

## BY-LAW NO. 1

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

### TAVISTOCK COMMUNITY HEALTH INC. (the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

1. **Head Office**

The Head Office of the Corporation shall be in the Township of East Zorra-Tavistock in the province of Ontario, at such place therein as the Board may from time to time by resolution determine.

2. **Seal**

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation for its use and safe keeping.

3. **Mission Statement**

Tavistock Community Health Inc. is committed to sustaining and enhancing accessible, accountable, high-quality health care services in response to community needs.

4. **Directors**

4.1 **Board of Directors** – The affairs of the Corporation shall be managed by a board of directors (herein referred to as the "Board") consisting of twelve (12) directors, who may exercise all such powers and do all such acts as may be exercised or done by the Corporation and are not by the by-laws or any resolution of the Corporation or by statute expressly directed or required to be done by the Corporation at a meeting of members.

4.2 **Qualification of Directors** – Directors shall be individuals, eighteen or more years of age and shall, at the time of their election or within ten days thereafter and throughout the term of their office, be members of the Corporation.

4.3 **Election of Directors and Term of Office**

(a) Directors shall be elected for three year terms, as the existing terms expire or until their successors shall have been duly elected or appointed, whichever comes first.

- (b) Directors shall be elected by the members in a general meeting on a show of hands unless a poll is demanded and if a poll is demanded, such election shall be by secret ballot. Subject to the provisions of this by-law, directors shall be eligible for re-election.
- (c) From time to time in the event of any vacancy, however caused, occurring in the Board (except through an increase in the number of directors), such vacancy may, as long as there is a quorum (6)(see 5:04) of directors then in office, be filled by the directors from the members of the Corporation if they shall see fit to do so; otherwise, such vacancy may be filled at the next meeting of members. Any director appointed or elected to fill such vacancy shall hold office for the unexpired term of the director who ceased to be a director and who caused such vacancy.
- (d) Directors may serve two consecutive three year terms. After a minimum absence of one year from the Board, a person may again be eligible for election to the Board. A person filling a partial term, as in © above, is eligible to continue for two consecutive three year terms.

4.4 Vacation of Office – A person ceases to be a director of the Corporation:

- (a) if he or she becomes bankrupt or is declared insolvent;
- (b) if he or she is found by a court to be mentally incompetent or of unsound mind;
- (c) if by notice in writing to the Chair or Secretary of the Corporation he or she resigns his office;
- (d) if he or she ceases to be a member of the Corporation; or
- (e) dies.

4.5 Removal of Directors – The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting (13.01&13.02) of which notice specifying the intention to pass such a resolution has been given, at the time of invitation to that meeting, remove any director before the expiration of his or her term of office and may, by the majority of the votes cast at such meeting, elect any member in his or her stead for the remainder of his term.

4.6 Remuneration of Directors - The directors of the Corporation shall serve without remuneration and 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.

4.7 Representation on Board

The corporation shall attempt to seek representation on its board from the clientele, who reside in the geographical area served by the clinic.

4.8 Resignations – A director may resign from the Board by giving written notice to the Chair or the Secretary of the Board of Directors. Unless otherwise specified in the notice of resignation, the resignation shall take effect upon delivery to the Secretary or other Board member and acceptance of resignation by the Board shall not be required.

5. **Meetings of Directors**

5.1 Place of Meeting and Notice

- (a) Meetings of the Board may be held either at the head office of the Corporation or at any place within Ontario. A meeting of the Board may be convened by the Chair of the Board; or any three directors.
- (b) Notice of such meeting of the Board and the agenda shall be served either by email or regular postal service, not less than two days (exclusive of the day on which the notice is sent but inclusive of the day for which notice is given) before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all directors are present or those absent waived notice or have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director.
- (c) For the first meeting of the Board to be held immediately following the election of directors at an annual or general meeting of the members or for a meeting of the Board at which a director is appointed to fill a vacancy in the Board, no notice of such meeting need be given to the director or directors so elected or appointed in order for the meeting to be duly constituted, provided that a quorum(6) (5.04) of the directors is present.
- (d) Telephone Participation – If all the directors of the Corporation consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the

meeting to hear each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting.

- (e) **Resolution in Lieu of Meeting** – A resolution in writing signed by all of the directors entitled to vote on the resolution at a meeting of directors, or committee of directors, is as valid as if it has been passed at a meeting of directors or committee of directors.

