for such consideration and upon such terms and conditions as the Board of Directors may deem advisable.
- 8.6 Directors: Terms of Office: Subject to Section 8.1, unless elected to fill a partial term or until his successor shall have been duly elected and qualified, the term of office for a Director shall be three (3) years. For the purpose of this section, the duration between two consecutive annual meetings of Members shall be considered to be one (1) year. No Director shall serve for more than six (6) consecutive years.
- 8.7 Vacancies: Vacancies on the Board of Directors, however caused, may so long as a quorum of Directors remain in office, be filled by an appointment by the remaining Directors from among the qualified General Members of the Corporation, if they shall see fit to do so, otherwise such a vacancy shall be filled at the next annual meeting of Members. If the remaining Directors fill such a vacancy pursuant to the above, the Director so appointed shall be required to stand for election at the next annual meeting of the Members and, if elected, shall serve the balance of the vacancy thus filled. If there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of Members to fill the vacancy to be ratified at the next annual meeting of the Members. If the number of Directors is increased between the terms, the vacancies may be filled in the manner provided in this section.

- 8.8 Deemed Vacancy: A Director shall be deemed to have vacated their office if a Director:
- a) has become bankrupt, suspend payment to creditors, or is declared insolvent;
  - b) is found to be of legally incapable of managing his/her affairs;
  - c) is convicted of any criminal offence; or,
  - d) resigns by notice in writing to the Corporation.
- 8.9 Election and Removal: Election of Directors shall be by show of hands of the General Members unless a ballot is requested by any General Member. Any Director may be removed before the expiration of their term of office by Special Resolution. When a Director is removed, the General Members may, by a majority of the votes cast at the meeting removing the original Director, elect any person in their stead for the remainder of their term.
- 8.10 Limits on Office of Director: The office of Director is not transferable, and ceases upon death.
- 8.11 Directors Not To Be Employees: No Director shall be eligible for any position as an employee of the Corporation until one (1) year after the date of resignation or removal from office, unless the Board of Directors passes a Resolution stating otherwise.
- 8.12 Remuneration of Directors: Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such; however, directors may be paid or reimbursed for reasonable expenses incurred by them in the performance of their duties.
- 8.13 Proper Remuneration: If any Director or officer of the Corporation shall be employed by or shall perform services for the Corporation other than as a Director, officer or Member, or shall be a member, shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his being a Director or officer of the Corporation shall not disentitle that Director or officer or that firm or company, as the case may be, from receiving proper remuneration for such services.

## **9. MEETINGS OF THE BOARD OF DIRECTORS**

- 9.1 Place of Meeting: All meetings of the Board of Directors shall be held at the head office of the Corporation or elsewhere in Ontario as determined by the Board of Directors from time to time.
- 9.2 Notice of Meeting: A meeting of the Board of Directors may be convened by the President of the Board, by request of any two (2) Directors to the President of the Board in writing or, when directed or authorized by the President of the Board, by the Secretary.

The notice of any meeting of the Board of Directors need not specify the purpose of or the business to be transacted at that meeting. Notice of any such meeting shall be served in the manner specified in section 16 of this By-law not less than seven (7) days before the meeting is to take place; however, meetings of the Board of Directors may be held at any time without notice if all the Directors are present, unless a Director attends that meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

- 9.3 First Meeting of New Board: If the first meeting of the Board of Directors following the election of the Directors is held immediately thereafter, then for that meeting, no notice shall be necessary to the newly elected or appointed Directors in order to legally constitute the meeting, provided that a quorum of the Directors is present.
- 9.4 Regular Meetings: The Board of Directors may select days and times for regular meetings and of such regular meetings no notice need be sent.
- 9.5 Omission of Notice: The accidental omission to give notice of any meeting of the Board of Directors to, or the non-receipt of any notice by, any person shall not invalidate any Resolution or Special Resolution passed or any proceeding taken at such meeting.
- 9.6 Adjournment: Any meeting of the Board of Directors may be adjourned from time to time by the chair of the meeting, with the consent of all Directors present, to a fixed time and place. Notice of any adjourned meeting of the Board of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum of the Directors is present. The Directors who formed the quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated at its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.
- 9.7 Quorum: A majority of the currently elected and qualified Directors shall form a quorum for the transaction of business at a meeting of the Board of Directors. No business shall be transacted at a meeting of the Board of Directors unless a quorum of the Directors is present.
- 9.8 In-Camera Session: The Board of Directors may conduct a meeting or a part of a meeting in-camera, if a sensitive or highly confidential issue must be discussed. A motion to conduct a meeting or part of a meeting in-camera must be approved by the vote of a majority of the Directors present at the meeting. The Directors present may decide who should and should not attend the in-camera session by majority vote, including the executive director, employees or officers of the Corporation, or specific Directors.



