

THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE

BY-LAWS

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1. Definitions. For the purposes of these By-laws:

“Annual Meeting” means the Annual Meeting of the Members of the Corporation;

"Board" means the Board of Directors of the Corporation;

"Chair" means the Chairman or Chairwoman of the Board;

“Corporation” means The Perley and Rideau Veterans’ Health Centre;

"Director" means a member of the Corporation elected or appointed to the Board;

"Executive Director" means the Executive Director of the Corporation;

"Member" means a Regular or Life Member of the Corporation;

"Meeting of Members" means a meeting of Members convened pursuant to these By-Laws;

"Officer" means the Chair, the Treasurer, the Secretary and the Executive Director of the Corporation or such other officer as determined by the Board; and

"Resident" means a person who has been admitted to, receives care from and is lodged in The Perley and Rideau Veterans' Health Centre.

2. Interpretation. For the purposes of these By-laws, where the context so requires or permits, the singular shall include the plural and the plural the singular; the word "person" shall include corporations, and the masculine shall include the feminine.

3. Head Office. The head office of the Corporation shall be in the City of Ottawa in the Province of Ontario.

4. Corporate Seal. The form of seal for use by the Corporation, an impression of which appears in the margin hereof, be and is hereby approved as the seal of the Corporation.

5. Board of Directors.

a. Accountability. The Corporation is primarily the home of its Residents and is to be operated so that it is a place where they may live with dignity and security, safety and comfort, and have their physical, psychological, social, spiritual and cultural needs adequately met.

The property and business of the Corporation shall be managed by the Board. The Board shall provide strategic direction to the Executive Director, formulate policies for the administration of the Corporation, and oversee its processes and outcomes. Directors shall:

- i. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
- ii. take such measures as necessary to ensure that the Corporation complies with all requirements under the law.

b. Composition of Board. The affairs of the Corporation shall be governed by a Board consisting of from 9 to 18 duly elected Members. The number of Directors shall be determined from time to time by the Board.

c. Nomination of Directors. Any Member may nominate a Member in good standing for election to the Board, providing the nominee consents in writing to stand for election. Such nominations must be made in writing to the Chair for consideration by the Board and its recommendation to the Annual Meeting.

d. Term.

- i. **Directors.** Directors shall be elected at an Annual Meeting for a term not to exceed three years. A Director may stand

for election for more than one term; however, no Director may serve more than ten consecutive years with the exception of the Chair. The Chair may continue to serve for the remainder of his term, notwithstanding it may take him beyond ten years of service as a Director.

- ii. **Chair of the Board.** A Director shall be elected as the Chair at the first meeting of the Board following an Annual Meeting for a term not to exceed two consecutive one year terms. In exigent circumstances, the Chair may be elected to a third consecutive year.

e. Vacancy on the Board. The Board may fill any vacant Director's position by appointing a qualified Member to serve until the next Annual Meeting so long as a quorum of Directors remains in office. In the event of a vacancy in the position of Chair, the Board may elect a qualified Director to serve as Chair until the first meeting of the Board following the next Annual Meeting.

f. Not Employee. No Director may be an employee of the Corporation.

g. Remuneration. The Directors shall serve without remuneration and no Director shall directly or indirectly receive any financial gain from his position but a Director may be paid reasonable expenses incurred by him in the performance of his duties.

h. Appointment of Officers. The Board shall appoint all officers including but not limited to the Chair, the Treasurer, the Secretary and the Executive Director.

i. Other Appointments. In addition to the appointment of Directors to fill vacancies, the Board may make special appointments as follows:

- i. **Honourary Directors.** In recognition of long or special services to the Corporation, the Board may appoint Honourary Directors who may attend and participate in Board meetings without the power to vote.
- ii. **Ex Officio Directors.** The Chairman of the Perley and Rideau Veterans' Health Centre Foundation and the Medical Director of the Corporation shall be Ex Officio Directors of the Board. The Board may appoint other persons to sit on the Board as Ex Officio Directors by virtue of their special standing. Ex Officio Directors have the right to receive notice of and attend Board meetings but do not have the power to vote.
- iii. **Adjunct Advisors.** The Board may appoint former Directors in good standing who volunteer to serve in an advisory capacity on a Standing Committee of the Board as Adjunct Advisors without the power to vote.

j. Committees

- i. Executive Committee.** The Board shall establish an Executive Committee chaired by the Chair and comprising a minimum of five Directors including those Officers who are Directors. The Executive Committee may exercise all such powers of the Corporation as shall from time to time be delegated by the Board. A majority of the members of the Executive Committee shall constitute a quorum for a meeting of the Committee.
- ii. Other Committees.** The Board may at any time establish or dissolve by resolution any standing committee deemed necessary to assist in carrying out its responsibilities. Furthermore, it may appoint any special committee that it considers necessary for a specific task or project. The Board shall appoint a Director to chair any committee.

k. Robert's Rules of Order. All member, Board, and Board Committee meetings will be conducted following 'Robert's Rules of Order'. In the event of any conflict between the By-laws and 'Robert's Rules of Order'; these By-Laws shall prevail.

