

## **BY-LAW No. 1**

A by-law relating to the affairs of HOSPICE SIMCOE, a non-profit corporation without share capital, incorporated under the laws of the Province of Ontario, hereinafter referred to as “Hospice”.

BE IT ENACTED as a by-law of HOSPICE as follows:

### **1. HEAD OFFICE**

The head office of Hospice shall be in the City of Barrie, in the County of Simcoe and at such place therein as the directors from time to time determine.

### **2. SEAL**

The seal, an impression whereof is stamped on the margin hereof, shall be the corporate seal of Hospice.

### **3A. BOARD OF DIRECTORS**

Hospice is authorized to have a minimum of eight (8) and a maximum of fifteen (15) Directors. The number of Directors for the next ensuing corporation year shall be determined by resolution of the Directors annually.

Each Director shall be elected by the Members to hold office for a term of three (3) years with approximately one third of the total retiring each year. Directors may seek office for a second three (3) year term.

Notwithstanding the above, a Director who has served as Chair of the corporation in his or her last year of his or her second term, may serve one year further as Past Chair, for a total of seven (7) consecutive years.

Notwithstanding the above, the Board shall have the right to pass a Special Resolution allowing for an extended term of service for any individual Board member, on a year by year basis. In order to pass, this Special Resolution will require support from two-thirds of the total Board. The Board may, from time to time, by Special Resolution, with support from two-thirds of the total Board, change the number of Directors on the Board.

Absence of a board member from three (3) consecutive or more than four (4) of the Board meetings in one year, may result in the Chair and the Governance Chairperson contacting the Board member to resolve the absenteeism to the satisfaction of the Board and the Board member.

### 3B. GOVERNANCE COMMITTEE AND PROCESS

The Board of Directors shall appoint a Governance Committee of at least two Board members. The Governance Committee members shall be appointed for a term of one (1) year.

The Governance Committee shall nominate the specific number of candidates required to fill the upcoming vacancies in the Board, consistent with Board policy and as per the need determined by the Board.

The Governance Committee shall notify the Board of Directors of upcoming vacancies. This notification shall be made at least ninety (90) days before the meeting at which elections are to be held. Any individual with an interest in standing for election as a Director of Hospice shall indicate this in writing to the Chairperson of the Governance Committee.

Prospective candidates must be nominated by the Governance Committee.

Such nominations, accompanied by the written consent of the nominee to act as a Director, must be in possession of the Chairperson of the Governance Committee.

The final report of the Governance Committee shall be made, in writing by the Chairperson of the Governance Committee, to the Board of Directors of the organization at least thirty (30) days prior to the meeting at which the election is to take place.

Subject to applicable law, 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.

#### 4. OTHER COMMITTEES

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. Any such Committee may be formed by a simple majority vote of the Board of Directors. The Board may dissolve any Committee by resolution at any time.

## 5. QUALIFICATIONS, BOARD OF DIRECTORS

A Directors must:

- Be at least eighteen (18) years old;
- Not have been declared incapable under the laws of a Canadian province or territory, or by a court in a jurisdiction outside Canada;
- Be an individual (a corporation cannot be a director).

## 6. REMUNERATION, BOARD OF DIRECTORS

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 him or her in the performance of his or her duties.

## 7. CONFLICT OF INTEREST, BOARD OF DIRECTORS

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

## 8. VACANCIES, BOARD OF DIRECTORS

Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain, be filled by the Directors from among qualified candidates, if they shall see fit to do so, otherwise, such vacancy shall be filled at the next annual meeting of the members.

## 9. QUORUM AND MEETING, BOARD OF DIRECTORS

A quorum for the transaction of business by the Board of Directors shall consist of one-half of the Directors. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine. ~~There shall be at least five Directors' meetings per year. There shall be other meetings held as and when required. No formal notice of any such meeting shall be necessary if all the Directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the Chair or the Vice-Chair or by the Secretary on direction of the Chair or Vice-Chair, or by the Secretary on direction in writing of two Directors.~~

Notice of such meetings shall be delivered, telephoned, faxed or e-mailed to each Director not less than one day before the meeting is to take place. ~~The statutory declaration of the Secretary or Chair that notice has been given shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour named and of such regular meeting no notice need be sent.~~

A Directors' meeting may also be held, without notice, immediately following the annual meeting of the members of Hospice. The Directors may consider or transact any business either special or general at any meeting of the Board.

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board 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 participating by such means is deemed to be present at that meeting.