The following situations may necessitate adjournment to an in-camera session:

- i. Performance issues which pertain to an individual Director, officer or employee of the Corporation.
- ii. Salary issues which pertain to employees of the Corporation.
- iii. Matters pertaining to purchase or sale of property.
- iv. Matters pertaining to budget negotiations and negotiating strategy.
- v. Legal matters.
- vi. Conflicts of interest.

When the Board of Directors conducts a meeting or part of a meeting in-camera, the Board of Directors shall report in the minutes that an in-camera session took place, and record any motions that were approved during the in-camera session. Discussions which took place in-camera are not generally recorded in the minutes, but may be so recorded at the discretion of the Directors present and only such disclosure as the Board of Directors determines to be appropriate or necessary shall be made.

9.9 Alternate Participation: If all of the Directors present at or participating in a meeting consent, a meeting of the Board of Directors may be held by telephone, electronic or other communication facility which permits all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed to be present at that meeting.

9.10 Voting: Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In the case of a tie vote, the President of the Board shall have a deciding vote. If the President of the Board is not present, the Vice-President shall have a deciding vote. All votes at such meeting shall be taken by show of hands, unless a secret ballot is requested by any Director present. A declaration by the President of the Board that a Resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact, without proof of the number or proportion of the votes recorded in favour of or against the Resolution. In the absence of the President of the Board, the President's duties may be performed by the Vice-President of the Board or such other Director as the Board of Directors may from time to time appoint for that purpose by Resolution.

9.10 Resolution in Lieu of Meeting: Any Resolution signed by all the Directors is as valid and effective as if passed at a meeting of the Board of Directors duly called, constituted and held for that purpose. Where a Resolution purports to have been passed or confirmed under this section by the signatures of all the Directors, the signatures to such Resolution are admissible in evidence as proof, in the absence of evidence to the contrary, of the signatures of all the Directors and that the signatories to the Resolution were all the Directors at the date that the Resolution purports so to have been passed or confirmed.

## **10. COMMITTEES OF THE BOARD**

- 10.1 Committees: The Board of Directors may appoint standing or special committees from among the Members or employees of the Corporation, or from the Community, to advise the Board of Directors on a subject specified by the Board of Directors. The Board of Directors shall set out the terms of reference of every committee so created and may amend the terms of reference at any time. Subject to its terms of reference and any applicable By-laws and/or Resolutions, the committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard. In the absence of a By-Law and/or Resolution or a rule of procedure determined by the committee, the committee shall follow the provisions of sections 9.1 to 9.11 (inclusive), with the reasonable changes necessary to adapt those provisions to the effective conduct of business by the committee.
- 10.2 Executive Committee: The Board of Directors shall elect from among their number, an executive committee of at least four (4) Directors, which shall include the President of the Board, the Vice-president of the Board, the Treasurer and the Secretary. The Board of Directors may, by way of Resolution, elect to the executive committee any other person at their discretion. The Board of Directors may, by By-law and/or Resolution, delegate any of its powers to the executive committee and/or place any restrictions on the powers of the executive committee. In the absence of such a By-law or Resolution, the executive committee may:
- a) make decisions on behalf of the Corporation in matters of administrative urgency, by way of majority vote among the Directors forming the Executive Committee, which cannot be delayed until the next regular meeting of the Board of Directors; and,
  - b) exercise such powers as authorized by the Board of Directors.

## **11. OFFICERS**

- 11.1 Appointment of Officers: The Board of Directors shall, annually or more often as may be required, elect from among their number a President of the Board, a Vice-President of the Board, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine by By-law from time to time. One person may hold more than one office except for the offices of President of the Board and Vice-President of the Board. Officers shall ideally be representative of the designated composition of the Board of Directors as set out by section 8.3 of this By-law for the positions of President, Vice President, and Treasurer with the position of Secretary being at large. Each incumbent officer shall continue in office until the earliest of:

- a) their resignation, which shall be effective at the time a written resignation is received by the Corporation or at the time specified in the resignation, whichever is later;
- b) the appointment of their successor;
- c) their ceasing to be a Director;
- d) the meeting at which the Board of Directors annually appoints the officers of the Corporation;
- e) their removal by the Board of Directors;
- f) their death;
- g) completion of their third (3rd) consecutive term of office in the same position; or,
- h) their failure to attend three (3) consecutive meetings of the Board of Directors, regardless of the reason for the failure to attend, at the discretion of the Board of Directors.