5.2 **Chair** – From time to time, the Board shall elect from its members a Chair of the Board. The Chair of the Board shall, when present, preside at all meetings of the Board and at any other meetings of the members. In the absence of the Chair of the Board at a meeting of the Board, the Vice-Chair shall preside.  
(6.01)

5.3 **Regular Meetings** – The Board may appoint a day or days in any month or months for regular meetings of the Board of Directors at a place or hour to be named by the Board of Directors. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such meetings.

5.4 **Quorum** – A quorum at any meeting of the Board shall be the presence in person of six of the directors, including at least two of the officers.

## 5.5 **Voting**

- (a) Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chair of the meeting, in addition to his or her original vote, shall have a second or casting vote.
- (b) At any meeting unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## 6. **Officers**

6.1 **Officers** – The Board shall annually or as often as may be required, appoint a Chair, one or more Vice-Chairs, a Secretary and one or more Assistant Secretaries, and if deemed advisable may appoint annually or as often as may be required a Treasurer. None of the said officers, other than the Chair and

the Vice Chair, need be members of the Board. The offices of Secretary and Treasurer may, in the discretion of the Board, be held by the same person who may but need not be known as the Secretary-Treasurer. The Board may appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.

- 6.2 Remuneration of Officers –The directors may fix the remuneration (if any) to be paid to officers of the Corporation.
- 6.3 Removal of Officers - All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time with or without cause.
- 6.4 Delegation of Duties of Officers - In the case of absence or inability to act as Chair, a Vice-Chair or any other officer of the Corporation or for any other reason that the directors may deem sufficient, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.
- 6.5 Chair
- (a) The Chair shall sign such contracts, documents or instruments in writing as require his or her signature. The Chair shall be the chief administrative officer of the Corporation and shall be responsible to the Board for the co-ordination of all affairs of the Corporation. In all matters affecting the Corporation, the Chair shall be deemed to be an agent of the Corporation acting under the authority and at the express intention and express direction of the Board or any committee thereof, as the case may be.
  - (b) In addition to any other authority or duties conferred by direction of the Board, the Chair shall exercise general and active supervision over the following:
    - (i) preside at all meetings of the board of Directors;
    - (ii) have co-signing authority on all cheques;
    - (iii) be an ex-officio member of all committees and sub-committees; and
    - (iv) preside at all general and special meetings of members.
- 6.6 Vice-Chair – The Vice-Chair or, if more than one, the Vice-Chairs in order of seniority, shall be vested with all the powers and shall perform all the duties of the Chair in the absence or inability or refusal to act by the Chair. Upon

resignation, removal or incapacity of the Chair, the Vice-Chair or, if more than one, the Vice-Chair in order of seniority, shall become the “acting Chair” with all of the rights, privileges and power as if he or she had been duly elected Chair, until the Board shall have appointed a Chair. The Vice-Chair shall perform such duties as are assigned by the Chair.

- 6.7 Secretary – The Secretary shall, when present, act as secretary of all meetings of directors and members, shall have charge of the minute books of the Corporation and the documents and registers referred to in S. 300 of the *Corporations Act*, R.S.O. 1990, c. C.38. The Secretary shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time be assigned to him or her by the Board or as are incident to his or her office, including circulation of minutes and agenda of Board meetings to Board members before scheduled meetings of the Board.
- 6.8 Treasurer – Subject to the provisions of any resolution of the Board, the Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall deposit the same in the name of the Corporation in such bank or banks or with such depository or depositories as the Board may direct. The Treasurer shall sign such contracts, documents or instruments in writing as require his or her signature and shall have such other powers and duties as may from time to time be assigned to him or her by the Board or as are incident to his or her office. The Treasurer may be required to give such bond for the faithful performance of his or her duties as the Board in their discretion may require, but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Corporation to receive any indemnity thereby provided. The Treasurer may approve payment of all invoices of \$500.00 or less and shall present invoices of greater than \$500.00 to the Board for approval. The Treasurer shall ensure the preparation of an annual budget for the Board and a preparation of all proper books of account of audit by the Corporation’s auditor.
- 6.9 Vacancies – If the office of the Chair, Vice-Chair, Secretary or Treasurer, shall be or become vacant by reason of death, resignation, disqualification or otherwise, the directors may elect or appoint an officer to fill such vacancy.

## 7. Committees

The Board may from time to time constitute such committees as it deems necessary to assist the directors in carrying on the affairs of the Corporation and shall prescribe the duties of any such committees.