#### 10. ERRORS IN NOTICE, BOARD OF DIRECTORS

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### 11. VOTING, BOARD OF DIRECTORS

Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chair, in addition to his or her original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such a resolution. In the absence of the Chair, his or her duties will be performed by the Vice-Chair. In the absence of the Vice-Chair, the Board may appoint another Director.

## 12. POWERS

The Directors of Hospice may administer the affairs of Hospice in all things and make or cause to be made for Hospice, in its name, any kind of contract which Hospice may lawfully enter into and, save as hereinafter provided, generally, may exercise in all such other powers and do all such other acts and things as Hospice is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of securities, lands, buildings, and other property, movable, or immovable, real or personal, or any right or interest therein owned by Hospice, for any such consideration and upon such terms and conditions as the Directors may deem advisable. The Directors are expressly empowered, from time to time, to borrow funds for any such consideration and upon such terms and conditions as the Directors may deem advisable.

## 13. ACCRETION OF PROFITS

Hospice shall be carried on without the purpose of gain for its members and any profits or other accretions to Hospice shall be used in promoting its objects.

## 14. OFFICERS OF CORPORATION

There shall be a Chair, a Vice-Chair, a Secretary and a Treasurer and such officers as the Board of Directors may determine by by-law from time to time.

There shall be a Past Chair who, by reason of his or her prior office, shall be an officer of Hospice for one year and who in that year shall be entitled to attend all meetings of the Directors and shall be entitled to vote at such meetings. The Directors, at their first meeting after their election, shall elect officers of Hospice from among their numbers provided that in default of such election, the then incumbents, being members of the Board, shall hold office until their successors are elected. Any Officer shall cease to hold office upon resolution of the Board.

#### 15. DUTIES OF THE CHAIR AND VICE-CHAIR

The Chair shall, when present, preside at all meetings of the Board of Directors. The Chair shall also be charged with the general management and supervision of the affairs and operations of Hospice. The Chair, with the Secretary or other officer appointed by the Board for the purpose, shall sign all by-laws. During the absence or inability of the Chair, his or her duties will be exercised by the Vice-Chair or any other Director as the board may from time to time appoint, and if the Vice-Chair or such other Director, exercises any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto.

#### 16. DUTIES OF SECRETARY

The Secretary shall be entitled to attend all meetings of the Board of Directors and shall cause all facts and minutes of all proceedings to be recorded in the books kept for that purpose. He or she shall give all notices required to be given to members and to Directors. He or she shall be custodian of the seal of Hospice and of all books, papers, records, correspondence, contracts and other



documents belonging to Hospice which he or she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as maybe named in the resolution, and he or she shall perform such other duties as may from time to time be determined by the Board of Directors.

#### 17. DUTIES OF TREASURER

The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of Hospice in the proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of Hospice in such a bank or banks as may from time to time be designated by the Board of Directors.

He or she shall disburse the funds of Hospice under the direction of the Board of Directors, taking proper vouchers thereof and shall render to the Board of Directors at the regular meetings thereof or whenever required of him or her, an account of all his or her transactions as Treasurer, and of the financial position of Hospice. He or she shall also perform such other duties as may from time to time be determined by the Board of Directors.

#### 18. DUTIES OF OTHER OFFICERS

The duties of all other officers of Hospice shall be as the terms of their engagement call for or the Board of Directors requires of them.

## 19. EXECUTION OF DOCUMENTS

Deeds, transfers, licenses, contracts and engagements on behalf of Hospice shall be signed by either the Chair or Vice-Chair and by the Secretary and the Secretary shall affix the seal of Hospice to such instruments as require the same. Contracts in the ordinary course of Hospice's operations may be entered into on behalf of Hospice by the Chair, Vice-Chair, Treasurer, or by any person authorized by the Board.

The Chair, Vice-Chair, the Directors, Secretary or Treasurer, or any two of them or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of Hospice in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of Hospice transfers of shares, bonds or other securities from time to time transferred to Hospice, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver under the corporate seal, if required, any and all instruments in writing necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of Hospice, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of Hospice may or shall be executed.

## 20. BOOKS AND RECORDS

The Executive Director shall see that all necessary books and records of Hospice required by the by-laws of Hospice or by any applicable statute or law are regularly and properly kept.

## 21. MEMBERSHIP

The membership shall consist of the applicants for the incorporation of Hospice and all members of the Board of Directors. A member must meet the following criteria:

- a) The member is a person who is at least (18) eighteen years of age.
- b) The member has been duly elected as a Director.

Each member shall be entitled to one vote on each question arising at any special or general meeting of the members.

