## BY-LAW NO. 1

A by-law relating generally to the conduct
of the business and affairs of

HOSPICE SIMCOE - SEASONS CENTRE

BE IT ENACTED as a by-law of Hospice Simcoe - Seasons Centre (the "Corporation") as follows:

## Article 1 General

1.1 Definitions: In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
b. "Articles" means the Articles of Amalgamation of the Corporation and any other applicable constating documents or By-laws of the Corporation;
c. "Board" means the board of Directors of the Corporation;
d. "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 and effect;
e. "Chair" means the chair of the Board;
f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
g. "Member" means a member of the Corporation;
h. "Members" means the collective membership of the Corporation;
i. "Officer" means an officer of the Corporation;
j. "ordinary resolution" means a resolution that,
i. is submitted to a meeting of the Members of the Corporation passed by at least a majority of the votes cast on that resolution, or
ii. is consented to in writing by each Member entitled to vote at a meeting of the Members of the Corporation; and
k. "Principal Office" means the principal office of the Corporation; and
I. "Rules and Regulations" means the rules, regulations and guidelines governing the Corporation, its Directors and Members in place from time to time.
1.2 Interpretation: Other than as specified in Section 1.1, 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.
1.3 Severability and Precedence: The invalidity or unenforceability of any provision of this Bylaw 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 Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.
1.4 Seal: The seal of the Corporation, if any, shall be in the form determined by the Board.

## Article 2 Establishment

2.1 Name: The name of this organization shall be Hospice Simcoe - Seasons Centre.
2.2 Purpose: The purpose of the Corporation is to promote health by:
a. Providing palliative care services to persons that are dying and their families before and after death.
b. Providing grief support and education to service providers, caregivers, and families of those that are dying before and after death.
c. Providing grief support and services to children who are grieving the death of a loved one.
2.3 Office Location: The Principal Office shall be located in the City of Barrie, in the County of Simcoe, Ontario. The Principal Office may be located at any location determined by resolution of the Board. The Principal Office may be changed in accordance with the procedures set forth herein and any other procedures required by the Articles or the Act.

## Article 3 Board of Directors

3.1 Qualifications: The following persons are disqualified from being a Director:
a. A person who is not an individual;
b. A person who is under 18 years old;
c. A person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property;
d. A person who has been found to be incapable by any court in Canada or elsewhere; and
e. A person who has the status of bankrupt.
3.2 Nominations: The Nominations Committee shall recommend all individuals proposed for election as a Director consistent with the Rules and Regulations and as per the need determined by the Board subject to the Articles and the Act. Any individual with an interest in standing for election as a Director shall indicate this in writing to the chairperson of the Nominations Committee.
The Nominations Committee shall notify the Board of upcoming vacancies in the Board.

This notification shall be made at least sixty (60) days before the meeting at which elections are to be held and must be accompanied by the written consent of the nominee to act as a Director. No person shall be elected to the Board who has not been nominated as herein provided. For greater certainty, and without limitation, no nomination shall be accepted from the floor of the meeting at which the election of the Directors is to occur except as otherwise permitted by the Act or the By-laws.
3.3 Composition: The Board shall consist of a minimum of 7 and a maximum of 13 Directors.
3.4 Board Member Requirements: All Directors may be required to sign an Oath of Office, Confidentiality Agreement or other required documentation in place from time to time.
3.5 Term of Office: In the inaugural year of the Corporation, each Director shall be elected by the Members at the first annual meeting of the Members to hold office for an initial term of one to three years. Thereafter, each Director shall be elected by the Members at the annual meeting of the Members to hold office for a term of three years. Directors may serve for no more than two terms, to a maximum of six years, provided that a Director who has served as Chair of the Corporation in their last year of their second term may serve one year further as Past Chair, for a total of seven consecutive years.
3.6 Removal of Directors: A Director may be removed from office before the expiry of their term in the event of any of the following:
a. If the Director is absent for at least three (3) consecutive Board meetings or at least four (4) Board meetings in one year;
b. If the Director ceases to meet the qualifications to be a Director as set out in the Act and the By-laws;
c. If the Director is removed by ordinary resolution of the Members as special meeting of the Members in accordance with the Act; or
d. If the Director has tendered their resignation in writing to the Chair, which resignation shall take effect in accordance with the terms of the written resignation or, if there are no such terms, upon receipt by the Chair.
3.7 Vacancies: Any vacancy occurring in the Board may be filled by the affirmative vote of one-half ( $50 \%$ ) plus 1 of a quorum of the Directors in accordance with the provisions of the Act. If the vacancy occurs as a result of the removal of a Director by the Members, the Members may fill the vacancy by ordinary resolution. A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor.
3.8 Power and Duties: The business and affairs of the Corporation shall be governed by the Board, which may exercise all corporate powers of the Corporation and do all such lawful acts as are not by the Act or the Articles prohibited or directed or required to be exercised or done by others. Without limiting the general powers of the Board and
subject to the provisions of the Act, the Board shall have the following powers: a. To
select and remove Directors, to prescribe such duties and powers for them as may not be inconsistent with the Act, the Articles or the By-laws, or other existing policies of the Corporation, and to require of them service in good faith;
b. To conduct the affairs and business of the Corporation and to make rules and regulations not inconsistent with the Act, the Articles or the By-laws, or other existing policies;
c. To negotiate and enter into contracts on behalf of the Corporation;
d. To borrow money and incur indebtedness for the purpose of the Corporation and to cause any such promissory notes, bonds, or other evidence of debt to be delivered; e. Subject to the provisions of the Act, the Articles or the By-laws , the Board shall control the business and affairs of the Corporation and, if one is appointed, shall be empowered to delegate to the Executive Director as it shall deem necessary or desirable in accordance with the provisions of the Act.
3.9 Chair: The Board shall appoint from the Directors a Chair who shall carry out certain duties in accordance with the By-laws and the Act.