11.2 Removal of Officers: All officers may be subject to removal by Resolution at any time.

11.3 Powers, Duties and Delegation of Duties: All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices as described herein and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors. In case of the absence or inability to act of any officer of the Corporation or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of such officer to any other officer or to any Director for a specified time.

11.4 President of the Board: The President of the Board shall, when present, preside as chair at all meetings of the Board of Directors and at all meetings of Members of the Corporation. Between meetings of the Board of Directors, the President of the Board shall also be charged with the general management and supervision of the affairs and operations of the Corporation; however, in all cases, action taken by the President of the Board shall be deemed to be approved by the Board of Directors until the Board's next scheduled meeting. The President of the Board and the Secretary or other officer appointed by the Board of Directors for that purpose shall sign all By-laws.

11.5 Vice-President of the Board: During the absence or inability of the President of the Board, the duties and powers of the President may be exercised by the Vice-President of the Board, or such other Director as the Board of Directors may from time to time appoint for that purpose by Resolution. In the event that neither the President nor the

Vice-President are present, and in the event that the Vice-President of the Board exercises any such duty or power, the absence or inability of the President of the Board shall be presumed, and the Vice-President shall perform such other duties as the Board of Directors determines from time to time.

- 11.6 Treasurer: The Treasurer shall oversee the financial management of the Corporation and shall ensure that full and accurate accounts of all receipts, disbursements, assets and liabilities of the Corporation are kept in proper books of account in the name of the Corporation and shall ensure that all monies or other valuable effects in the name of and to the credit of the Corporation are deposited in such financial institutions as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers for the funds disbursed, and shall render to the Board of Directors at its regular meetings or whenever required by it, an account of all his transactions as Treasurer, and of the financial position of the Corporation. The Treasurer may delegate their administrative duties to such persons as the Board of Directors approves. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.
- 11.7 Secretary: The Secretary of the board shall be ex officio, clerk of the Board of Directors. The Secretary may delegate administrative duties to such persons as the Board of Directors approves by way of Resolution. The Secretary or their delegate shall attend all meetings of the Board of Directors and have recorded all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to Members or Directors. The Secretary shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation which he shall deliver up only when authorized by Resolution to do so and only to such persons as may be named in the Resolution. The Secretary shall perform such other duties as may from time to time be determined by the Board of Directors.
- 11.8 Past President: A past President of the Board who is no longer a Director may, at the discretion of the Board of Directors, attend meetings of the Board of Directors and advise the Board of Directors and the President of the Board. The past President of the Board may remain in this advisory capacity for up to one (1) year after ceasing to be a Director and shall have no voting privileges.
- 11.9 Other Officers: The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the Board of Directors requires.
- 11.10 Vacancies: If the office of any officer of the Corporation becomes vacant for any reason, the Board of Directors may appoint a person to fill such vacancy.

## **12. PROTECTION OF DIRECTORS AND OFFICERS**

12.1 Protection of Directors and Officers: No Director or officer of the Corporation, during the lifetime of the Corporation, shall be liable for:

- a) the acts, receipts, neglects or defaults of any other Director or officer or employee of the Corporation;
- b) joining in any receipt or act for conformity;
- c) any loss, damage or expenses happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation;
- d) the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested;
- e) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited;
- f) any loss, conversion, misapplication, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation; or,
- g) any other loss, damage, or misfortune which may happen in the execution of the duties in a respective office or in relation to an office,

unless the same shall happen by or through his own wilful act or through his own wilful neglect or default.

12.2 No Personal Duty or Responsibility: The Directors, during the lifetime of the Corporation, shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name of the Corporation, except such as shall have been submitted to and authorized or approved by the Board of Directors.

12.3 Insurance: The Corporation may purchase and maintain such insurance for the benefits of its Directors and officers as such, as the Board of Directors may from time to time determine

## **13. INDEMNITIES TO DIRECTORS AND OFFICERS**

13.1 Indemnities to Directors and Officers: Every Director and officer of the Corporation and other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and

administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

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

#### **14. CONFIDENTIALITY AND CONFLICTS OF INTEREST**

14.1 Confidentiality: All Members, Directors, officers of the Corporation, and committee members shall respect the rules of confidentiality as may be determined by the Board of Directors from time to time.