8. **Indemnities to Directors, Officers and Others**

Every director or officer of the Corporation or any other person who has undertaken or is about to undertake any liability on behalf of the Corporation and 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 the Corporation, from and against,

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter of thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such cost, charges or expenses as are occasioned by his or her own willful neglect or default.

9. **For the Protection of Directors and Officers**

- (a) No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or company with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of such director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through such director's or officer's own wrongful and willful act or through his or her own wrongful and willful neglect or default.
- (b) The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Corporation, the fact of his or her being a director or officer of the Corporation shall not disentitle such director or

officer or such firm or company, as the case may be, form receiving proper remuneration for such services.

10. **Interested Director Contracts**

10.1 **Conflict of Interest** – A director who is in any way directly or indirectly interested in a contract or proposed contract with the Corporation shall make the disclosure required by the Corporation’s Act. Except as provided by the Corporation’s Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by Section 71 of the Corporation’s Act and specifically subject to the provisions contained in that section, it is declared that no director shall be disqualified by any such office from or vacate any such office by reason of, holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the director is in any way directly or indirectly interested shall be voided or voidable and no director shall be liable to account to the Corporation or any of its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

10.2 **Submission of Contracts to Members for Approval** – The Board of Directors in its discretion may submit any contract, act or transaction with the Corporation for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and, subject to the provisions of Section 71 of the Corporation’s Act, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by the Corporation’s Act or by the Letters Patent) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved, ratified or confirmed by every member of the Corporation.

11. **Fundraising**

The Board of Directors may take such steps as they may deem requisite, subject to the letters patent, these by-laws and any applicable law, to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Corporation.

12. **Membership of the Corporation**

- 12.1 **Qualification** – The members of the Corporation shall be those persons who are from time to time enrolled as members of the Corporation at its head office. There shall be maintained at the head office of the Corporation a list of members in good standing. The fee for membership in the Corporation shall be such sum per annum as may be fixed from time to time by the Board.
- 12.2 **Termination of Membership** – The membership of any member shall be automatically terminated if such member fails to pay any fee within sixty days after it is due. Such termination of membership shall not prejudice the member’s right to apply for re-admission. The Board may, by a resolution passed by two-thirds majority vote, terminate any membership for just cause, provided, however, that the membership of any director of the Corporation shall not be terminated unless such director has first been removed as a director of the Corporation pursuant to Section 4.05 of this By-law.
- 12.3 **Resignation** – Any member of the Corporation may resign as a member of the Corporation by letter addressed to the Chair or Secretary of the Corporation at the head office of the Corporation. The Board may, by resolution passed by a majority vote, request any member to resign.

13. **Meetings of Members of the Corporation**

- 13.1 **Annual Meeting (AGM)** – The Corporation shall hold an annual meeting of its members not later than eighteen months after its incorporation and subsequently not more than fifteen months after holding of the last preceding annual meeting. The annual meeting of the members shall be held at the head office of the Corporation, or such other place within Ontario, on such day in each year and at such time as the Board may by resolution determine. At annual meetings there shall be presented a report of the directors of the affairs of the Corporation for the previous year, a financial statement of the Corporation, the auditor’s report and such other information or reports relating to the Corporation’s affairs as the directors may determine or the law require.
- 13.2 **Other General Meetings** – Other meetings of the members (to be known as “general meetings”) may be convened by order of the Chair of the Board or by resolution of the Board to be held at any date and time and at any place within Ontario. In addition, the Chair of the Board or, failing him or her, the Vice-Chair shall call a general meeting of the members upon receipt of a written requisition to do so of not less than 5% of the members entitled to vote at such meeting.
- 13.3 **Notice** – A printed, written or typewritten notice stating the day, time and place of a meeting of the members and the general nature of the business to be transacted shall be served either personally or by sending such notice to each

member of such meeting and to the auditor of the Corporation through the post in a prepaid wrapper or letter not less than ten nor more than sixty days (exclusive of the day of mailing but including the day for which notice is given) before the date of every meeting directed to such address of each such member and of the auditor as appears on the books of the Corporation, or if no address is given therein, then to the last address of each such member or auditor known to the Secretary; provided always that a meeting of members may be held for any purpose at any date and time and at any place within Ontario without notice if all the members are present in person at the meeting or if all the absent members shall have signified their assent in writing to such meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member or by the auditor of the Corporation.