6. Meetings of the Board.

a. Quorum. A majority of Directors shall constitute a quorum at any meeting of the Board.

b. Place. Meetings of the Board may be held at such place in the City of Ottawa as determined by the Board.

c. Frequency. Meetings of the Board shall be held at a frequency determined by the Board but no less frequently than quarterly.

d. Calling Meeting. Meetings of the Board may be called by any Officer or by any five Directors.

e. Notice. Directors shall be notified not less than two days before any Board meeting stating the time when and the place where the meeting is to be held. Notice of any meeting of the Directors stating the time and the place where it is to be held shall be served personally, by courier or by electronic means upon each Director not less than two days before the meeting. The notice of any meeting shall state the purpose(s) of the proposed meeting, and business transacted at all such meetings shall be confined to the subjects stated in the notice and matters related thereto. No notice shall be required if all Directors are present or if those absent have waived in writing the requirement for notice. The Board may appoint a day or days in any month or months for regular meetings at a set hour and no notice need be sent for such meeting. A meeting of Directors may be held, without notice, immediately following the Annual Meeting.

f. Voting. Questions arising at any meeting of Directors shall be decided by a majority of votes. Each Director present shall have one vote except for the Chair who shall vote only to break a tie. All votes at such meeting shall be taken by ballot if so demanded by any Director present. If no such demand be made, the vote shall be taken by a show of hands. 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 of or against such resolution. In the interest of saving time and where there is an obvious consensus and no vote is requested, the Chair shall have the discretion to recognize the consensus and avoid a vote.

g. Confidentiality. Unless otherwise directed by a resolution of the Board, matters brought before the Board shall not be treated as confidential. With respect to matters directed to be treated as confidential, Members, Directors, appointees of the Board, and employees of the Corporation shall respect the confidentiality of matters brought before the Board and the privacy of individuals, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.

h. Attendance at Meetings. All meetings of the Board and its committees are open to Directors, Honourary and Ex Officio Directors, and adjunct advisors. Members have the right of access to meetings of the Board unless excluded by resolution of the Board. At the discretion of the Chair, the Executive Director may invite selected managers to participate in Board meetings for particular items to render specialist knowledge, to respond to questions or to familiarize themselves with the issue(s) being addressed by the Board. A Director connected via audio or video technology to a Board or committee meeting shall be considered to be attending the meeting. Board committee meetings are open to the members of the committee, Directors, Honourary and Ex Officio Directors, adjunct advisors and individuals invited to the meetings with the consent of the chair of the committee.

7. Duties of Officers. The Chair, the Executive Director, the Secretary and the Treasurer are officers of the Corporation for the duration of their appointment. One person may hold more than one office. At its discretion, the Board may appoint additional officers of the Corporation for terms not to exceed one year subject to renewal by the Board. The Board may remove and discharge any officer of the Corporation and elect or appoint another or others in their place or places. Unless otherwise determined by the Board, the Executive Director shall act as the Secretary of the Corporation. The duties of Officers are as follows:

a. Chair. The Chair shall, preside at all meetings of Members, the Board and the Executive Committee. In his absence, meetings of the Board will be chaired by another Director named to do so by the Chair. Otherwise the meeting will be chaired by a Director chosen by the meeting attendees.

b. Secretary. The Secretary is the custodian of the corporate seal. He shall attend all Meetings of Members, the Board and the Executive Committee and shall

cause minutes of all proceedings of those meetings to be entered into books kept for that purpose. The Secretary shall ensure that all votes are recorded, and that minutes are readily accessible for future reference by Members. He shall give or cause to be given notice of all Meetings of Members and of the Board and shall perform such other duties as may be determined by the Board.

c. Treasurer. The Treasurer is responsible for monitoring the financial activities of the Corporation and shall perform such other duties as may from time to time be determined by the Board.

d. Executive Director. The Executive Director shall be the Chief Executive Officer of the Corporation and shall have responsibility for the overall management of the Corporation. He shall act as the Administrator of the Corporation and conduct the day-to-day operations of the Corporation in accordance with government standards, the By-laws of the Corporation and the framework of directives and policies established and approved by the Board. He shall report to the Board and shall attend all meetings of the Board, Executive Committee and Members.