14.2 Conflict of Interest: Where a Director or a member of a Director's Immediate Family has any direct or indirect pecuniary interest:

- a) in a contract or proposed contract with the Corporation;
- b) in any contract or proposed contract that is reasonably likely to be affected by a decision of the Board of Directors; or,
- c) in any other matter in which the Board of Directors is concerned,

and that Director is present at a meeting including a committee or other meeting of the Board of Directors at which the contract, proposed contract or other matter is the subject of consideration, such Director shall, as soon as practicable after the commencement of the meeting, disclose their interest to the Board of Directors and shall not take part in the consideration or discussion of, or vote on any such question, or in any way attempt to influence the voting on any such question.

14.3 Conflict of Interest Discovered After-the-Fact: Where the interest of a Director has not been disclosed as required by reason of their absence from the meeting at which the interest was discussed or by reason of the interest having been acquired by the Director after such meeting, such Director shall immediately communicate their interest to the President of the Board, and otherwise comply with section 14.3 of this By-law at subsequent meetings of the Board of Directors.

- 14.4 Conflicts of Interest to Be Shared With Vice-President: Whenever the President of the Board is informed that a Director has a conflict of interest, the President of the Board shall communicate such conflict of interest to the Vice-President of the Board.
- 14.5 Others in Conflicts of Interest: For clarity, sections 14.2 to 14.4 (inclusive) of this By-law apply to any person to whom any power is delegated by the Board of Directors, including any officer or executive director of the Corporation.
- 14.6 Conflict Not to Invalidate Decisions: Where a conflict of interest has been discovered or disclosed after a Resolution or Special Resolution has been passed regarding the matters related to the conflict, such failure to disclose or discover the said conflict of interest shall not invalidate any Resolution or Special Resolution or any decision or transaction approved by the Board of Directors.
- 14.7 Nepotism: Although no person will be prohibited from employment at the Corporation because a member of their Immediate Family is an employee, Director or officer of the Corporation, the following provisions shall eliminate the potential for nepotism or conflict of interest:
- a) No person will hold or be hired, promoted, demoted or transferred to a job which requires them to directly or indirectly supervise or be supervised by a member of their Immediate Family.
  - b) No Director, officer or employee of the Corporation shall participate in the recruitment, selection and appointment of a member of their Immediate Family.
  - c) A member of any employee hiring committee will be prohibited from sitting on the committee entirely if any member of their Immediate Family is applying and being interviewed.

## **15. EXECUTION OF INSTRUMENTS**

- 15.1 Execution of Instruments: Deeds, transfers, licenses, material contracts and engagements on behalf of the Corporation shall be signed by the President of the Board and also by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the seal. In the event that the President of the Board and/or the Secretary is not available to execute such documentation, the Board of Directors shall appoint authorized signing authorities to execute such documentation by way of Resolution.
- 15.2 Shares, Bonds and Securities: The President of the Board, the Secretary, or any two (2) of the Directors, or any person or persons from time to time designated by the Board of Directors may transfer any shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and

may affix the corporate seal to any such transfers or acceptances of transfers and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of a lawyer to make or accept transfers of shares, bonds or other securities on the books of any company or corporation, and including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

## **16. NOTICE**

- 16.1 Notice: Whenever notice is required to be given under the provisions of any By-law, such notice may be given either personally, by facsimile, email, telephone, courier, taxi or mailed to the Member, Director, officer or committee member of the Corporation at his address as it appears on the books of the Corporation. A notice or other document so sent by mail shall be held to be sent at the time when the same was post paid and mailed, or if sent by email or facsimile shall be held to be sent when the email or facsimile was successfully transmitted.
- 16.2 Error or Omission of Notice: No error or omission in giving notice of any meeting or any adjourned meeting of the Corporation shall invalidate such meeting or make void any proceedings taken at that meeting, and any Member, Director, officer or committee member of the Corporation may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at that meeting.
- 16.3 Deemed Address: For the purpose of sending notice to any Member, Director or officer of the Corporation, for any meeting or otherwise, their address shall be deemed to be his last address recorded on the books of the Corporation, and it shall be the responsibility of every Member, Director and officer of the Corporation to ensure that any changes to their address are promptly reported to the Corporation.