- 13.4 Omission of Notice – The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of members.
- 13.5 Contents of Notice – Notice of any meeting of members shall include a statement of the right of such member to appoint a proxy, who need not be a member, to exercise the same voting rights that the member appointing such proxy would be entitled to exercise if present at the meeting. The notice of such meeting shall contain sufficient information concerning such business to permit the member to form a reasoned judgment on the decision to be taken.
- 13.6 Proxies – At any meeting of members, a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing such proxy, the same voting rights that the member appointing him or her would be entitled to exercise if present at the meeting. A proxy need not be a member of the Corporation.
- 13.7 Chair – In the absence of the Chair of the Board or the Vice-Chair, or if more than one, the Vice-Chairs in order of seniority, the members present at any meeting of members shall choose another director to act as Chair of the meeting and if no director is present or if all the directors present decline to act as Chair, the members present shall choose one of their number to be Chair of the meeting.
- 13.8 Voting –
- (a) Every question submitted to any meeting of members shall be decided by a majority of votes given on a show of hands unless otherwise specifically provided by statute or by these by-laws. In

case of an equality of votes, the Chair of the meeting shall NOT have, both on a show of hands and on a poll, a second or casting vote and the notion shall be lost.

- (b) At any meeting, unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

13.9 Polls –

(a) If at any meeting a poll (recorded vote) is demanded on the election of a Chair or on the question of adjournment, it shall be taken forthwith without adjournment.

(b) If a poll is demanded on any other question it shall be taken in such manner and either at once or later at the meeting or after adjournment as the Chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

(c) Adjournments – The Chair may with the consent of the meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

13.10 Quorum – A quorum for the transaction of business at any meeting of members shall consist of not less than fifteen (15) members present or represented by proxy; provided that in no case can any meeting be held unless there are fifteen (15) members present in person.

14. Enactment, Repeal and Amendment of By-laws

- (a) By-laws of the Corporation may be enacted, and the by-laws of the Corporation repealed or amended, by by-law enacted by a majority of the Board at a meeting of the Board and sanctioned by an affirmative vote of the majority of the members at a meeting of members duly called for the purpose of considering such by-law;
- (b) A copy of any by-law to be sanctioned at an annual or general meeting of members including a by-law which amends or repeals an existing by-law shall be sent to every member of the Corporation who request same.

15. **Auditors**

The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation to hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed from time to time by the Board.

16. **Notices for AGM & Other Membership Meetings**

16.1 **Service** – Any notice to be given to any member or director or auditor shall be served either personally or by sending it through the mail in a prepaid envelope or wrapper addressed to such member, director or auditor at his address as the same appears in the books of the Corporation or, if no address be given therein, then to the last address of such member, director or auditor known to the Secretary of the Corporation. With respect to every notice sent by mail, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a Post Office or into a Post Office letter box.

16.2 **Signatures to Notices** – The signature to any notice may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

16.3 **Computation of Time** – Where given a number of days notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not be counted in such number of days or other period. (13.03; 5.01(b))

16.4 **Proof of Service** – A certificate of the Chair, a Vice-Chair, the Secretary or the Treasurer or of any other officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, director, officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation, as the case may be.

17. **Cheques, Drafts, Notes, etc.**

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

18. **Execution of Contracts, etc.**

- (a) Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by (a) the Chair or the Vice-Chair, together with the Secretary or (b) by any two directors authorized by resolution of the Board, and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- (b) The corporate seal of the Corporation may when required to be fixed to contracts, documents or instruments in writing as aforesaid, by any officer or officers, person or persons, appointed as aforesaid by resolution of the board of directors.
- (c) The term “contracts, documents or instruments in writing” as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignment of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writing.
- (d) In particular, without limiting the generality of the foregoing, (i) the Chair, the Vice-Chair, together with the Secretary or Assistant Secretary or (ii) any two directors authorized by resolution of the Board are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Corporation and to sign and execute (under the corporate seal of the Corporation or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

19. **Financial Year**

The financial year of the Corporation shall terminate on the 31<sup>st</sup> day of December in each year or such other date as the Board may by resolution determine.

20. **Interpretation**

In all by-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular; the word “person” shall include firms and

corporations, and the masculine shall include the feminine and the neuter. Whenever reference is made in any by-law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or enactment of such statute or section thereof, as the case may be.

ENACTED the 24<sup>th</sup> day of March, 2010.

WITNESS the corporate seal of the Corporation.

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Chair

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Secretary