## Article 4 Meetings of the Board

4.1 Regular Meetings: The regular meeting of the Board shall be held at such time, date, and place fixed by the Chair and concurred with the Board. Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Article 16 of this By-law. Notice of such meetings shall be to each Director not less than one day before the meeting is to take place. Each Director shall have a single vote that may not be transferred except in accordance with the provisions of the By-laws.

The Chair shall preside at Board meetings. The Chair shall preside at Board meetings in the absence of the Chair. The Vice Chair shall preside at Board meetings in the absence of the Chair. In the absence of the Chair and the Vice Chair, the Board may appoint another member of the Board to preside at the meeting of the Board.
4.2 Quorum: A simple majority ( $50 \%$ plus 1) of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board. Each Director shall be entitled to one vote.
4.3 Electronic Participation: A Director may, if all the Directors of the Corporation consent, participate in a meeting of the directors or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at the meeting.
4.4 Attendance: No member of the Board shall be absent without a written or verbal reason for three consecutive Board meetings or for four or more Board meetings in a year. A Director so absent will be deemed to have submitted their resignation to the Chair at the next regular Board meeting.
4.5 Renumeration: The Directors shall serve without remuneration; no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be paid reasonable expenses incurred by them in the performance of their duties provided that the amount of any such remuneration or reimbursement is: a. considered reasonable by the Board;
b. approved by the Board for payment by resolution passed before such payment is made; and
c. made in compliance with the provisions of the Act.
4.6 Ballots: If a poll by ballot vote is required by the Chair or is duly demanded and the demand is not withdrawn, a ballot vote upon the question shall be taken and one or more scrutineers appointed in accordance with the provisions of the Act. The Chair may require all ballots cast on any such poll to be signed by the persons voting. Upon a ballot vote, each Director who is present in person or represented by proxy shall be entitled to one ballot.

## Article 5 Officers

5. 1 Appointment: The Corporation may maintain offices of the Chair, Vice Chair, Secretary, Treasurer, and Past Chair with the powers and duties set out in these By-laws. The Board may designate additional offices from time to time.
5.2 Term and Election of Officers: In the inaugural year of the Corporation, each Officer shall be elected by the Board to hold office for a term of one (1) to three (3) years from among the Directors. Thereafter, Officers shall be appointed by the Board from among the Directors to hold office for a term of three (3) years. Officers may seek re-election for a second and final term.
5.3 Removal of Officers: Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:
a. the Officer's successor being appointed;
b. the Officer's resignation; or
c. such Officer's death.
5.4 Duties of the Chair: The Chair shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time. The Chair shall be an ex-officio member of all committees and shall attend all meetings of the Board.
5.5 Duties of the Vice Chair: The Vice-Chair shall, during the absence or inability of the Chair, exercise the duties of the Chair. The Vice Chair shall serve as a signing officer for the

Corporation. The Vice Chair shall serve as Chair following their term as Vice Chair.
5.6 Duties of the Secretary: The Secretary shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.
5.7 Duties of the Treasurer: The 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.
5.8 Past Chair: The Past Chair's office shall be filled by the vacating Chair. The Past Chair shall serve as an advisor to the Chair and to the Board.