## **17. BOOKS AND RECORDS**

- 17.1 Books and Records: The Board of Directors shall see that all necessary books and records of the Corporation required by the By-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **18. FISCAL YEAR**

- 18.1 Fiscal Year: The fiscal year of the Corporation shall begin on April 1<sup>st</sup> of each year, and shall end on March 31<sup>st</sup> of the following year, unless otherwise determined by Resolution.



## **19. LANGUAGE AND TRANSLATION OF DOCUMENTS**

- 19.1 Language and Culture: The working languages of the Corporation shall be in English and French. First Nation Inuit Métis, Francophone and mainstream cultures shall be represented within the Corporation. A French Language Services Policy and Cultural Awareness Policy shall be adhered to. The Board shall ensure that a Francophone and Indigenizing committee is in place to enshrine the language and cultural needs of the organization. The Board of Directors shall review the Executive Director's annual report on our French Language and Cultural Human Resource Plan and Service Plan.
- 19.2 Translation of Documents: Both English and French versions of all By-laws shall be of equal force and effect. All documents of the Corporation shall be valid in either official language.

## **20. CHEQUES, DRAFTS AND NOTES**

- 20.1 Cheques, Drafts and Notes: All cheques, bills of exchange or other order for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers or agents of the Corporation and in such manner as shall from time to time be determined by Resolution and any one of such officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all of the bank's forms or settlement of balances and release or verification slips.

## **21. LOANS, ADVANCES AND GUARANTEES**

- 21.1 Internal Loans, Advances and Guarantees Prohibited: The Corporation shall not give financial assistance by means of a loan, advance, guarantee or otherwise to any Member, Director, or officer of the Corporation.

## **22. SECURITIES**

- 22.1 Deposits of Securities for Safekeeping: The securities of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the Board of Directors. All securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officers or agents of the Corporation, and in such manner, as shall from time to time be determined by Resolution and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from

deposit or their proceeds.

### **23. ANNUAL AUDIT**

- 23.1 Annual Audit: The Board of Directors shall cause the financial records of the Corporation to be audited annually by a certified public accountant. The remuneration of an auditor appointed by the Board of Directors shall be fixed by the Board of Directors. No person can be appointed an auditor of the Corporation who is a Director, officer or employee of the Corporation or an affiliated Corporation or who is the employer, employee or Immediate Family of such Director, officer or employee of the Corporation.

### **24. AMENDMENTS**

- 24.1 Amendments by Special Resolution: The Board of Directors shall have the power to make, alter, amend or repeal the By-laws by Special Resolution. If that Special Resolution is defeated by the General Members of the Corporation, the Board of Directors shall not make, alter, amend or repeal a By-law in a manner which is materially the same.
- 24.2 Members and Directors Bound by Act: Any amendments, alterations, changes, additions or deletions from the By-laws, whether made by the General Members or the Board of Directors, shall be consistent with the Act.

### **25. DISSOLUTION**

- 25.1 Dissolution and Distribution of Assets: In the event of dissolution of the corporation, the corporation will adopt the Ontario Public Guardian and Trustee's Appendix B, Special Provisions Required of Incorporated Charities, in its entirety. (See Supplementary Letters Patent for full description)

SIGNED THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_\_\_.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

## CSC CHIGAMIK CHC By-law No. 1

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**Centre de santé communautaire  
CHIGAMIK  
Community Health Centre Inc.**

**BY-LAW NO. 2**

**1. BORROWING**

- 1.1 Borrowing: In addition to, and without limiting such other powers which the Corporation may by law possess, the Board of Directors may, without authorization of the Members of the Corporation:
- a) borrow money on the credit of the Corporation by obtaining loans or advances or by way of overdraft or otherwise;
  - b) issue, sell or pledge securities of the Corporation including bonds, debentures, debenture stock, or other like liabilities whether secured or unsecured, for such sums on such terms and at such prices as they may deem expedient; or,
  - c) charge, mortgage, hypothecate or pledge all or any of the real, personal, moveable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.
- 1.2 Delegation: From time to time, the Board of Directors may authorize any Director, officer or employee of the Corporation, or any other person to:
- a) make arrangements with reference to the moneys borrowed or to be borrowed by the Corporation, and as to the terms and conditions of the loan of such money, and as to the securities to be given for that money, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Board of Directors may authorize; or,
  - b) generally to manage, transact and settle the borrowing of money by the Corporation.

ENACTED THIS 18<sup>th</sup> DAY OF October, 2022

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary