

Organizational By-Law

New By-Law No. 1 – 2024

Davenport-Perth Neighbourhood and Community Health Centre

Organizational By-Law

A By-law which contains the rules for the

organization of

Davenport-Perth Neighbourhood and Community Health Centre

Approved by the Board of Directors on May 17, 2017, and as amended on March 15, 2023, and
May 15, 2024

Confirmed by the Community Members at the
Annual General Meeting
June 22, 2017, as amended on June 29, 2023 and June 27, 2024

EXPLANATORY NOTE

This By-law contains the rules under which Davenport-Perth Neighbourhood and Community Health Centre (the Centre”) is organized. The *Not for Profit Corporations Act* (Ontario) Ontario (the “Act”) regulates the Centre. Certain parts of the *Act* contain rules which are not included in this By-law. Members should refer to this By-law and the *Act* when questions about governance arise.

1. ARTICLE 1:

1.1 Severability and Precedence

(a) **Replacement.** This By-law replaces By-law No. 1 dated May 17, 2017, as amended, of the Centre.

(b) **Severability.** 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.

(c) **Precedence.** If any of the provisions contained in the By-laws are inconsistent with those

contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.2 Amending This By-law

A two-thirds majority vote of the voting Members present in person or by proxy at a members' meeting is needed to pass any new by-laws or amend this by-law or any other by-laws which may be in existence after they have been passed by the board.

1.3 Definitions

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

1. "**Act**" means the *Not-for-Profit Corporations Act, 2010* (Ontario), and any statute amending it or any successor legislation, and where the context requires, includes the regulations made under the Act, as amended or re-enacted from time to time;
2. "**Articles**" means the letters patent of the Corporation dated November 27th 1985, as amended by Supplementary Letters Patent, dated September 9th 2011, and August 9th, 2012 and as may be amended by restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, supplementary letters patent or a special Act;
3. "**Board**" means the board of Directors of the Corporation;
4. "**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;
5. "**Chair**" means the chair of the Board;
6. "**Corporation**" or "**Centre**" means **DAVENPORT PERTH NEIGHBOURHOOD AND COMMUNITY HEALTH CENTRE.**, being the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
7. "**Director**" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
8. "**Member**" means a member of the Corporation;
9. "**Members**" means the collective membership of the Corporation;
10. "**Officer**" means an officer of the Corporation; and

11. **“Quorum”** means the minimum percentage of Directors or members, as applicable, required to permit official business to be transacted at any meeting of the Members or Directors.

1.4 Interpretation

Other than as specified in this Section 1.4, 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.

2. ARTICLE 2: MEMBERSHIP CLASSES AND CRITERIA

There shall be permitted the following classes of Members:

2.1 There shall be permitted the following classes of Members:

1. Community Members. Voting Community Membership in the Centre is limited to those applicants who are interested in furthering the Corporation’s Purposes, live in the Designated Area bounded as follows: (the **“Designated Area”**):

- Bloor Street to the south;
- the CN/CP rail tracks to the west;
- Rowntree and Morrison Avenues and St. Clair Avenue West to the north;
- Bathurst St. to the east.

and are accepted into the Community class of Membership by the board.

Where a Community Member of the Centre ceases to reside the Designated area, their membership status in the Centre will automatically convert to the Associate Member class unless otherwise determined by the Board.

2. Associate Members. Non-Voting Associate Members in the Centre is limited to those applicants who are interested in furthering the Corporation’s purposes, live outside the Designated Area and are accepted into the Associate Membership class by the Board.

Where an Associate Member of the Centre becomes a resident of the Designated Area, their Membership in the Corporation may automatically convert to the Community Membership class of the Centre.

For clarity, corporations may not be Associate members of the Corporation.

Membership in the Corporation shall only take effect fourteen (14) days following the Board’s acceptance, in writing of an applicant’s application for Membership.

2.3 Obligations of Members

- (a) **Compliance.** All Members will abide by the Articles and By-laws of the Centre and further the goals of the Centre and further the goals of the Centre as stated in any mission statement adopted by the

Board.

- (b) **Membership Dues.** Membership dues, assessments or similar membership obligations may be established by the Board from time to time. Members shall pay any dues established by the Board.

2.4 Renewal

Membership renewal date will be the second Friday of June on even-dated years, i.e. every two years. Members approved by the board at any point during the two year cycle will be members until the next membership renewal date, at which time membership must be renewed.

2.5 Termination of Membership

Neither Community nor Associate Membership in the Corporation is transferrable and shall be terminated when:

- (a) the Member dies or resigns;
- (b) the Member is removed as a Member of the Corporation in accordance with section 2.7;
- (c) the Member's term of membership expires (if applicable); or
- (d) the Corporation is liquidated or dissolved.

Subject to the Articles, upon any termination of Membership, the rights of the Member automatically cease to exist.

2.6 Discipline of Members

The Board may suspend or remove any Community or Associate Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Operating Policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purposes of the Corporation.

In the event the Board proposes that a Member should be removed or suspended from Membership in the Corporation, the President shall provide 20 days' notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the President in response to the notice received within such 20 day period. In the event that no written submissions are received by the President, the President may proceed to notify the Member that the Member is suspended or removed from Membership in the Corporation.

Where written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further 20 days, but not less than 5 days, from the date of receipt of the submissions.

The termination shall be effective as of the date on which the final notification is sent to the Member. Any disciplinary action or termination of membership must be done in good faith and in a fair and reasonable manner.

3. MEMBERS MEETINGS

Article 3: Members' Meetings

3.1 Annual Members' Meetings

(a) Timing of Annual Members Meetings

The Centre must hold an annual members' meeting no later than fifteen months after the last annual meeting.

(b) Place of Annual Members' Meeting

The annual meeting shall be held on a day and at a place (including on an electronic or virtual communications platform) within Ontario fixed by the Board.

(c) Access to Records

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 Articles.

(d) Agenda

The business transacted at the annual and special meeting shall include:

1. Receipt of the agenda;
2. Receipt of the minutes of the previous annual and subsequent special meetings;
3. Consideration of the financial statements;
4. Report of the auditor or person who has been appointed to conduct a review engagement;
5. Reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. Election of Directors; and
7. Such other or special business as may be set out in the notice of meeting including, but not

limited to, member proposals.

The agenda may include reports from the Board, committees and staff.

3.2 Special Members' Meetings

The Directors may call a special meeting of the Members in the same manner as the annual meeting. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

3.3 Place of Meetings

Members' meetings may be held anywhere in the province of Ontario.

3.4 Notice of Members' Meetings

- (a) Subject to the Act, 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 the Act to each Member and to the auditor or person appointed to conduct a review engagement, together 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 articles.

- (b) **Special Meetings.** Notices of special meetings shall specify the purpose or purposes for which the meeting has been called and shall further state the nature of the special business to be conducted in sufficient detail to permit the members to form a reasoned judgment on the special business. Notices of special meetings shall also include the text of any special resolution or By-law to be submitted at the meeting. Except as otherwise provided herein or permitted by applicable law, notice to members shall be in writing and provided in accordance with Section 9.2. Notice of any meeting need not be given to any member who shall, either before or after the meeting, submit a waiver of notice or who shall attend such meeting, except when the member attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is unlawfully called. Any member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

- (c) Subject to the Act, no other item of business, including a Member Proposal, shall be included on the agenda for the Annual Meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting at least 60 days in advance of the meeting, so that such item of new business can be included in the notice of annual meeting.

(d) **Notice of Electronic of Telephonic Meetings.** A notice of a meeting of members need not specify a place of the meeting if the meeting is to be held entirely by one or more telephonic or electronic means. However, the notice of a meeting of the members being held entirely by telephonic or electronic means must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting including, if applicable, instructions for voting by such means at the meeting.

3.5 Adjournments

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, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. 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.

Decisions made at an Adjourned meeting will have the same effect as if they were decided at the original meeting.

3.5.1 Notice of Adjourned Meeting.

If a meeting of the members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:

1. The time of the continued meeting.
2. If applicable, the place of the continued meeting.
3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

3.6 Quorum at Members' Meetings

A quorum for the transaction of business at a Members' meeting is ten percent (10%) of the Community 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.

3.7 Voting

Business arising at any Members' meeting shall be decided by a majority of votes unless

otherwise

required by the Act or the By-law provided that:

1. Votes shall be taken by a show of hands among all Members present and the Chair of the meeting, if a Member, shall have a vote;
2. An abstention shall not be considered a vote cast;
3. Before or after a show of hands has been taken on any question, the Chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
4. If there is a tie vote, the chair may cast a tie breaking vote or shall require a written ballot, and shall not have a casting vote. If there is a tie vote upon written ballot, the motion is lost; and
5. 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.

3.8 Proxies

- (a) Every Member entitled to vote at meetings of Members may by means of a proxy appoint a person, who is not required to be a member of the Corporation, to attend and act at the meeting in the manner, and to the extent, indicated by the proxy
- (b) A proxy shall be in writing and shall be executed by the Member, or their attorney in writing, and shall cease to be valid upon the termination of the meeting for which the proxy was granted. Subject to the requirements of the Act, the proxy shall be in such form as the Board may prescribe, or in such form as the Chair of the meeting accepts as sufficient. The proxy shall be deposited with the Secretary of the meeting before any vote is called at which it is to be used or at such earlier time that the Board may prescribe.

3.9 Persons Entitled to Attend

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 Articles 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.

3.10 Record of Attendance

The secretary is responsible for recording the names of all persons who attend members' meetings.

3.11 Participation by Telephonic or Other Electronic Communications Facilities

A Member, some of the Members or all of the Members may participate in a meeting of the Members by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Member participating by such means is deemed to be present at that meeting.

3.12 Resolutions in Lieu of Meetings

A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of Members.

3.13 Conduct of Members' Meetings

The **Rules of Order** attached as Schedule B are a part of this By-law.

Subject to the Act, the Chair shall use the Rules of Order to run Members' meetings, and decide any question about procedure which is not in the Rules of Order. The Members have the right to appeal the chair's ruling as stated in the Rules of Order.

Article 4: Board of Directors

4.1 Number of Directors and Quorum

- a) The Board is made up of twelve (12) directors. A minimum of eight directors is required to form a duly constituted Board.
- b) Subject to the Articles, a majority of the number of Directors constitutes a quorum at any meeting of the Directors, and, despite any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors.

4.2 Who Can Act as a Director

The following persons are disqualified from being a Director of the Centre:

1. A person who is not an individual.
2. A person who is under 18 years old.
3. A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property.
4. A person who has been found to be incapable by any court in Canada or elsewhere.
5. A person who has the status of bankrupt.
6. Any Employee of the Centre.

7. A person who has received at least \$2000 from the Centre in the preceding twelve months for the provision of services to the Centre. For clarity, this does not include reimbursement for out-of-pocket expenses paid by the prospective Director.
8. A person who is not a Member of the Centre.

4.3 Consent

An elected Director must sign a consent to act as a Director within ten (10) days of their election in order to serve in this role. Where a consent to act as Director is not signed, there is a vacancy on the Board.

4.4 Confidentiality Agreement

Directors must sign a Confidentiality Agreement in the form attached to these By-Laws as Schedule "A" within ten (10) days of their election to the Board. Where a Confidentiality Agreement is not signed, there is a vacancy on the Board.

4.5 Nominations Committee

- a) Before a meeting to elect Directors, the board will appoint a nominations committee made up of board members. The committee shall conduct a candidates search and provide prospective Directors with directions on how to become eligible for a seat on the Board.
- b) Within 30 days of the Annual Meeting of Members, the Nominations Committee will provide the Board with a written report on the status of recruitment ("**Progress Report**"). Once presented to the board, the Progress Report shall be kept at the Registered Head Office of the Centre and may be inspected by any Members of the Centre during office hours of the Centre.
- c) The Board will review the report and may accept or reject any of the candidates proposed by the Nominations Committee or propose other candidates.
- d) Everyone on the list approved by the Board will be nominated by a Board member to run for election as a Director at the annual meeting of Members.
- e) Nominations from the floor during Annual Meetings of the Members will not be accepted. However, nominations made by Members by way of proposal, in accordance with the Act, will be accepted notwithstanding the proposing member's participation or non-participation in the Nominations Committee process.

4.6 Election of Directors and Term

The Directors shall be elected by the Members, provided that:

- (1) **Composition.** The Board shall be composed of no fewer than 51% Directors who are Community Members and the remaining Directors may be Community or Associate Members.

(2) **Conversion.**

- a. Notwithstanding section 4.6(1) of these By-Laws, if such conversion results in less than 51% of Community Members on the Board, said Director, and any subsequent Director whose Membership status converts to Associate Member, shall serve out the remainder of their term, provided that such Director remains a member of the Center in good standing, and provided that, at the next Annual Meeting following the conversion, enough Community Members are elected to occupy at least 51% of the seats on the Board.
- b. If such a conversion in the Membership Status of Director, from Associate Member to Community Member, results in more than 51% Community Members on the Board, then a Director or Directors whose Membership status converted to Associate Member, may serve out the remainder of their term, provided that such Director remains a Member of the Center in good standing.

(3) **Nominations Committee.** The Nominations Committee, if established by the Board in accordance with section 4.5 of this By-law, shall identify and recommend individuals to become Directors of the Corporation by presenting a slate of candidates equal to the number of vacancies to the voting Members for election at each annual meeting of Members.

(4) **Term.** Directors shall be elected for a term of two (2) years by the Members at an annual meeting of Members and shall be eligible for re-election. The term of office of the Directors (subject to the provisions, if any, of the Articles) shall commence on the date of the meeting at which they are elected or appointed. There shall be a maximum of three (3) consecutive terms served by any one Director. In order to stagger the terms of the Directors, half of the Directors shall be elected at each annual meeting of Members.

(5) **Secret Ballot.** The election is by secret ballot. Members must cast a number of votes equal to or less than the number of positions to be filled. Any ballot which has more votes than the number of candidates running for election to the Board will not be counted. Members cannot vote more than once for a candidate.

(6) **Slate Voting Process.** If the number of candidates for election as Director is the same or fewer than the number to required to be elected at the annual meeting of Members, the Chair of the Annual Meeting of Members may bring a motion to approve the candidates as a slate. This process may only be undertaken if the election of the slate fulfills the requirement that the board be comprised of a minimum of 51% Community Members under section 4.6(1) of this By-Law. Candidates shall be deemed elected if the motion to elect the slate receives 50% + 1 votes in the affirmative.

(7) **Failure of Election via Slate Voting Process.** Should the resolution to elect the slate fail, members shall vote for candidates on a candidate-by-candidate basis under section 4.6(8) of this By-Law.

(8) Candidate-Based Voting Process.

- a. Candidates are elected based on highest number of votes received, and are filled in descending order until all open positions are filled.
- b. Community Member candidates with the greatest number of votes will be elected until Community Members constitute a 51% majority on the Board. For clarity, this means that an Associate Member who receives more votes than a Community Member will not be elected until Community Members constitute a 51% majority on the Board.
- c. Once the requirement of 51% Community Members on the Board is met, election shall be based on highest number of votes regardless of their Membership class. An Associate Member shall not be elected if their election to the Board would result in Community Members constituting less than 51% membership on the Board.
- d. A second election must be held immediately, or, where there is not a quorum, in accordance with section 4.6(10), if there is a tie for the final position on the Board in the case of either Membership class. In the second election, only the candidates who were tied for the final position can be on the ballot. If the second election results in another tie, the Chair shall conduct a coin flip, with heads and tails randomly assigned to each candidate.

(9) Tallying Votes. The nominations committee counts the votes and announces the results.

(10) Quorum. Members can vote only during a duly constituted meeting. There must be a quorum present from the time the ballot boxes open until the final vote is cast. There does not have to be a quorum present while the votes are being counted and when the results of the vote are announced. If there is a tie, and a quorum is no longer present, then the Board must call a new meeting to conduct the second election.

4.7 Vacancy

The office of a Director shall be vacated immediately:

1. If the Director refuses to sign a consent to act as a Director;
2. If the Director resigns their office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
3. If the Director ceases to be a Member of the Corporation;
4. If the Director dies or becomes bankrupt;

5. If the Director is found to be incapable of managing property by a court or under Ontario law; or
6. If, at an annual meeting of the Members, for which notice specifying the intention to pass a resolution to remove a particular Director before the expiration of the Director's term of office, a resolution is passed by at least two-thirds of the votes cast by the Members removing the Director as aforesaid.

4.8 Filling a Vacancy

A vacancy on the Board shall be filled as follows:

1. A quorum of Directors may fill a vacancy among the Directors;
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 Articles or these By-laws, 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;
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; and
4. The Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

4.9 Board Meetings

(a) Calling of Meetings. Meetings of the Directors may be called by the Chair, president, vice-president or any two Directors at any time and any place (including on an electronic or virtual communication platform) on notice as required by this by-law.

(B) Place of Meetings. The Directors may fix the place (including on an electronic or virtual communication platform) 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.

(C) Agenda For Meetings. An agenda should be given to Directors at least 48 hours before a scheduled board meeting. The agenda should contain the items that the Directors will consider at the meeting. At regular meetings, however, the board can consider or adopt any motion even if such item does not appear on an agenda. At Emergency Meetings, the board can only consider the business stated in the notice, or the agenda given with the notice for said Emergency meeting.

4.10 Notice

(a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article 9 of the By-laws 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.

(b) Notice for Emergency Meetings. An Emergency Meeting of the Board may be called on less than three (3) days notice if, in the sole discretion of the Board, there is an emergency and a quorum of Directors is present at the meeting. The Secretary shall present to the Board, at the next regular Directors' meeting, a report of any decision made at an emergency meeting.

4.11 Chair

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

4.12 Quorum

A quorum for the transaction of business at a Directors' meeting is a majority of the Directors.

4.13 Voting

Unless otherwise required by the Act, the By-laws or the Articles of the Corporation, questions arising at any meeting of the Board shall be decided by a consensus of the Directors present at the meeting provided that:

1. A consensus will be considered to have been reached when no Director objects to the question on the floor at the meeting;
2. Should the Chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question, then the Chair shall refer the question to be decided by a majority vote of the Directors;
3. In that event, each Director has one vote;
4. Votes shall be taken by a show of hands among all Directors;

5. An abstention shall not be considered a vote cast;
6. Before or after a show of hands has been taken on any question, the Chair may require, or any Director may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair shall direct;
7. 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 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 or resolution.

4.14 Participation by Telephone or Other Communications Facilities

With consent of all the directors of a corporation, a board meeting or meetings of any committees of the Board may be held by means of telephonic, electronic or other communication facility that permit all participants to communicate adequately with each other during the meeting. Participation by a Director or a member of a committee in a meeting under this Section 4.14 shall constitute presence in person at such meeting. The notice of a meeting of the Board that is to be held by Electronic or Telephonic means must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

4.15 Minutes of Board Meetings

The minutes of the Board shall not be available to the general membership of the corporation but shall be available to the Directors, each of whom shall receive a copy of such minutes.

4.16 Resolutions in Lieu of Meetings

A resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors.

4.17 Conflict of Interest

- (a)** A Director who is a party to a contract or transaction or proposed contract or transaction with the Corporation or 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. A conflict of interest shall also be deemed to exist if the matter or issue is directly related to an immediate family member who is a brother, sister, mother, father, mother-in-law, father-in-law, child, spouse or any other person who may be identified by the person revealing the conflict. 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.
- (b)** Subject to the provisions of the Act, the Centre may adopt a Conflict of Interest policy and, upon

doing so, said policy shall be enforced and apply to the Board.

4.18 Charitable Corporations.

- (a) No Director shall, directly or through an associate or immediate family member, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act, the Articles and the law applicable to charitable corporations are complied with.

4.19 Who May Attend Board Meetings

Members and employees of the Centre may attend meetings of the Board, at the written invitation of the Chair of the Board, and those who attend must comply with any conditions attached to said invitation.

4.20 Meetings.

Adjourned

A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least 24 hours' notice of any adjourned meeting of the Board shall be given to each Director, whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 9.2 other than by mail, or at least three days' notice shall be given if by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

14.21 Notice of Adjourned Meetings of Directors.

Notice of a meeting that continues an adjourned meeting of directors is not required to be given if all of the following are announced at the time of an adjournment:

1. The time of the continued meeting;
2. If applicable, the place of the continued meeting; and
3. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

5. OFFICERS

Article 5: Officers

5.1 Meaning of "Officers"

The word "officers" means only the officers as stated in this Article. It does not refer to employees of the

Centre.

5.2 Election of Officers

(a) The Board shall appoint from among the Directors the following Officer positions as needed in the sole discretion of the Board:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Officer at Large.
6. Past President or any other officer as the Directors may determine

(b) The officers will be appointed by the Board at the first Board meeting following each Annual meeting of Members.

(c) The Board may appoint such other officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

(d) The Board may appoint, from among them, individuals to fill vacancies as necessary.

(e) No Director can hold more than one Office.

(f) All Officers must be Directors of the Board.

5.3 Office Held at Board's Discretion

Any officer shall cease to hold office upon resolution of the Board. Unless so removed, an officer shall Hold office until the earlier of:

- The Officer's successor being appointed;
- The officer's resignation;
- The officer ceases to be a Director; or
- Such officer's death.

5.4 Resignation of Officers

An officer can resign by giving written notice to the President or Secretary. The resignation takes effect

when the board accepts it. The board must accept any resignation at the first meeting after it is received, unless it is withdrawn by the submitting Officer.

5.5 The President and Vice-President

(a) The President

- gives leadership to the Centre
- usually chairs board and members' meetings
- follows the decisions approved at board and members' meetings
- in consultation with the Executive Committee, co-ordinates the work of the board and board committees.

(b) The President and Vice-President decide how they will share the above responsibilities. The Vice- President acts in the absence or disability of the President.

5.6 The Secretary

The Secretary must ensure that:

- all required notices of board and members' meetings are given;
- all the necessary documents for board and members' meetings are provided;
- a complete membership list is kept for the Centre;
- the minute book of the Centre is kept up to date;
- all necessary notices are filed with the Province; and
- complete minutes of all board and members' meetings are kept and distributed before the next meeting.

The Secretary will not personally perform these duties if they are part of staff duties. The Secretary will work with the responsible staff on them. The Executive-Director must see that all the staff duties are done and that all legal requirements are met.

5.7 The Treasurer

The Treasurer must understand the Centre's finances and financial systems, and report on them to the board and the members. The Executive-Director is responsible for the day-to-day financial management of the Centre.

5.8 The Past President

The Past President may serve on the Executive Committee depending on his or her availability and

at the discretion of the Executive Committee.

6. COMMITTEES

Article 6: Committees

6.1 Creating Committees

The board can create standing or special committees. It can decide on the duties of such committees and appoint and remove the committee members. The President may be a member of any committees, but may appoint another Director to be on any specific committee in his or her place. People who are not Directors can be members of committees at the invitation of the committee, once established.

6.2 Role of Committees

- (a) Each committee, once established, reports, at least each quarter, to the Board.
- (b) A committee may not do any of the following without the written consent of the Board:
 - spend any money;
 - authorize any expenditure;
 - enter into any contract; or
 - commit the Centre to any actions.

6.3 Executive Committee

1. The Board may appoint from their number a committee of Directors (the “**Executive Committee**”) and may delegate to the Executive Committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated.
2. If one is appointed, the Executive Committee may take all decisions within the power of the Board. The Executive Committee may not take long term decisions, the effect of which would be to fundamentally alter the objects of the Corporation or its programs, unless specifically authorized to do so by the Board. The Board may from time to time restrict, alter or expand the function of the Executive Committee and delegate to it the authority it deems necessary and is allowed to be delegated by the Act.
3. The Executive Committee may set its own rules of procedure from time to time, but a quorum shall never be less than a majority. The Executive Committee shall keep a formal record of its decisions and shall keep the Board informed of its actions and decisions by reporting them in a timely manner and in any event not later than the next regular Board meeting; and
4. The Executive Committee can exercise all the powers of the board between board meetings to deal with business of an emergency or urgent nature and such decisions shall only remain in

effect and be valid until the next meeting of the Board. Any action taken by the Executive Committee between Board Meetings shall be reported to the Board at the next Board meeting.

7. STANDARDS

Article 7: Standards

7.1 Conduct of Individual Directors and Officers

In addition to any obligation set out in the Act and by-law, each Director and officer must:

- act honestly, in good faith and in the best interests of the Centre at all times rather than in their own interest;
- exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- attend all board and members' meetings, unless excused by the board, and provide notice when they must be absent;
- prepare for all meetings;
- keep confidential any private information about the affairs of the Centre, its members, clients and staff; and
- fulfil any other fiduciary or other obligations to the Centre as prescribed by the Act or otherwise under Ontario Law.

7.2 Services to the Board

- (a) Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from their position as such, provided that Directors may be paid reasonable expenses incurred by them for services performed in another capacity- other than that of a Director.
- (b) Despite (a), Directors can participate in services offered by the Centre that are available to other members, provided they meet the service criteria.

7.3 Candidates for Public Office

No Director may, as or on behalf of a candidate for public office, purport to speak on behalf of the Centre, or seek campaign support from the Centre. No person holding an elected public office may serve as a Director.

7.4 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for

joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

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

7.5 Indemnity

Every Director, Officer or committee member of the Corporation, and their heirs, executors and administrators, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation only from and against:

- (a) any liability and all costs, charges and expenses whatsoever such Director, Officer or committee member sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by her, in or about the execution of the duties of her office;
- (b) all other costs, charges, and expenses they sustain or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges and expenses as are occasioned by their own negligence or default, or failure to act honestly and in good faith with a view to the best interests of the Corporation.

8. FINANCIAL AND LEGAL

Article 8: Financial and Legal

8.1 Banking

The Board shall by resolution from time to time designate the bank, trust company, credit union or other financial institution in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

8.2 Financial Year

The financial year of the Corporation ends on March 31 in each year or on such other date as the Board may from time to time by resolution determine.

8.3 Borrowing

Without limiting the borrowing powers of the Corporation, as set forth in the Act, the Directors may, from time to time:

(a) borrow money upon the credit of the Corporation;

(b) issue, re-issue, sell or pledge debt obligations of the Corporation, including without limitation, bonds, debentures, notes or other similar obligations of the Corporation whether secured or unsecured;

(c) give a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any persons; and

(d) charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired, real or personal, movable or immovable, property of the Corporation, including without limitation, book debts, rights, powers, franchises and undertakings, to secure any present or future indebtedness, liabilities or other obligations of the Corporation.

The Directors may, from time to time, by resolution delegate any or all of the powers referred to in this section to a Director, a committee of Directors or one or more Officers.

8.4 Auditor

The Members of the Corporation entitled to vote at an annual meeting shall appoint an auditor until the next annual meeting to audit the accounts of the Corporation. The Directors may fill any vacancy in the office of the auditor until the next annual meeting, and they shall fix the remuneration of the auditor insofar as this is not done by the Members. The Auditor shall be given notice of all annual meetings as if the auditor was a member and has a right to be heard on any matter of business that concerns the auditor.

8.5 Execution of Documents

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.

8.6 Execution of Cheques

All cheques, drafts, orders for the payment of money, all notes, acceptances and bill of exchange

or any other documents not requiring formal execution by the Corporation shall be signed by any two of the President, Treasurer and Executive Director or any two members of the Board or other persons appointed by the Board to sign any of the above.

8.7 Head Office

The head office of the Centre will be in the City of Toronto at a specific location chosen by the Board.

8.8 Seal

The impression of a corporate seal is stamped on this page. That will be the Centre's corporate seal.

8.9 Affixing a Seal

Documents requiring the corporate seal must be approved by the Board.

9. NOTICE

Article 9: Notice

9.1 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board of Directors meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting. Any Director, member or the auditor of the Corporation may at any time waive notice of any meeting and ratify and approve any or all proceeding taken thereat.

The Statutory Declaration of the secretary or president of the Corporation that notice was given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

9.2 Delivery of Notice

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; 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.

9.3 Computation of Time

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, unless it is otherwise provided, be counted in

such number of days or other period.

PASSED by the Board of Directors and sealed with the corporate seal on _____April 2022.

President

Secretary

_____c/s

CONFIRMED by two-thirds of the votes cast at a Special meeting of members _____June 2023.

Schedules to the By-Law

SCHEDULE A: CONFIDENTIALITY AGREEMENT

TO: Davenport-Perth Neighbourhood and Community Health Centre (the “**Corporation**”)

AND TO: The Board of the Corporation

WHEREAS:

1. I _____, joined the board of directors of the Corporation (the “**Board**”) on the _____ day of _____, 202_____
_____;
2. I will have access to Confidential Information, as described hereinafter, during my term on the Board;
and
3. I shall keep the confidentiality of Confidential Information that I acquire by virtue of my position on the Board in accordance with my fiduciary obligation.

NOW THEREFORE I agree as follows:

SECTION 1. Confidential Information

I acknowledge that I will have access to confidential information over the course of my term as a Director on the Board which is not generally known to the public including the Corporation’s membership. This information includes, but is not limited to, confidential information relating in any way to the Corporation’s operations, past, present or future plans, the existence of the discussions between the members of the Board, personal and financial information about members or clients, personal information about employees, and information about the Centre’s business disclosure of which would be detrimental to the interests of the Centre, and such other information normally understood to be confidential or otherwise designated as such in writing by the Corporation or the Board, and information discerned from, based on or relating to any of the foregoing which may be prepared by me or other members of the Board, and any other document or information which comes into my possession by virtue of my position as a Director on the Board, all of which I expressly acknowledges and agrees shall be kept confidential (the “**Confidential Information**”).

SECTION 2. Acknowledgment of Fiduciary Duty

I acknowledge that, as a Director, I have a fiduciary duty to maintain the confidentiality of Confidential Information that I acquire by virtue of MY position on the Board (the “**Duty**”). I acknowledge that in accordance with the Duty, I will not use any Confidential Information for personal benefit or for any improper purpose.

SECTION 3. Exceptions to Confidentiality

I acknowledge that Confidential Information shall not be deemed Confidential and I shall have no obligation with respect to any such Confidential Information which:

- (a) is or subsequently becomes publicly available, or generally known among the Members of the Corporation;
- (b) becomes known to me from a source other than the Corporation or the Board other than by the breach of an obligation of confidentiality owed to the Corporation; or
- (c) is required to be disclosed by me pursuant to an act, regulation, court order or administrative order or otherwise by law. For greater clarity, this Agreement is not intended to prevent disclosure where disclosure is required by law.

Dated at _____, Ontario, this _____ day of _____, 20____.
(city, county, or town) (day) (month) (year)

Witness

Signature of Director

Name of Director (please print)

SCHEDULE

B

RULES OF ORDER

Schedule B: Rules of Order for Members' Meetings

These are rules of order for members' meetings. These rules replace any other rules such as Robert's Rules of Order. There are also comments to explain the meaning of the rules. The comments are not part of the rules.

1. Chair

In these rules of order, "chair" means the person chairing the meeting at the time that the rule applies.

- i. The chair makes sure that meetings run smoothly. The chair tries to make sure that members have a chance to discuss every item on the agenda fully and fairly and that the meeting comes to a clear conclusion.
- ii. If the board has not appointed a chair, the members can choose the president, the vice-president or anyone else to chair members' meetings. A person can be appointed to chair one meeting or a series of meetings.
- iii. A chair who wants to make or discuss a motion must step down until the meeting has dealt with all matters concerning the motion. Another person approved by the members can chair the meeting in the meantime.
- iv. The chair can vote on all matters which come before board meetings and can vote a second time to break a tie.

2. Motions

The meeting can deal with an item of business on the agenda in three ways:

- i. The member who asked that the item be put on the agenda can ask the members to approve a proposal by "moving" it.
- ii. The chair can present an item on the agenda, and ask if any member wishes to make a motion.
- iii. A member can present an item for discussion without making a motion. The chair decides if a motion is needed. If so, the Chair asks for a motion.

Another member must "second" a motion. Otherwise, members cannot discuss the motion. Members can only discuss one main motion at a time.

Comment: A main motion tells members what the proposal is. It's helpful if the motion can be written and sent to members before the meeting. If possible, get motions written, given to the chair, and written on a flip chart for members. The secretary reads the motion to the members before a vote is taken.

The way items get on the agenda is stated in 3.5 of the Organizational By-law.

3. Speaking

Members discuss a motion after it has been moved and seconded. The chair controls the discussion. Members speak as follows:

- i. They can ask questions. The chair or the member who moved the motion answers the questions.
- ii. They can speak for or against the motion.
- iii. They speak to the chair.
- iv. Each speaker normally speaks for 3 minutes or less. The chair can set a longer or shorter time limit.
- v. Normally, the chair will allow a member to speak more than once on an item only after others who want to speak have done so.

Comment: those who want to speak should raise their hands. The chair may keep a speakers' list and call members to speak in order. The chair may rule speakers "out of order" if their comments are off the point.

4. Amendments

Members can suggest an amendment to a main motion during discussion. An amendment must be moved and seconded like any other motion. An amendment can:

- take out part of the main motion
- add to it, or
- change

parts of it. An

amendment cannot:

- be unrelated to the main motion, or
- Be, in the opinion of the chair, directly against the meaning of the main motion.

All speakers must speak about the amendment once it has been moved and seconded. They continue to do so until the amendment has been voted on. The chair will keep a separate speakers' list for the discussion on amendments.

(a) Friendly Amendments

A member can ask that the mover and seconder of the main motion accept an amendment as "friendly". If they agree that it is a "friendly" amendment, it becomes part of the main motion.

(b) More Than One Amendment

The chair can accept more than one amendment if:

- the amendments have been moved and seconded
- they would change the same part of the motion, or
- a second amendment would change the terms of the first one.

The chair can limit the number of amendments at any one time. After the meeting deals with them, the chair can allow members to move other amendments.

(c) Order of Voting on Amendments

The order of discussion and voting on amendments is the **reverse** of the order in which they were moved. This means that discussion and voting begins with **the last amendment moved**.