## Article 6 Staff

6.1 Staff: The Executive Director shall be responsible for the overall programming, communications, finance and administration, staff and volunteer management of the operations of the Corporation subject to the direction of the Board and within the limitations laid out in policy. The Executive Director shall attend all meetings as a non voting/ex-officio member of the Board.

## Article 7 Members

7.1 Criteria: Membership shall consist of the incorporators named in the Articles and such other persons interested in furthering the Corporation's purposes who have been accepted by resolution of the Board. Within 30 days of becoming a Director in accordance with these By-laws and the Act, each Director shall become a Member of the Corporation.
7.2 Non-Transferability and Termination of Membership: Membership in the Corporation is not transferable and automatically terminates when:
a. the Member resigns or dies;
b. the Member ceases to be a Director;
c. the Member is expelled or the person's membership is otherwise terminated in accordance with the By-laws; or
d. the Corporation is liquidated or dissolved in accordance with the Act.
7.3 Disciplinary Act or Termination of Membership for Cause: Upon no less than 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 Articles or By laws or for other just cause as determined by the Board. 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.

## Article 8 Meetings of the Members

8.1 Annual Meeting: The Annual Meeting of the Members shall take place at least once per year, at a time, date, and place fixed by the Board. The business transacted at the annual meeting shall include:
a. receipt of the agenda;
b. receipt of the minutes of the previous annual and subsequent special meetings;
c. consideration of the financial statements;
d. report of the auditor or person who has been appointed to conduct a review engagement;
e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year, if applicable;
f. election or confirmation of Directors; and
g. such other or special business as may be set out in the notice of meeting.

A Member must give notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.
8.2 Special Meetings: Special meetings of the Members may be called at any time by the Chair or the Board. Subject to the provisions of the Act, the Board shall call a special meeting of the Members on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition.
8.3 Notice of Members Meetings: Notice of any annual or special meetings of the Members shall be delivered in accordance with these By-laws and the Act no less than ten (10) days and no more than fifty (50) days before the meeting to each person entitled to receive notice pursuant to the provisions of the Act, the Articles and the By-laws, to each Director, and to the auditor of the Corporation or the person appointed to conduct a review engagement, as applicable. A notice of a special meeting of the Members shall specify the place, date, and hour of the meeting and the specific nature of the business to be transacted and thereto limited.
8.4 Quorum: A quorum for the transaction of business at any annual meeting of the Members shall consist of not less than a simple majority of members, being $50 \%$ plus 1 of Members.
8.5 Chair of Meeting: The Chair shall be the chair of any Members' meeting; in the Chair's absence, the Vice Chair shall be the chair of any Members' meeting; in the absence of the Chair and the Vice Chair, another member of the Board as appointed by the Directors shall be the Chair of any Members' meeting.
8.6 Voting: Decisions shall be decided by a majority of votes. In case of an equality of votes, the Chair, in addition to their original vote, shall have a second or casting vote.
8.7 Ballots: If a poll by ballot vote is required by the chairperson of the meeting or is duly demanded and the demand is not withdrawn, a ballot vote upon the question shall be taken and one or more scrutineers appointed in accordance with the provisions of the Act. The chairperson of the meeting may require all ballots cast on any such poll to be signed by the persons voting. Upon a ballot vote, each Member who is present in person
or represented by proxy, shall be entitled to one ballot.

## Article 9 Conflict of Interest

9.1 Conflict: A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material 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 during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction. The conflict shall be recorded in the minutes.
9.2 Charitable Corporations: No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## Article 10 Rules of General Conduct and Procedure of Board and Committee Meetings

10.1 Rules of Order: Robert's Rules of Order, as may be amended from time to time, shall govern the conduct of the Board and its Committees on all of their deliberations except as modified by statute, rule, or the By-laws. It shall be the intent of the Board to seek consensus in all deliberations.
10.2 Order of Business: The order of business for meetings shall be determined by the Chair.