A member may resign by filing, in writing, his or her intention to resign with the Chair or Secretary of Hospice, at which time his or her membership will become null and void.

Membership may be terminated by the Board of Directors with just cause. The member shall be given at least 15 days' notice of a termination with reasons and the member shall be given an opportunity to be heard, orally or in writing, not less than five days before the termination of the membership becomes effective, by the Board of Directors. A membership list will be posted at each special or general meeting of the members.

If a membership is terminated in accordance with the By-Laws, the member's position as Director will also be terminated at that time.

## 22. ANNUAL AND OTHER MEETINGS OF MEMBERS

The annual or any other general meeting of the members shall be held at the head office of Hospice or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the receipt of the agenda, the receipt of the minutes of the previous annual and subsequent special meetings, the report of the Directors, the financial statements and the report of the auditors or person who has been appointed to conduct a review engagement shall be presented and a Board of Directors elected, and auditors or persons to conduct a review engagement appointed for the ensuing year. No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with applicable statute or law, so that such item of new business can be included in the notice of annual meeting. The Board of Directors or the Chair or Vice-Chair shall have power to call at any time a general meeting of the members of Hospice. Notice shall be given by publication at least once per week for two consecutive weeks preceding the meeting in a local newspaper.

## 23. ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of Hospice

shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

#### 24. ADJOURNMENTS

Any meetings of the members of Hospice or the Directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

#### 25. QUORUM OF MEMBERS

A quorum for the transaction of business at any general meeting of members shall consist of not less than ten (10) percent of members listed on the most recent posted Membership List, being present in person or represented by proxy.

#### 26. VOTING OF MEMBERS

Each member of Hospice shall at all meetings of members be entitled to one vote. If not present, he or she may vote by written proxy.

At all meetings of members, every question shall be decided by a majority of the votes of the members present in person or by proxy unless otherwise required by the by-laws of Hospice, or by law. Every question shall be decided in

the first instance by a show of hands, and unless a poll be demanded, a declaration by the Chair that a resolution has been carried, or not carried, and an entry to that effect in the minutes of Hospice, shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the members present in person, or by written proxy, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of Hospice in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a second or casting vote.

## 27. FINANCIAL YEAR

Unless otherwise ordered by the Board of Directors, the fiscal year of Hospice shall begin on 1<sup>st</sup> day of April and terminate on the 31<sup>st</sup> day of March in each year.

## 28. CHEQUES

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Hospice, shall be signed by such officer or officers, agent or agents of Hospice and in such manner as shall from time to time be determined by resolution of the Board of Directors. Any one of such officers or agents may alone endorse notes and drafts for collection on account of Hospice through its bankers, and endorse notes and

cheques for deposit with Hospice's bankers for the credit of Hospice, or the same may be endorsed "for collection" or "for deposit" with the bankers of Hospice by using Hospice's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between Hospice and Hospice's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

## 29. DEPOSIT OF SECURITIES FOR SAFEKEEPING

The securities of Hospice shall be deposited for safekeeping with one or more bankers, or credit unions, or other financial institutions, to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of Hospice and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## 30. NOTICE

Whenever, under the provisions of the by-laws of Hospice, notice is required to be given, such notice may be given either in person, by phone, by mail, via e-mail, via fax or by public notice, unless otherwise required by law. Such notice,

however sent, shall be sent to the last recorded address or number found in Hospice's records.

### 31. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every officer or Director of Hospice and every member of the Board or his or her heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of Hospice from and against:

(a) All costs, charges and expenses whatsoever that such officer or Director of Hospice has at any time heretofore sustained or incurred or will hereafter sustain or incur in or about any action, suit or proceeding which has been or is brought, commenced or prosecuted against him or her, for in respect of any act, deed, matter, or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office provided that nothing herein shall relieve any Director or officer from the duty to act in accordance with governing law or from liability for any willful breach thereof; and

(b) All other costs, charges and expenses that he or she has sustained or incurred heretofore or sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.



32. DISSOLUTION

Upon the dissolution of the corporation and after the payments of all debts and liabilities, the remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada.

33. INTERPRETATION

In these by-laws and in all other by-laws of Hospice hereinafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

34. BY-LAW REVISION

The Board of Directors may add to or amend the By-laws or repeal the By-laws but no such addition, amendment or repeal shall have any force or effect until same has been confirmed or sanctioned by at least two-thirds of the votes cast at an Annual General Meeting of the Members of the Corporation.

ENACTED this 10<sup>th</sup> day of August 2020.

Witness the corporate Seal of the Company.

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Chair, Board of Directors

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Executive Director