

BYLAWS OF  
GRAND BEND AREA  
COMMUNITY HEALTH CENTRE INCORPORATED  
2001

Revised to comply with the  
Ontario Not-for-Profit Corporations Act 2010

Approved by the Membership at the Annual General Meeting  
on (Date)

Notes:

1. For the purposes of approval at the May 27, 2024, Board meeting, special paragraph formatting is in place to show the following:
  - a. Normal black text is prescribed by ONCA.
  - b. *Italicized blue text is previous GBACHC bylaw content allowed under ONCA.*

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# 1. Definitions and Interpretations

In these bylaws, unless the context otherwise requires:

**Accreditation** is the process by which an authoritative body evaluates and recognizes an institution or program as meeting specific predetermined standards.

**Act** means the Not-for-Profit Corporations Act, 2010 (Ontario), also known as ONCA, and where the context requires, includes the regulations made under it, as amended or re-enacted from time to time.

**Articles** are the statement of the Corporation's purpose. In ONCA, letters patent are called Articles.

**Board** means the Board of Directors of the Corporation.

**CEO** means the Chief Executive Officer.

**Chair** means Chair of the Board.

**Corporation** means Grand Bend Area Community Health Centre Incorporated.

**Director** means a member of the Board.

**GBACHC** means the Grand Bend Area Community Health Centre.

**Gender-inclusive Pronouns** are not explicitly gendered. These bylaws will use the following pronouns: they (objective), them (subjective), theirs (possessive), and themselves (reflective).

**Member** means a person the Board has approved to be a member of the Corporation.

**Members** means the collective membership of the Corporation.

**Motion and Resolution:** A motion is a proposal put before a meeting for discussion and a decision. If the Board passes a motion, it becomes a resolution.

**Officer** means an Officer of the Corporation.

**Persons:** References to persons shall not include corporations, partnerships, associations, firms, or any other similar party or non-entity but shall mean individuals only.

**Special Resolution** means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the corporation members duly called for that purpose, or instead of such confirmation, by the consent in writing of all the members entitled to vote at such meeting.

Other than as specified in this section, all terms in these bylaws defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa.

The invalidity or unenforceability of any provision of these bylaws shall not affect the validity or determine the enforceability of the remaining provisions.

If any of the provisions in these bylaws are inconsistent with those in the Act or Articles, the provisions in the Act or Articles will prevail.

## 2. Head Office

The corporation's head office shall be in the Municipality of Lambton Shores, in the County of Lambton, in the province of Ontario, at such place as the Directors may determine from time to time.

## 3. Corporate Membership

Membership in the Corporation shall consist of one class of members, including the incorporators named in the Articles, until their membership ends.

### 3.01 Member Criteria

*Membership will consist of persons who have applied and been accepted for membership in the Corporation and who meet the following criteria:*

- 1. Lives permanently, seasonally, or works in the GBACHC's catchment area.*
- 2. Is not an employee of the GBACHC.*
- 3. Is at least eighteen (18) years of age.*
- 4. Supports the mission statement, values and goals of the GBACHC.*
- 5. Applies for and has been accepted to membership by the Board at least 30 days before the Annual General Meeting.*

As set out in the Articles, each Member is entitled to receive notice of, attend, and vote at all Members' meetings and will be entitled to one (1) vote at such meetings. Membership is for three (3) years and is renewable upon reapplication every three years. Membership in the Corporation is not transferable. Membership automatically terminates if the member resigns or such membership is otherwise ended according to the Act.

### 3.02 Discipline of Members

The Board may pass a resolution authorizing disciplinary action or the termination of Membership for any of the following:

- Violating BG-2.16 Board Code of Conduct, Anti-Discrimination and Prevention, and Resolution of Harassment Policy or other policies.
- Violating the bylaws and any other reasons calling for discipline are at the discretion of the discipliner. Before passing the resolution mentioned above, the discipliners must give a member 15 days of written notice. The notice will set out the reasons for the disciplinary action or termination of membership.
- The Member receiving the notice must give the discipliners an oral and a written submission addressing the disciplinary action or termination not less than five days before the end of the 15 days. The Board shall consider the Member's submission before making a final decision regarding disciplinary action or termination of membership.