## Article 11 Committees

11.1 Appointment: 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. The Chair shall be an ex-officio member of all committees.
11.2 Committee of Directors and Managing Director: The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.
11.3 Governance Committee: The Board shall appoint a Governance Committee of at least two Directors to carry out the duties and responsibilities as may be designated by the Board from time to time. The Governance Committee members shall be appointed for a term of one (1) year and shall be re-appointed by the Board on an annual basis.
11.4 Nominations Committee: The Board shall appoint a Nominations Committee of at least two Board members to carry out the duties and responsibilities set out in these By-laws and as may be designated by the Board from time to time. The Nominations Committee
members shall be appointed for a term of one (1) year and shall be re-appointed by the Board on an annual basis.
11.5 Termination of Committee Members: Any member of any Committee may be removed from a Committee at any time by resolution of the Committee and with the approval of the Board or by resignation tendered in writing by the member to the Chair. Unless otherwise specified therein, resignation shall take effect upon delivery.

### 11.6 Record of Proceedings: The Board may request a written record of the Committee

 proceedings.
## Article 12 Fiscal Year

12.1 Fiscal Year: Unless otherwise ordered by the Board, the fiscal year of the Corporation shall begin on 1st day of April and terminate on the 31st day of March in each year.

## Article 13 Non-Discrimination

13.1 Non-Discrimination: It shall be the policy of the Corporation to comply with all provincial and federal laws, rules, and regulations prohibiting discrimination against any person with regard to employment because of race, color, religion, sex, physical handicap, national origin, age, marital status, change in marital status, or pregnancy.

## Article 14 Amendments

14.1 By Laws Amendments: These by-laws may be amended, altered, added to or replaced by a two-thirds (2/3) vote of those Directors present at a regular Board meeting or a special meeting called in part for that purpose and at which there is a quorum present. The amendments shall take effect in accordance with the Act.

## Article 15 Indemnification

15.1 Indemnity: 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:
a. complied with the Act and the Corporation's Articles and By-laws; and b. exercised their powers and discharged their duties in accordance with the Act.

## Article 16 Notice

16.1 Service: 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 of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

## Article 17 Accretion of Profits

17.1 Accretion of Profits: No part of the Corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a Member, a Director or an Officer except in furtherance of its activities or as otherwise permitted by the Act and any other applicable laws.

## Article 18 Execution of Documents

18.1 Signing: Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of the Chair, ViceChair, Secretary, Treasurer and Executive Director. 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.

## Article 19 Alternative Dispute Resolution

19.1 In the event that a dispute or controversy among the Members, Directors, Officers, employees or volunteers of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, employees or volunteers of the Corporation as set out in the Articles, By-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
a. The dispute or controversy shall first be submitted to a mediator chosen through mutual agreement of the parties.
b. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be the same person as the mediator referred to above, in accordance with the Arbitration Act, 1991, S.O. 1991, c. 17 or as otherwise agreed
upon by the parties to the dispute. The parties shall agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
c. All costs of the mediator appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrator appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.
[SIGNATURE PAGE FOLLOWS]
Enacted by the Board and effective as of the day of $\qquad$ 2024.

Ray Trask, Chair Cindy Taylor, Secretary Ratified by the Membership
as of the $\qquad$ day of $\qquad$ 2024.

Ray Trask, Chair Cindy Taylor, Secretary

## Schedule A

## Position Description of the Chair

## Role Statement

If appointed, the Chair shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Chair shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The Chair shall be entitled to receive notice or and to attend and speak at all meetings of the Board and of meetings of Members as a non-member thereof without the right to vote, save and except when the Board is discussing the position, salary or benefits of the Chair.

## Responsibilities

## 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.

## 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, planning and performance information are appropriately presented to the Board.

## Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

## Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

## Representation

Serve as the Board's primary contact with the public.

## Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

## Board Conduct

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

## Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

## Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.

## Committee Membership

Serve as member on all Board committees.

## Schedule B

## Position Description of the Secretary

## Role Statement

If appointed, the Secretary works collaboratively with the Chair to support the Board in fulfilling its fiduciary responsibilities.

## Responsibilities

## 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.

## 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. Have custody of all minute books, documents, registers and the seal 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.

## 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.

## Schedule C

## Position Description of the Treasurer

The Treasurer shall be elected by the Board of Directors at the Annual Meeting. Their duties shall include, but not be limited to, the following:

1. Shall monitor the financial activities of the Hospice Simcoe - Seasons Centre; ensure that complete and accurate records are kept in accordance with generally accepted accounting practices
2. Act as a signing authority as approved in the by-laws or by resolution of the Board;
3. Provide the Board, monthly or as otherwise required, a report of the financial results and of the financial position of the organization;
4. Recommend an auditor to the Board to be appointed annually at the Annual Meeting; and collaborate with the auditor and Executive Director in the completion of the annual audit of the Hospice Simcoe - Seasons Centre's financial statements;
5. Chair the Finance Committee.
