

THE PERLEY AND RIDEAU VETERANS' HEALTH CENTRE

BY-LAWS

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

“**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;

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

“**Board**” means the Board of Directors of the Corporation;

“Chair” means the Chair 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 (but excludes Honorary Directors and Ex Officio Directors);

“Chief Executive Officer” means the Chief Executive Officer of the Corporation;

“Member” means a Member of the Corporation;

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

“Officer” means the Chair, the Vice Chair, the Treasurer, the Secretary and the Chief Executive Officer of the Corporation or such other officer as determined by the Board;

“Resident” means a person who has been admitted to, receives care from and is lodged in The Perley and Rideau Veterans’ Health Centre;

“Tenant” means a person who rents residential accommodation from the Corporation; and

“Vice Chair” means the Vice Chair of the Board.

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 Corporation is the landlord of its Tenants and is to be operated in accordance with applicable laws, regulations and lease agreements pertaining to its Tenants.

The management of the activities and affairs of the Corporation shall be supervised by the Board. The Board shall provide strategic direction to the Chief Executive Officer, formulate policies for the governance of the Corporation, and oversee its outcomes. Directors shall:

- (i) act honestly and in good faith with a view to the best interests of the Corporation;
 - (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
 - (iii) 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 Directors. If the Corporation's articles provide for a minimum and maximum number of Directors, the number of Directors of the Corporation and the number of Directors to be elected at the annual meeting of the Members must be the number determined from time to time by special resolution, as defined in the Act, or, if a special resolution empowers the Directors to determine the number, by resolution of the Directors.
- (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 the close of the third annual meeting of Members after the Director is elected. A Director may stand for election for more than one term; however, no Director may serve more than ten consecutive years from the date the Director was first elected, with the exception of the Chair. An incumbent Chair may, in order to continue to serve as Chair for a maximum of three consecutive years, stand for election as a Director for a term or terms in the aggregate not to exceed two years 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 of one year and may be reelected twice for a maximum of three consecutive one-year terms.
 - (iii) **Vice Chair of the Board.** A Director shall be elected as the Vice Chair at the first meeting of the Board following an Annual Meeting for a term of one year and may be reelected twice for a maximum of three consecutive one-year terms.
- (e) **Delegation by the Chair.** The Chair may delegate any specific duty or duties to any Director, including the Vice Chair, who shall be responsible to the Chair in the performance of those duties.
- (f) **Vacancy on the Board.** Subject to the Act, 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.
- (g) **Not Employee.** No Director may be an employee of the Corporation or an affiliate (as defined in the Act) of the Corporation.
- (h) **Remuneration.** The Directors shall serve without remuneration and no Director shall directly or indirectly receive any financial gain from his or her position but a Director may be paid reasonable expenses incurred in the performance of his or her duties.
- (i) **Appointment of Officers.** The Board shall appoint all officers including but not limited to the Chair, the Vice Chair, the Treasurer, the Secretary and the Chief Executive Officer.
- (j) **Other Appointments.** In addition to the appointment of Directors to fill vacancies, the Board may make special appointments as follows:
 - (i) **Honorary Directors.** In recognition of long or special services to the Corporation, the Board may appoint Honorary Directors who may attend and participate in Board and Committee meetings without the power to vote.
 - (ii) **Ex Officio Directors.** The Chair of the Perley and Rideau Veterans' Health Centre Foundation and the Chief Medical Officer 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 Adjunct Advisors who volunteer to serve in an advisory capacity on a Committee of the Board. Adjunct Advisors have the right to participate in the work of the Committee to which they are appointed. Committee Chairs may, but need not, take into account the views of Adjunct Advisors when making recommendations or reports to the Board based on the deliberations of a Committee. Adjunct Advisors may be former Directors of the Corporation or such other qualified persons as the Board considers advisable. Adjunct Advisors, as appointees of the Board, are subject to the confidentiality provisions applicable to Directors and in particular, the provisions of Section 6 g. of the By-Laws of the Corporation. Adjunct Advisors are “other persons” within the meaning of Section 10 of the By-Laws of the Corporation and are entitled to indemnification by the Corporation as provided by the said Section 10.

(k) **Committees.**

(i) **Executive Committee.** Subject to the Act, the Board shall establish an Executive Committee chaired by the Chair and comprising those Officers who are Directors as well as all Directors who are Chairs of Committees. The Executive Committee may exercise all such powers of the Board 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. Honorary Directors, as Committee Chairs, may attend and participate in Executive Committee meetings but do not have the power to vote.

(ii) **Other Committees.** The Board may at any time establish by resolution any standing committee it considers necessary to assist in carrying out its responsibilities, and may, subject to the Act, dissolve by resolution any such standing committee, other than the Executive Committee, that it considers no longer necessary. The Board may also appoint any special committee that it considers necessary for a specific task or project, and may dissolve that committee when it considers it no longer necessary. The Board shall appoint a Director or an Honorary Director to chair any committee although in practice, Honorary Directors will not normally be appointed to chair committees and may not chair the Executive Committee.

- (l) **Delegation by the Board.** The Board may, subject to the limitations of the Act, delegate any of the powers of the Board to the Executive Committee or to the Chair of the Board (referred to in the Act as the Managing Director). The Executive Committee or the Chair, as applicable, may exercise all such powers of the Board as shall from time to time be delegated by the Board.
- (m) **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 meetings shall be taken by ballot if so demanded by any Director present. If no such demand is 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 be treated as confidential. 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, Honorary Directors and Ex Officio Directors. The Chair, or, at the discretion of the Chair, the Chief Executive Officer may invite selected managers or other individuals 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. Anyone connected via audio or video technology to a Board or committee meeting shall be considered to be attending the meeting. Board committee meetings (other than Executive Committee meetings which are open to the members of the Executive Committee) are open to the members of the committee, Directors, Honorary Directors, Ex Officio Directors, Adjunct Advisors and individuals invited to the meetings by or with the consent of the Chair of the committee.

7. **Duties of Officers.** The Chair, the Vice Chair, the Chief Executive Officer, 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 Chief Executive Officer 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 the Chair's absence, meetings of the Board will be chaired by the Vice Chair or, in the absence of the Vice Chair, 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) **Vice Chair.** The Vice Chair shall chair the Board and represent the organization in the Chair's absence.

- (c) **Secretary.** The Secretary is the custodian of the corporate seal. He or she 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. He or she 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.
 - (d) **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.
 - (e) **Chief Executive Officer.** The Chief Executive Officer of the Corporation shall have responsibility for the overall management of the Corporation. He or she 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 or she 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 individuals 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. Corporations or other entities are ineligible to become a Member.
- (a) **Fees.** The Board may from time to time by resolution determine membership fees which shall be payable to the Corporation. A Member shall pay the prescribed fee upon application to become a member and the prescribed annual fee each year not later than the date of the next Annual Meeting of Members. Failure to pay the annual fee not later than the date of the next Annual Meeting of Members shall result in the Member ceasing to be a member of the Corporation effective as of the date of the aforesaid Annual Meeting.
 - (b) **Members.** A Member shall be a person whose application to the Board for admission as a Member has received the approval of the Board.
 - (c) **Registry of Members.** The Secretary shall maintain a registry of all Members of the Corporation.
 - (d) **Resignation.** Any Member may resign from membership in the Corporation by delivering a written resignation to the Secretary.

- (e) **Disciplinary Act or Termination of Membership for Cause.** Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws. 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 five 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.

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 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 of 10% 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, date 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 receive notice of such meeting, each Director and the auditor of the Corporation, not less than ten or more than 30 days before the meeting. Notice of the Annual Meeting shall, among other things, inform Members of:
 - (i) the amount of the annual fee prescribed by the Board and payable by a Member to continue as a Member;
 - (ii) the requirement that the annual fee be paid by the Member not later than the date of the Annual Meeting;
 - (iii) the fact that failure to pay the annual fee not later than the date of the Annual Meeting shall result in the Member ceasing to be a member of the Corporation effective as of the date of the Annual 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 of the Corporation or other person who acts or acted at the Corporation's request as a director or officer, or in a similar capacity, of another entity, 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 all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity:
- (a) provided that such Director or Officer or other person acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - (b) provided that, if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- 11. Conflict of Interest.**
- (a) Every Director or Officer shall declare any conflict of interest with the Corporation and in particular his or her interest, direct or indirect, in any contract or transaction or proposed contract or transaction 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 transaction or proposed contract or transaction with the Corporation shall declare his or her interest at the meeting of Directors at which the contract or transaction is first taken into consideration or, if the Director or Officer is not at the date of that meeting interested in the proposed contract or transaction, at the next meeting of Directors held after he or she becomes so interested, and in the case where the Director becomes interested in a contract or transaction after it is made, the declaration shall be made at the first meeting of the Directors held after he or she 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 Chief Executive Officer. 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, reissue, sell or pledge debt obligations of the Corporation or charge, mortgage, hypothecate or pledge or otherwise create a security interest in 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. **Participation in Meeting of Members by Electronic Means.** Any person entitled to attend a meeting of Members may vote and otherwise participate in the meeting

by means of a telephonic, electronic or other communication facility made available by the Corporation that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting of Members by such means is deemed to be present at the meeting

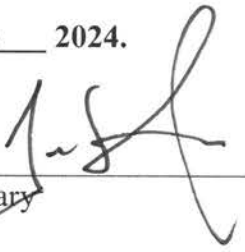
20. Meeting of Members Held Entirely by Electronic Means.

- (a) Directors who call (but not Members who requisition) a meeting of Members may determine that:
 - (i) the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting; and
 - (ii) any vote shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that the Corporation has made available for that purpose.


21. Amendments. The By-laws of the Corporation may be enacted, amended or repealed in accordance with the Act.

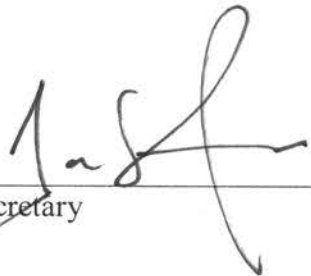
Passed by the Board of Directors this 06th day of June 2024.


Chair of the Board


Secretary

Ratified and confirmed at a meeting of the Members, properly called and held this 06th day of June 2024.


Chair of the Board


Secretary