



CommunityCare

NORTHUMBERLAND

“Giving Strength Through Caring”

By-Laws

Our Mission

Community Care Northumberland improves the health and wellbeing of our community through the creation, coordination and delivery of relevant community-based programs.

Our Vision

Improving the quality of life for individuals in our communities.

Our Values

- Being Accountable
- Being Collaborative
- Being Generous
- Being Inclusive
- Being Innovative
- Being Respectful
- Creating opportunities for staff and volunteers to contribute to their own and CCN success

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By-Law #1

being the General By-law of

Community Care Northumberland (hereinafter referred to as the “the Corporation”)

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Section 1 – General

1.1. Definitions

In this by-law, unless the context otherwise requires:

1. “Act” means the Ontario *Not-for-Profit Corporations Act, 2010*, and includes the regulations made under it, as amended or re-enacted from time to time.
2. “Articles” means the letters patent of the Corporation, the articles, or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
3. “Board” means the board of directors of the Corporation;
4. “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
5. “Chair” means the chair of the Board;
6. “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
7. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
8. “Member” means a member of the Corporation;
9. “Members” means the collective membership of the Corporation; and
10. “Officer” means an officer of the Corporation.

1.2. Interpretation

Other than as specified in Section 1.1, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa; words importing one gender include all genders; “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

1.3. Severability and Precedence

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.4. Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.5. Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

2. Directors

2.1. Composition, Election and Term

1. The affairs of the Corporation shall be managed by a Board of a minimum of nine (9) Directors and a maximum of eleven (11) Directors. The Directors shall be Members of the Corporation.
2. Subject to the Articles, the Members will elect the Directors at the first meeting of Members and at each succeeding annual meeting at which an election of Directors is required, and the Directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of Members following the election. After three (3) sequential three-year terms (a maximum of 9 consecutive years), a Director must allow a year to elapse before they seek election again.

2.2. Vacancies

The office of a Director shall be vacated immediately:

1. if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
2. if the Director dies or becomes bankrupt;
3. if the Director is found to be incapable of managing property by a court or under Ontario law; or
4. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.3. Filling Vacancies

A vacancy on the Board shall be filled as follows:

1. a quorum of Directors may fill a vacancy among the Directors;
2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
3. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
4. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.4. Committees

The Board may from time to time establish, appoint, or dissolve any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to Section 2.7, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. The Board shall determine the composition and terms of reference for any such committee. Any committee member may be removed by resolution of the Board.

2.5. Remuneration of Directors

The Directors shall serve as such 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 reimbursed reasonable expenses incurred by the Director in the performance of his or her duties.

2.6. Power to Appoint Chief Executive Officer

1. The Board will appoint a Chief Executive Officer (“CEO”) and may delegate to that person full power to manage and direct the business and affairs of the Corporation, subject to Section 2.7, and to employ and discharge agents and employees of the Corporation or may delegate to that person any lesser authority.
2. The CEO shall conform to all lawful orders given by the Board and shall at all reasonable times give to the Board all information they may require regarding the affairs of the Corporation.
3. The CEO may not be a Member and may not be appointed to the Board.

2.7. Limitation on Delegation of Powers

The Board may not delegate any of the following powers to any committee or advisory board established under Section 2.4 or the CEO appointed under Section 2.6:

1. To submit to the Members any question or matter requiring the approval of the Members.
2. To fill a vacancy among the Directors or in the position of auditor or of a person appointed to conduct a review engagement of the Corporation.
3. To appoint additional Directors.
4. To issue debt obligations except as authorized by the Board.
5. To approve any financial statements of the Corporation.
6. To adopt, amend or repeal By-laws.
7. To establish contributions to be made, or dues to be paid, by Members as set out in Section 8.4.

Section 3 – Board Meetings

3.1. Calling of Meetings

Meetings of the Directors may be called by the Chair or any two (2) Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five (5) days' notice to each Director, stating the time and place of the meeting.

3.2. Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.3. Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.4. Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the chair of that meeting.

3.5. Quorum and Voting

Quorum at a meeting of Directors is achieved by the presence at that meeting of at least a majority of the voting Directors of the Corporation. Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote, and the motion shall fail.

3.6. Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other. A Director participating by such means is deemed to be present at that meeting.

Section 4 – Financial

4.1. Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.2. Financial Year

Unless otherwise ordered by the Board, the fiscal year of the Corporation shall be determined by the Board.

4.3 Borrowing Power

1. Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may, subject to the Articles, from time to time, on behalf of the Corporation, without the authorization of the Members:
 - a) borrow money on the credit of the Corporation;
 - b) issue, re-issue, sell or pledge debt obligations of the Corporation, whether secured or unsecured; and
 - c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.
2. Delegation of Power – Subject to the Act, the Articles, and the By-laws, the Board may, by resolution, delegate any or all of the powers hereinbefore specified, to a director, a committee of directors or one or more officers of the Corporation.