## 4. Members' Meetings

### 4.01 Attendance

The only persons entitled to attend a Members' meeting are the following:

- Members (including Directors)
- Auditors of the Corporation
- Others entitled or required under any provision of the Act or Articles to be present at the meeting.
- Any other person may be admitted only if the meeting chair invites them or the majority (51%) of the Members present at the meeting consent to their presence.

### 4.02 Meeting Chair

The Board Chair [or Vice-Chair] shall chair a Members' meeting.

In the Chair's or Vice-Chair's absence, the Members present at the meeting will choose another Director as chair. If no Director is present, or if all of the Directors decline to act as chair, the Members present will select a Member present to chair the meeting.

### 4.03 Annual General Meeting

The Board will decide the date and place of the annual general meeting (AGM), which must be held in Ontario.

The business at the AGM will include the following:

1. Approve the agenda for the AGM
2. Approve the minutes of the previous AGM and any special meetings.
3. Report from the auditor or the person appointed to review the non-profit's finances.
4. Approve the financial statements for the previous fiscal year.
5. *Appoint an auditor or public accountant for next year's audit.*
6. *Ratification of Directors' actions*
7. Elect *new* Directors
8. Any new or special business that was included in the notice of the meeting.

Members have a right to submit proposals to be added to the agenda. In accordance with the Act, they must give the proposal to the Board Secretary before the giving of notice of the AGM so that such an item of new business can be included in the notice of the AGM. No other business item shall be included on the agenda for the AGM.

Any Member, upon request, shall be provided with a copy of the approved financial statements or auditor's report and other financial information required by the bylaws or Articles not less than 14 days before the AGM.

### 4.04 Special Members' Meetings

The Directors may call a Special Members' meeting.

The Board will convene a Special Members' meeting on written request of not less than 10% of the Members within 21 days from the date of the deposit of the request for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act.

#### 4.05 Notice

Subject to the Act, written notice of the AGM or a Special Members' meeting must be given to each member and the auditor in the manner specified in the Act and the Notices Section (Section 8 of these bylaws) of these bylaws not less than ten and not more than 50 days before the meeting.

Notice of any meeting where special business will be transacted must contain enough information to permit Members to form a reasoned judgment on the decision to be taken.

#### 4.06 Phone and e-Meetings

A Member may participate in a members' meeting by telephone or electronic means. The phone or electronic means must accommodate the following:

1. Allow all participants to communicate adequately with each other during the meeting.
2. Allow the meeting Chair to verify the identity of anyone casting a vote.

A Member participating in the above ways is deemed present at that meeting. Members' meetings may be held entirely by phone or electronic means.

#### 4.07 Quorum

A quorum for the transaction of business at a Members' meeting is 10%. Members are entitled to vote at the meeting, whether present in person, by electronic means, or by proxy.

A quorum must be present throughout the meeting for the Members to proceed with the business of the meeting.

#### 4.08 Voting

Business arising at any Members' meeting will be decided by 51% of votes unless otherwise required by the Act or these bylaws. Each voting Member will be entitled to one vote at any Members' meeting. If a Member is unavailable to attend or participate in a Members' meeting, they may appoint another Member to vote for them by proxy.

Votes will be taken by a show of hands among all voting Members present unless otherwise required by the Act. Before or after a show of hands has been taken on any question, any Member may demand a written ballot. A written ballot, as required or demanded, will be taken in such manner as the chair of the meeting directs.

Any voting Member who chairs a meeting will have a vote.

The meeting chair will call for a written ballot if there is a tie vote. The chair cannot vote in a written ballot to break a tie. If the written ballot results in a tie, the motion fails.

Whenever a vote by show of hands is taken on a question, unless a written ballot is required or requested, the chair declares that a resolution has been carried or lost. An entry to that effect in

the minutes will be conclusive evidence without proof of the number or proportion of votes recorded in favour of or against the motion.

An abstention will not be considered a vote cast.

## 4.09 Adjournment

The chair may adjourn the meeting by resolution of a majority of votes cast at any Members' meeting.

# 5. Board of Directors

## 5.01 Board Structure

The Board of Directors shall consist of twelve (12) members, all of whom shall be elected by the membership. *Each Director must have been a member in good standing of the Corporation for at least thirty (30) days before their appointment.*

*Directors of the Corporation shall be elected and retired in rotation based on a three (3) year term at each annual meeting of members. Candidates shall be elected to fill the positions of those Directors whose term of office has expired, and each Director so elected shall hold office for a term of three (3) years with an option to serve a second three (3)-year term.*

*The maximum term for a Director is six (6) years; however, the period during which the Director is an Officer of the Board is not counted in this calculation.*

*If the Directors' election is not held at the proper time, they will continue in office until their successors are appointed.*

*The Board Governance Committee will present a slate of Director candidates to the Board at least one week before the annual general meeting in which Directors are to be elected.*

*The election of Directors shall be held by a show of hands unless the Members determine that the election shall be held by ballot.*

*Candidates for Director shall support the mission statement, values and goals of the Corporation and have at least one of the following attributes:*

- *An interest in the issues of providers and agencies that are compatible or linked to the Corporation's interest.*
- *Skill or focus in one or more areas (s) of human relations, management, health or social services, planning and evaluation, finance, program service delivery, law, or community volunteerism.*
- *A knowledge of the GBACHC community and its issues.*
- *A representative of a sector of the catchment area.*
- *Leadership skills*
- *Political skills*
- *Ability as a skilled communicator*
- *Willingness and ability to commit three (3) hours a month to the work of the Board.*



*Officers of the Board will serve a maximum of three (3) years in any or each of these roles if so elected. The past Chair shall remain on the Board for one (1) year following their years as Chair, and this time shall not be counted as part of their term as a Director.*

*Notwithstanding the previous, upon approval of the Board and with the consent of the Director concerned, the term for a Director may be extended for an additional one (1) year.*

*Notwithstanding anything else in these bylaws, no Director shall serve for longer than ten consecutive years. A Member may be re-elected to the board after one year's absence from it.*

*One Director shall be appointed to sit on the Grand Bend Area Health Services Board. This is a delegated position assigned after the GBACHC Annual General Meeting.*

*One Director shall serve as a Board Liaison with the Alliance for Healthier Communities. This position is delegated and assigned after the GBACHC Annual General Meeting.*

*One Director shall sit as a Board Liaison on the GBACHC Community Advisory Council.*

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses in either of those capacities.

## 5.02 Board Vacancies

A Director will stop holding office immediately in the following circumstances:

- At the completion of their term
- Ceases to be a Member of the Corporation
- Becomes bankrupt
- Found to be incapable of managing property by a court or under Ontario law
- Death

A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives a written notice or at the time specified in the notice, whichever is later.

A quorum of Directors may fill a vacancy by a majority (51%) vote.

Members may remove a Director before the end of their term of office by passing a resolution at a Members' meeting with at least a majority (51%) of the votes cast by Members. If a vacancy occurs due to the removal of a Director, the Members may fill the vacancy by a majority (51%) vote.

The total number of appointed Directors may not exceed one-third of the number of Directors elected at the previous annual general meeting of the members.

If there aren't enough Directors to make up a quorum or the Members did not elect the number of Directors set out in the articles, the Directors in office will, without delay, call a special Members' meeting to fill the vacancy. If the Directors fail to call such a meeting, any Member may call the meeting.

The Director elected to fill the vacancy will hold office for the remainder of the Director's term. After that, the appointee will be eligible to be elected as a Director.

*If a Director fails to attend three (3) consecutive Board meetings, the Chair shall contact the Director to determine the cause of the absence and report back to the Board at the next meeting. If the reason for absence is sufficient in the Board's opinion, the Director shall remain on the Board if they are willing and able to do so. If the reason is insufficient in the Board's opinion, the Board shall pass a resolution to terminate the Director's term of office, effective immediately.*

## 5.03 Powers of the Board

*The Board administers the Corporation's affairs by representing its Members and is accountable to them for the Corporation's governance.*

*The Board's powers are specified in the Act, the Articles, and the bylaws. Articles in the Corporation's bylaws may restrict certain actions.*

*Directors may exercise the Corporation's powers, including but not limited to the following:*

- *Execute documents*
- *Enter into contracts or agreements*
- *Make financial and banking arrangements*
- *Borrow on behalf of the Corporation*
- *Fix the remuneration of the auditor*

## 5.04 Director Responsibilities

*Directors of the Corporation, when exercising their powers and discharging their duties, must:*

- *Act honestly, in good faith and the Corporation's best interests.*
- *Carry out their duties as a reasonable person would in the circumstance.*
- *Comply with the Act, its regulations, any amendments to it or its regulations, all other applicable laws, Articles, and the Corporation bylaws.*
- *Confidentially keep all information received directly or indirectly about patients/clients, staff, and volunteers in the GBACHC and any information determined by the Board to be confidential concerning the corporation's affairs.*

## 5.05 Board Meetings

Each Director will be notified of the time and place for the Board meeting, not less than five days before the meeting date, in the manner provided in the Notices (Section 9) of these bylaws.

Notice of a meeting is not necessary if:

- All the Directors are present, and no one objects to holding the meeting.
- Those absent have waived notice or have otherwise signified their consent to holding such a meeting.

- A quorum of Directors is present, and it would be the first meeting of a newly elected or appointed Board immediately following the corporation's annual general meeting.

The Chair will oversee Board meetings. If the Chair is absent, the Vice-Chair will act as the Chair. Each Director, including the Chair, has one vote. Questions arising at any Board meeting will be decided by a majority (51%) of votes unless otherwise required by the Act. In case of an equality of votes, the Chair will have a second or casting vote.

*The CEO shall chair the Board meeting during the election of Officers.*

## 5.06 Phone and e-Meetings

If all Directors of the Corporation consent, a Director may participate in a Board meeting or committee of Directors by telephone or electronic means. The means must allow all participants to communicate adequately with each other during the meeting. A Director participating in the above ways is deemed to be present at that meeting. For greater certainty, Board meetings may be held entirely by phone or electronic means.

## 5.07 Board Committees

The Board may appoint Directors to committees and delegate any of the Directors' powers except powers not permitted in the Act.

The Board will determine the composition and terms of reference for any committee of Directors and may dissolve any committee by resolution at any time. Currently, there are four committees:

- Executive Committee
- Governance Committee
- Quality, Utilization and Risk Committee
- Resource Committee

# 6. Officers

## 6.01 Appointments and Removals

The Board will appoint a chair, treasurer, and secretary from among the Directors at its first meeting following the corporation's annual general meeting. The Board may appoint other Officers and agents as necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.

The above group of Officers shall be known as the Executive Committee. The same person may not hold two or more offices of the Corporation. The Board may remove any Officer by resolution.

An Officer may be removed for any of the following reasons:

- Perjury
- Theft
- Mismanagement

*The acts of an Officer are valid even if a defect in their appointment or qualification is discovered afterwards.*

## **6.02 Officer Duties**

Officers shall be responsible for the assigned duties and may not delegate to others the performance of any or all such duties.

### Chair

- 1. When present and able, chair all Board, Executive and Members' meetings.*
- 2. Administer the affairs of the Corporation by setting agendas and calling Board and Members' meetings.*
- 3. Sign all documents requiring their signature.*
- 4. Perform any other duties described in the bylaws or assigned by the Board.*
- 5. Be an ex-officio member of all committees.*

### Vice-Chair

- 1. In the absence or inability of the Chair, or at their direction, perform their duties and exercise the powers of the Chair.*
- 2. Duties as may be determined by the Board or the Executive Committee.*

### Secretary

*The Secretary may delegate any of the following responsibilities to the CEO with the approval of the Board of Directors:*

- 1. Keep books, records, correspondence, contracts, and other Corporation papers, except those specifically assigned to the Treasurer.*
- 2. Maintain a current list of Members.*
- 3. Record Board and Member's meeting minutes.*
- 4. Sign such documents that require their signature.*
- 5. Give required notices to Members and Directors*
- 6. Duties as may be determined by the Board or the Executive Committee.*

### Treasurer

*The Treasurer may delegate any of the following responsibilities to the CEO with the approval of the Board of Directors:*

- 1. Keep complete and accurate Corporation receipts and disbursements in proper books and accounts.*
- 2. Deposit all monies or valuable effects in the name and to the credit of the Corporation in such bank as designated by the Board.*
- 3. Disburse Corporation funds under the direction of the Board, taking proper vouchers.*
- 4. Provide the Board with an account of all financial transactions and the Corporation's financial position at regular meetings or whenever required.*

5. *Duties as may be determined by the Board or the Executive Committee.*

## 7. Indemnification of Directors and Officers

### 7.01 Due Diligence

Every Director and Officer of the Corporation shall exercise the powers granted in these bylaws and discharge the duties of the office honestly, in good faith and in the Corporation's best interest. They shall exercise those duties with care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

### 7.02 Liability Insurance

Subject to the following, every Director and Officer, including past Directors and Officers of the Corporation and heirs, executors, administrators and other legal personal representatives shall be indemnified and saved harmless by the Corporation from and against the following:

1. Any liability and all costs, charges and expenses that are sustained or incurred in respect of any action, suit or proceeding that is proposed or commenced against the Director or Officer for or in respect of anything done or permitted to be done in the execution of the duties of the office.
2. All other costs, charges, and expenses sustained or incurred by the Director or Officer in respect of the corporation's affairs.

### 7.03 Exclusions

The Corporation shall indemnify no Director or Officer of the Corporation in respect of any liability, costs, charges or expenses that were incurred in or due to any action, suit or other proceeding as a result of criminal charges being sustained for actions not connected with the lawful duties of an Officer or Director of the Corporation or duties not exercised in good faith.

## 8. Notices

All notices required to be sent to any Member, Director or auditor shall be delivered using the last contact information on record by any of the following:

- Telephone
- Prepaid mail
- Email
- Other electronic means

The notice may be waived or abridged at any time with the written consent of the person entitled to the notice.

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will, unless it is otherwise provided, be counted in such number of days or other period.

No error or accidental omission in giving notice of any Board meeting or any Members' meeting will invalidate the meeting or void anything that happens at the meeting.

## 9. Conflicts of Interest

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 such person shall make the disclosure required by the Act. No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction except as provided by the Act.

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## 10. Code of Conduct

*The Corporation's Board of Directors and Members are expected to conduct themselves ethically, responsibly, respectfully, and lawfully, free from harassment and discrimination.*

## 11. Finances

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

### 11.01 Signing Authority

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may, from time to time, decide who will execute a particular document or type of document and how it will be executed. Any Director or Officer may certify a copy of any instrument, resolution, bylaw, or other documents of the Corporation to be a true copy thereof.

## 12. Borrowing

*The Board of Directors may borrow money on behalf of the Corporation, on its credit, or on the security of the Corporation's real or personal property.*

*The borrowing power shall include the ability to borrow money for current operating expenses and capital outlays.*

*The Board may, by resolution, authorize any Director, Officer, employee, or other person to make arrangements for borrowing on behalf of the Corporation for the amount authorized and on the terms stated in the resolution.*

*In addition to this general borrowing bylaw, the Directors may pass the borrowing bylaws of its banking institutions.*

### 13. Adoption and Amendment of Bylaws

The Members may amend these bylaws from time to time with 51% of the votes cast at a Members' meeting.

The Board must submit any bylaw it passes or changes it makes to existing bylaws to the Members at the next Members' meeting. The Members may confirm, reject, or amend the new bylaw or bylaw changes.