8. Members. Membership in the Corporation shall consist of persons who have demonstrated a benevolent interest in furthering the objects of the Corporation and whose membership in the Corporation would not place them in a conflict of interest.

a. Fees. The Board may from time to time by resolution determine membership fees which shall be payable to the Corporation.

b. Regular Members. A Regular Member shall be a person whose application to the Board for admission as a Member has received the approval of the Board at least 30 days prior to a Meeting of Members and who has paid his annual membership fee.

c. Life Members. A Life Member shall be a person whose application to the Board for admission as a Life Member has received the approval of the Board and who has paid his lifetime membership fee.

d. Registry of Members. The Secretary shall maintain a registry of all Regular and Life Members of the Corporation.

e. Resignation. Any Member may resign from membership in the Corporation by delivering a written resignation to the Secretary.

f. Removal. Any Member may be removed from membership in the Corporation by a vote of three-quarters of the Members at an Annual or Special Meeting of Members of which notice specifying the intention to pass such resolution has been given.

9. Meetings of Members.

a. Quorum. A quorum for transaction of business at a Meeting of Members is ten Members present in person.

b. Annual Meeting. The Annual Meeting shall be held at such place and at such hour as the Board may determine, but not later than the last business day in the month of June in each year and shall be open to the public.

c. Special Meeting. Business transacted at all Special Meetings shall be confined to the subjects stated in the notice and matters related thereto. Special Meetings for any purpose shall be called by the Chair, or the Secretary at the request in writing of any five Directors or one-third of the Members. Requests to hold a Special Meeting shall in all cases state the purpose of the proposed meeting.

d. Notice. Notice of any Meeting of Members stating the time, when and the place where it is to be held and the general nature of the business to be transacted thereat, shall be sent by mail postage prepaid, courier or by electronic means to each Member entitled to vote at such meeting, not less than ten or more than 30 days before the meeting.

e. Voting. Only Members in good standing may vote at an Annual Meeting or Special Meeting. A Member shall have only one vote on each motion. The Chair shall vote only to break a tie.

f. Error or Omission in Notice. No error or omission with respect to notice for a meeting of the Board, a committee thereof or Members shall invalidate the meeting or invalidate or make void any proceedings taken or had at the meeting.

10. Indemnification. Every director or Officer or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and their heirs, executors, administrators and other personal representative, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- i. all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or in respect of any such liability provided such Director or Officer or other person acted honestly and in good faith with respect to such matter; and
- ii. all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

11. Conflict of Interest.

a. Every Director or Officer shall declare any conflict of interest with the Corporation and in particular his interest, direct or indirect, in any contract or arrangement or proposed contract or arrangement with the Corporation at a meeting of the Directors.

b. Every Director or Officer who has a conflict of interest or any direct or indirect interest in a contract or proposed contract with the Corporation shall declare his interest at the meeting of Directors at which the question of entering into the contract is first taken into consideration or if the Director or Officer is not at the date of that meeting interested in the proposed contract, at the next meeting of Directors held after he becomes so interested, and in the case where the Director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the Directors held after he becomes so interested.

12. Consultants and Contractors. The Board may appoint consultants, advisors and agents as it shall deem necessary from time to time. Such persons shall have such authority and shall perform such duties as shall be determined by the Board at the time of such an appointment. The remuneration of such persons shall be established by the Board by resolution.

13. Execution of Documents. Deeds, transfers, licenses, contracts and engagements in value in excess of an amount determined from time to time by the Board shall be signed by any two Officers. Other contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the Executive Director. The Board 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 the Corporation may or shall be executed.

14. Cheques, etc. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

15. Deposit of Securities for Safekeeping. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board upon such terms and conditions as the Board shall determine.

16. Borrowing. The Board may from time to time borrow money on the credit of the Corporation, issue, sell or pledge securities of the Corporation or charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation to secure any such securities or any money borrowed, or any other debt or any other obligation or liability of the Corporation, in such amounts and on such terms as the Directors may deem expedient.

17. Financial Year. Unless otherwise determined by the Board, the financial year of the Corporation shall end on the 31st day of December each year.

18. Appointment of Auditor. The Members shall at each Annual Meeting appoint an auditor to audit the accounts and the annual financial statements of the Corporation for report to the Members at the next Annual Meeting. The auditors shall hold office until the next Annual Meeting provided the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be authorized by the Board.

19. Amendments. The By-laws of the Corporation may be enacted, amended or repealed by a majority of Directors present at a meeting of the Board called for that purpose and approved by an affirmative vote of at least two-thirds of the Members.

Passed by the Board of Directors this **05th** day of **February 2009**.

Chair of the Board

Secretary

Ratified and confirmed at a meeting of the Members, properly called and held this **4th** day of **June, 2009**.

Chair of the Board

Secretary