Section 5 – Officers

5.1. Officers

The Board shall appoint from among the Directors a Chair, a Vice-Chair, and may appoint any other Directors to be Treasurer and Secretary at its first meeting following the annual meeting of the Corporation. The offices of Treasurer and Secretary may be held by the same Director and may be known as the Secretary-Treasurer. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.2. Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. If the office of any Officer of the Corporation shall become vacant, the Board may, by resolution, appoint a person to fill such vacancy.

5.3. Duties

Officers shall be responsible for the duties assigned to them and, subject to the Act, they may delegate to others the performance of any or all of such duties. The Board will determine, and from time to time review and update, the powers and duties of the Officers, subject to the act.

Section 6 – Protection of Directors and Others

6.1. Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution 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 money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation 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 his or her respective office or trust provided that they have:

1. complied with the Act and the Corporation's Articles and By-laws; and
2. exercised their powers and discharged their duties in accordance with the Act.

Section 7 – Conflict of Interest

7.1. Conflict of Interest

A Director or Officer who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall disclose to the Corporation or request to have entered in the minutes of meetings of the Directors the nature and extent of his or her interest. Except as provided 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.

7.2. Disclosure - Directors

The disclosure required by Section 8.1 shall be made, in the case of a Director:

1. at the meeting at which a proposed contract or transaction is first considered;
2. if the Director was not then interested in a proposed contract or transaction, at the first meeting after he or she becomes so interested;
3. if the director becomes interested after a contract is made or a transaction is entered into, at the first meeting after he or she becomes so interested; or

4. if an individual who is interested in a contract or transaction later becomes a director, at the first meeting after he or she becomes a Director.

7.3. Disclosure – non-Director Officers

The disclosure required by Section 8.1 shall be made, in the case of an Officer who is not a Director:

1. forthwith after the Officer becomes aware that the contract or transaction or proposed contract or transaction is to be considered or has been considered at a meeting of Directors;
2. if the Officer becomes interested after a contract is made or a transaction is entered into, forthwith after he or she becomes so interested; or
3. if an individual who is interested in a contract or transaction later becomes an Officer, forthwith after he or she becomes an Officer.

7.4. Charitable Corporations

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

Section 8 – Members

8.1. Members

Membership in the Corporation shall consist of the Directors and such other individuals interested in furthering the Corporation's purposes and who have been accepted into membership in the Corporation.

8.2. Membership

1. A membership in the Corporation is not transferable and automatically terminates if the Member resigns, dies, or such membership is otherwise terminated in accordance with the Act.
2. Members must be at least eighteen (18) years of age; not be a current employee; and be a resident of or carry on business in Northumberland County.

8.3. Disciplinary Act or Termination of Membership for Cause

Upon fifteen (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 (5) 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.

8.4. Dues

The Board shall set the membership dues, if any, which shall be payable by the Members. Members shall be notified in writing of the membership dues at any time payable by them and if any Member fails to pay the dues owing before the annual Members' meeting following the receipt of the notice, then that Member shall automatically cease to be a Member.

Section 9 – Members Meetings

9.1. The Annual Meeting

The annual meeting shall be held on a day and at a place within Northumberland County fixed by the Board. Any Member, upon request, shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or Articles.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements that have been approved by the Board;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. election of Directors; and
7. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Secretary at least sixty (60) days prior to the date of the annual meeting, so that such item of new business can be included in the notice of annual meeting.

9.2. Special Meetings

The Board may at any time call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members, sent to every Director and the registered head office of the Corporation, 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, within twenty-one (21) days from the date of the deposit of the requisition. The written requisition must state the business to be transacted at the meeting.

9.3. Notice

Subject to the Act, not less than ten (10) and not more than fifty (50) days' written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

9.4. Quorum

A quorum for the transaction of business at a Members' meeting is the higher of five (5) members or one-third of the Members entitled to vote, whether present in person, by proxy, or by telephonic or electronic means. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.5. Chair of the Meeting

The Chair shall be the chair of the Members' meeting. In the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.6. Virtual Participation at Members' Meetings

If all of the Members consent, a Member may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Member participating by such means is deemed to be present at that meeting.

9.7. Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law, provided that:

1. each Member shall be entitled to one vote at any meeting;
2. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
3. an abstention shall not be considered a vote cast;
4. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
5. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and

6. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be, in the absence of evidence to the contrary, conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.8. Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. 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.

9.9. Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the Articles to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 – Notices

10.1. Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.2. Computation of Time

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 shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.3. Error or omission in notice

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address for any Member, Director or Officer shall be his last address recorded on the books of the Corporation.

Section 11 – Adoption and Amendment of By-Laws

1. The Members may from time to time amend this by-law by a majority of the votes cast.
2. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by Members not in attendance at a meeting of Members.

Enacted: June 26, 2023

Dr. Jackie Gardner-Nix - Board Chair

Handwritten signature of Dr. Jackie Gardner-Nix in black ink, written over a horizontal line.

Elaine Azzopardi - Governance Committee Chair

Handwritten signature of Elaine Azzopardi in black ink, written over a horizontal line.