

North Simcoe Muskoka Hospice Palliative Care Network

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GENERAL

1. Definitions

1.1. In this by-law, unless the context otherwise requires:

- 1.1.1. "Act" means the Corporations Act (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- 1.1.2. "Board" means the Board of Directors of the Corporation;
- 1.1.3. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- 1.1.4. "Chair" means the chair of the Board;
- 1.1.5. "Corporation" means the Corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- 1.1.6. "Director" means an individual occupying the position of Director of the Corporation;
- 1.1.7. "OH" means Ontario Health Central Region
- 1.1.8. "Member" means a voting Member of the Corporation;
- 1.1.9. "Service Area" means those geographic areas served by the Corporation as defined by Ontario Health Central including Collingwood and area, Barrie and area, Muskoka, Orillia and area and Midland-Penetanguishene and area.
- 1.1.10. "Officer" means an officer of the Corporation

2. Interpretation

- 2.1. Other than as specified in Section 1 all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

3. Severability and Precedence

- 3.1. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Letters Patent of Amalgamation or the Act, the provisions contained in the Letters Patent of Amalgamation or the Act, as the case may be, shall prevail.

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4. Seal

4.1. There shall be no seal of the Corporation.

5. Execution of Contracts

5.1. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by the number and combination of officers and Directors as the Board may from time to time establish by way of policy. 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 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.

DIRECTORS

6. Qualifications of Directors

6.1. Every Director shall:

- 6.1.1. be an individual (i.e., a Corporation cannot be a Director); and
- 6.1.2. be a resident Canadian who either lives, works or owns property within the geographic boundaries of the organization;
- 6.1.3. be the age of eighteen years or more at the time of their election;
- 6.1.4. have the necessary skills and abilities as determined by the Board of Directors to provide leadership to the organization;
- 6.1.5. not have been declared incapable by a court in Canada or in another country;
- 6.1.6. not be in bankrupt status;
- 6.1.7. not be employed by the Corporation;
- 6.1.8. have a clean criminal code record and not be awaiting criminal trial.

7. Appointed Officers

7.1. The appointed officers of the Corporation shall be the Executive Director or Designate and such other officers as deemed necessary by the Board. The duties of the Executive Director or Designate are outlined in Schedule A. The Executive Director or Designate shall be entitled to attend all meetings of the Board but shall not be permitted to vote.

8. Number of Directors

8.1. The Board of Directors will be comprised of not fewer than 5 and not more than 9

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Directors. The number of Directors will be set at a special meeting of the members; requiring a 2/3 majority vote as set out in the Letters Patent of Amalgamation.

9. Election

- 9.1. The Board shall be elected at the Annual General Meeting, following the report of the Board Governance Committee.
- 9.2. The election may be by a show of hands unless a ballot is demanded by any Director.

10. Term of Directorship

- 10.1. The term of Directorship shall be 3 fiscal years from the time of election and shall not exceed 3 consecutive terms, except by a resolution of the Board.
- 10.2. The Directors of the Corporation shall be elected and shall retire in rotation. The inaugural Board of Directors shall elect 1/3 of its Directors for 1 year; 1/3 for 2 years and 1/3 for 3 years. Vacancies shall be filled to ensure that 1/3 of Directors are completing a term of office each year.
- 10.3. The Board of Directors may extend a term of office to allow a Director to complete their term on as an Officer of the Corporation or for any other reason, provided the full term of office does not exceed 9 consecutive years, except by a resolution of the Board.
- 10.4. Directors who have completed their term of office, who are retiring from the Board may continue involvement with the Corporation as an active volunteer.
- 10.5. Any Director may be eligible for re-election to the Board of Directors after a lapse of one year.

11. Removal of Directors

- 11.1. A Director may be removed from office prior to the expiration of their term if, at a special meeting of the Members (of which notice specifying the intention to pass such resolution has been given), such resolution is passed by at least two-thirds (2/3) of the votes cast and may, by a majority of votes cast at such meeting, elect any person in their stead for the remainder of the term.
- 11.2. A Director's absence at 3 consecutive meetings, or more than 4 meetings in a year may result in the Chairperson of the Board and Governance Committee Chairperson contacting the Director to resolve the absenteeism to the satisfaction of the Board and the Director. In the event that the Director cannot be reached or that the issue cannot be resolved, the Director will be removed from office with a resolution to the Board passed in accordance with section 11.1 of this By-law.

12. Vacancies

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12.1. The office of a Director shall be vacated immediately:

- 12.1.1. if the Director resigns office by written notice to the Chair, which resignation shall be effective at the time it is received by the Chair or at the time specified in the notice, whichever is later;
- 12.1.2. if the Director dies or becomes bankrupt;
- 12.1.3. not have been declared incapable by a court in Canada or in another country;
or
- 12.1.4. if a resolution is passed in accordance with section 11.1 of this By-law.

13. Filling Vacancies

13.1. A vacancy on the Board shall be filled as follows:

- 13.1.1. a quorum of Directors may fill a vacancy among the Directors;
- 13.1.2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Letters Patent of Amalgamation, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member; or
- 13.1.3. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term.

13.2. In the event that two or more candidates for appointment to the Board are identified as having relatively equal qualifications, vacancies on the Board shall be filled to ensure that each Service Area serviced by the Corporation is represented on the Board.

14. Remuneration of Directors

14.1. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- 14.1.1. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

BOARD MEETINGS

15. Calling of Special Meetings

15.1. Special meetings of the Directors may be called by the Chair, or any two Directors at any time and any place on notice as required by this By-law.

16. Regular Meetings

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16.1. The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

17. Notice

17.1. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 46.1 of this By-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

18. Chair

18.1. The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-Chair shall preside at the meeting. In the absence of the Chair and Vice Chair, the Directors present shall choose one of their number to act as the Chair.

19. Voting and Quorum

19.1. Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote. In case of a tie, the motion is defeated.

19.2. A majority of the Directors present shall form a quorum for the transaction of business.

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20. Participation by Telephone or Other Communications Facilities

20.1.A Board meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

FINANCIAL

21. Banking

21.1.The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

22. Borrowing

22.1.The Board may from time to time:

22.1.1. borrow money upon the credit of the Corporation;

22.1.2. limit or increase the amount to be borrowed.

23. Signing Officers

23.1.Signing officers for cheques, other banking vehicles, and execution of documents will be set by the Board of Directors and described in the Corporation’s policies.

24. Financial Year

24.1.The financial year of the Corporation ends on March 31 in each year.

OFFICERS AND COMMITTEES

25. Officers

25.1.The Board shall appoint from among them, a Chair, Vice-Chair and Secretary-Treasurer. The Board may appoint such other Officers as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

26. Office Held at Board’s Discretion

26.1.Any Officer shall cease to hold office upon resolution of the Board.

27. Duties

27.1.Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

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28. Duties of the Chair

28.1. The Chair shall perform the duties described in Sections 18 and 41 and Schedule B and such other duties as may be required by-law or as the Board may determine from time to time.

29. Duties of the Vice-Chair

29.1. The Vice-Chair shall exercise the duties and powers of the Chair during his/her absence and such other duties as the Board may assign from time to time.

30. Duties of the Secretary-Treasurer

30.1. The secretary-treasurer shall perform the duties described in Schedule C and such other duties as may be required by-law or as the Board may determine from time to time.

31. Committees

31.1. There shall be the following Board Standing Committees to assist the Board of Directors in managing the affairs of the Corporation. The Chair of the Board is an ex-officio member of all committees. The Executive Director or Designate shall be an ex-officio member of all committees without voting privileges.

31.2. The Board Standing Committees include:

31.2.1. Governance Committee

Duties of the Governance Committee are set out in Schedule D.

31.2.2. Finance and Audit Committee

Duties of the Finance and Audit Committee are set out in Schedule E.

31.3. Other Committees

31.3.1. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

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PROTECTION OF DIRECTORS AND OTHERS

32. Protection of Directors and Officers

32.1. Every Director and officer of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Corporation, from and against:

- i. all costs, charges, and expenses whatsoever which the Director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of their office; and
- ii. all other costs, charges and expenses which they sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by their own willful neglect or default.

32.2. No Directors or officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belong to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and willful act or through their own wrongful and willful neglect or default.

CONFLICT OF INTEREST

33. Conflict of Interest

33.1. A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

34. Charitable Corporations

34.1. No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, unless the provisions of the Act and the law applicable to charitable Corporations are complied with.

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MEMBERS

35. Members

35.1. Membership in the Corporation shall consist of those who are elected to the Board of Directors.

36. Disciplinary Act or Termination of Membership for Cause

36.1. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Letters Patent of Amalgamation or By-laws of the Corporation.

36.2. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

MEMBERS' MEETINGS

37. Annual Meeting

37.1. The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or Letters Patent of Amalgamation.

37.2. The business transacted at the annual meeting shall include:

37.2.1. receipt of the agenda;

37.2.2. receipt of the minutes of the previous annual and subsequent special meetings;

37.2.3. consideration of the financial statements;

37.2.4. report of the auditor or person who has been appointed to conduct a review engagement;

37.2.5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;

37.2.6. election of Directors; and

37.2.7. such other or special business as may be set out in the notice of meeting.

37.3. No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Secretary-Treasurer prior to the giving of

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notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

38. Special Meetings

38.1. Board Chair will call a special meeting at the request of any member.

39. Notice and Proxy

39.1. Not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in Section 46 of this By-law to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

40. Quorum

40.1. A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

41. Chair of the Meeting

41.1. The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Vice-Chair shall be the chair of the Members' meeting. In the absence of both the Chair and Vice-Chair the Members present at any Members' meeting shall choose another Director.

42. Voting of Members

42.1. Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-laws provided that:

42.1.1. each voting member shall be entitled to one vote at any meeting;

42.1.2. votes shall be taken by a show of hands among all voting members present or by proxy and the chair of the meeting;

42.1.3. an abstention shall not be considered a vote cast;

42.1.4. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Voting Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the

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chair of the meeting shall direct;

42.1.5. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and

42.1.6. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

43. Adjournments

43.1. The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, provided the meeting is adjourned for less than 30 days. 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.

44. Persons Entitled to be Present

44.1. The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the Letters Patent of Amalgamation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

NOTICES

45. Service

45.1. Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary-Treasurer; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

46. Computation of Time

46.1. Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not be counted in such number of days or other period.

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47. Error or Omission in Giving Notice

47.1.No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

ADOPTION AND AMENDMENT OF BY-LAWS

48. Amendments to By-laws

48.1.These By-laws shall not be amended, added to, or changed in any way except in accordance with the Act

Enacted June 24, 2024



Board-Chair



Treasurer-Secretary

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Schedule A Duties of the Executive Director or Designate

1. Role Statement:

The Executive Director or Designate shall hold office at the pleasure of the Board subject to any contractual arrangements between the Executive Director or Designate and the Corporation. Also, subject to any duties or responsibilities imposed or any directions given from time to time by the Board, the Executive Director or Designate shall be the Chief Operating Officer of the Corporation responsible for all operations of the Corporation and shall be an ex-officio and non-voting Member of the Board of Directors and all Board standing committees.

2. Responsibilities:

- a. the standard of services and programs and financial accountability of the Corporation;
- b. the implementation and evaluation of strategic direction and policy;
- c. the administration and effective function of the office;
- d. serve as the Board's primary contact with the public.
- e. ensure that:
 - notice is given and minutes are recorded of all meetings of the members of the Corporation and of the Board of Directors, the Board standing committees, and every Annual or Special General Meeting;
 - all requirements are met under any appropriate statute of law including the Corporations Act;
 - books and records of the Corporation are kept safely.
 - other duties as may be delegated by the Board of Directors.

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Schedule B Position Description of the Chair

1. Role Statement

The Chair provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The Chair co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The Chair ensures the Board discusses all matters relating to the Board's mandate. The Vice-Chair will act in the absence of the Chair.

2. Responsibilities

- a. Agendas. Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually. Agendas are prepared by the Executive Director and approved by the members.
- b. Direction. Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.
- c. Work Plan. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.
- d. Reporting. Report regularly to the Board on issues relevant to its governance responsibilities.
- e. Board Conduct. Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.
- f. Mentorship. Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.
- g. Mentor the Vice Chair. Ensure that the Vice Chair is able to step into the role of chair at the conclusion of the Chair's Term of Office
- h. Committee Membership. Serve as an ex-officio voting member on all Board committees. (attendance at committee meetings will not count towards Director attendance for the board chair).

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Schedule C Position Description of the Secretary-Treasurer

1. Role Statement

- a. The Secretary-Treasurer works collaboratively with the chair and senior management to support the Board in achieving its fiduciary responsibilities.

2. Responsibilities

- a. **Custody of Funds.** The treasurer shall have access to statements relating to the funds and securities of the Corporation and shall keep full and accurate accounts of all assets and liabilities. The treasurer shall review all credit card purchases on a monthly basis either in person or via email. The treasurer has access to all accounting transactions and statements of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.
- b. **Board Conduct.** Support the chair in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.
- c. **Mentorship.** Serve as a mentor to other Directors.
- d. **Financial Statements.** Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be. Treasurer ensures review of financial statements on a monthly/quarterly basis for unusual items and variances between actual and budget
- e. **Document Management.** Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Determine custody and location of all minute books, documents and registers of the Corporation and ensure that they are maintained as required by-law. Ensure that all reports are prepared and filed as required by-law or requested by the Board.
- f. **Meetings.** Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.
- g. **Payroll.** Treasurer also has access to review payroll, however, their authorization is not required

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Schedule D Responsibilities of the Governance Committee

1. Responsibilities

a. The Governance Committee shall be responsible for:

- i. Performance review of staff member(s) reporting directly to the Board of Directors;
- ii. recruiting, screening and orienting new Directors;
- iii. by-law compliance and changes;
- iv. governance policies
- v. Internal discipline of Board and Directors

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Schedule E Responsibilities of the Finance and Audit Committee

1. Responsibilities

a. The Finance and Audit Committee shall be responsible for:

- i. Review the quarterly financial statements and make recommendations to the Board of Directors regarding their approval;
- ii. agency financial policies;
- iii. reviewing and recommending to the Board of Directors the agency budget.
- iv. Selection of Auditor
- v. Financial policy and procedures