Any amendment to the main motion that is passed becomes part of the main motion. When there are no more amendments to be discussed, members vote on the (amended) main motion.

(d) Majority of Votes

An amendment must have the same majority as the motion that it amends. Therefore, an amendment to a proposed by-law must have a two-thirds majority.

Comment: The chair must make sure that members know which amendment is being discussed. Members can easily become confused if there are several amendments being discussed at once.

Members cannot amend a motion by moving a whole new motion, or by an amendment that is directly against the meaning of the main motion. Members who want to oppose a motion may:

- speak against the motion
- outline a new motion to be proposed if the current motion is defeated

- ask the mover to withdraw the main motion, or
- ask the members to defeat the main motion so that they can move a new motion.

5. **Withdrawing a Motion**

The member who moved a motion can withdraw it at any time during the discussion if the seconder agrees.

Comment: The mover might decide that this is not the right time to make a decision, or might feel that someone else has a better motion to present.

6. **Voting**

The chair calls for a vote once every member who wishes to speak has spoken.

(a) Majority

Motions are decided by simple majority unless the *Act* or the by-laws say otherwise.

A simple majority vote is more than half of the votes cast, without counting abstentions. A two-thirds majority is two-thirds of the votes cast without counting abstentions. If the vote is by ballot, a spoiled ballot will not be considered a vote cast.

(b) Chair

The chair rules on whether or not the motion has passed. Any member can request a recount of votes.

Comment: Normally, members will vote by a show of hands. The chair asks first for those in favour, then for those against, then for abstentions.

However, the meeting may decide, by a simple majority, to vote by secret ballot. Usually, a ballot is better if the item is a sensitive one.

A simple majority is not always fifty percent of the votes plus one. If there are 49 votes cast, a simple majority would be 25, not 26.

7. **Motions About Procedure**

(a) Calling the Question

A member who wishes to end the discussion can call for an immediate vote by saying “I call the question” or “I move to end the debate”. This motion to **call the question** needs a seconder. The chair will immediately ask members to vote on whether they want to finish the discussion at this point. A two-thirds majority is needed.

If the motion to **call the question** is carried, the members then vote on the main motion or amendment.

If the motion to **call the question** is defeated, members can continue to discuss the main motion or amendment.

Comment: A motion to **call the question** is an attempt to stop further discussion. It should be used when members seem to be ready to vote and when speakers are not saying anything new. However, it should be used carefully as it may take away someone’s right to speak.

(b) Motions to Defer, Refer, or Table a Motion

During the discussion on a main motion or an amendment, any speaker can move to:

- defer the question
- refer the question, or
- table the

motion. Motion to

defer the question

This motion needs a seconder. Members can debate it. It must state the date or time at which the members will discuss the question.

Motion to **refer the question**

This motion needs a seconder. Members can debate it. It must state to whom the question is referred.

Motion to **table the motion**

This motion needs a seconder. Members do not debate it.

Comment:

To defer the question means to put off discussion to another meeting, or to a later time in the same

meeting.

To refer the question means to give the board, a committee, or a small group the job of studying the question and of making recommendations to the members.

To table the motion sets aside the business for an indefinite period. It is usually used when members don't want to discuss, or to express their opinions. At another time, or at a later meeting, members may pass a motion (by a simple majority) "to take the motion from the table". They can then continue discussion.

c) Motions that Waste Time

The chair can rule a motion out of order on the grounds that it is absurd or wasting time, and not worth the members' attention.

8. Interruptions

Members can speak out of turn if they wish to raise

- a point of order
- a point of information
- an appeal against the chair's ruling
- a question of privilege.

They can also speak out of turn if they wish **to call the question**.

Once a **point of order** is raised, the chair rules whether it is correct or not, and acts accordingly. Members who have:

- an important piece of information, or
- a question which will save time in the discussion

can raise a **point of information**.

Members can **appeal** when they think a ruling of the chair is not correct. The appeal needs a seconder, and is not discussed. Both the chair and the member who makes the appeal can give their reasons. The question: "Do we confirm the decision of the chair?" is put to the vote. The chair does not vote. If the vote is tied, the chair's ruling is confirmed.

A **question of privilege** does not need a seconder. It is not discussed. The chair rules on the question without calling for a vote.

Comment:**A point of order**

Members may raise a point of order if they think that:

- the meeting is following an incorrect procedure, or
- there is not a quorum.

A point of order should not be used to continue a debate.

A point of information

Points of information should always be brief.

A point of information should not be used as debate.

Members who want to raise points of order or points of information should stand up and politely say that they have a point of order or information.

An appeal

The chair does not have to resign if an appeal is supported by a majority of members. Members have the right to decide how their meetings should run. An appeal is not a vote of confidence. It is simply a way for members to control their meeting.

A question of privilege

A member who feels that there is a risk to the rights, safety or comfort of the members (or of one member) may raise a question of privilege. It may be a simple matter, such as the need for better ventilation, or for the use of a microphone. There is no need of a seconder or discussion. The chair gives a ruling on the question of privilege.
