



**Seaway Valley
Community Health Centre**

Working with you for a Healthier Community

**SEAWAY VALLEY
COMMUNITY HEALTH CENTRE**

BY-LAW NUMBER 2022-003

NOW THEREFORE BE IT ENACTED and it is hereby enacted that all Administrative By-Laws of the Seaway Valley Community Health Centre Inc. (the Corporation) heretofore enacted be cancelled and revoked and that the following By-Law 2022-003 be substituted in lieu thereof.

A by-law to provide for the organizational structure and general administrative and operational procedure of the Seaway Valley Community Health Centre, as per the Ontario Not-for Profit Corporation Act (ONCA.) Be it hereby enacted as a by-law of the Corporation as follows:

PART I FORMALITIES

1.1 Name

The name of the Corporation shall be the Seaway Valley Community Health Centre (SVCHC.)

1.2 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.

1.3 Head Office

The head office of the Corporation shall be located within the City limits of Cornwall, Ontario.

1.4 Corporation

In this by-law, where the word “Corporation” is used, it shall mean the Corporation known as the Seaway Valley Community Health Centre.

1.5 Ordinary Resolution

An Ordinary Resolution shall be fifty (50) per cent, plus one (1) of the votes cast.

1.6 Extraordinary Resolution

An Extraordinary Resolution shall be 80% of votes cast.

1.7 Members

Unless noted otherwise the term ‘Member’ refers to a voting member of the Corporation. Members who are Staff are affiliate (non-voting) Members of the Corporation.

1.8 Rules of Order

Robert’s Rules of Order will apply to procedures used during meetings.

1.9 Adjournment

Any meeting of the Corporation, Board of Directors or Member meetings may be adjourned at any time to a later date upon approval of a motion setting the date, the time, format (telephone, virtually, etc.) and the place at which the meeting will reconvene. When the meeting reconvenes, the first item of business shall be the approval of the agenda and minutes.

PART II MEMBERSHIP

2.1 Eligibility

2.1a Membership

Board member composition reflects the diversity of the catchment area and will include members with a variety of required skills (i.e. legal, financial, health care knowledge, etc) characteristics, visible or not, that include, but are not limited to age, culture, religious beliefs, sexual orientation, gender, race, marital status, family status, and disability.

Membership shall be semi-open to any individual who subscribes to the objects of the Corporation and who resides in the catchment area (Cornwall & the United Counties of Stormont, Dundas & Glengarry) as defined by the board of Directors from time to time, or is a client of the

Centre, who is eighteen (18) years of age or over, and who is accepted by resolution of the Board of Directors and recorded in the Membership register of the Corporation.

Membership in the Corporation shall be subject to all the duties, limitations and restrictions pertaining to membership as conferred and imposed pursuant to a resolution passed by the Board of Directors from time to time. Membership shall be a personal right which shall not be sold, transferred or assigned. Every member shall be responsible for the payment of all membership dues, fees, fines and member charges levied by the Board from time to time.

All employees are affiliate (non-voting) members of the Centre and may participate in the Centre membership activities. Two employees are selected as non-voting staff representatives to the Board of Directors.

PART III THE BOARD OF DIRECTORS

3.1 Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors (herein referred to as the “Board”), consisting of no less than nine (9) and up to twelve (12) directors, who may exercise all such powers and do all such acts and things 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.

Recruitment of members will be by public written notice posted on the website, and takes into account the knowledge, skills and experience needed to govern effectively.

The selection process for Directors is determined by the vacancies created at expiration of existing Directors’ terms of office and the skill set, knowledge and experience required on the Board. Selection of candidates is reviewed by a Committee of the Board and presented to the full Board of Directors for approval to present as the slate of nominees at the Annual General Meeting.

3.2 Director Eligibility

Directors shall be individuals eighteen or more years of age and shall be eligible at the time of their election or within ten days thereafter. Any Member is eligible to be a Director, subject to Section 2.1.a.

As SVCHC is a provincially funded and incorporated corporation, no elected Member of the Legislative Assembly should be a member of the Board during his/her term of provincial government office or for a period of one year after completion of the term.

3.3 Quorum of Directors

A quorum of the Board of Directors is 50% plus one (1) of Directors.

3.4 Election of the Board

3.4a Election to the Board of Directors shall take place at the Annual General Meeting (AGM.)

3.4b Directors will be elected for a one (1) or two (2) year term, which will provide staggered terms up to a maximum of six (6) years of sequential service on the Board. A term of office may be extended beyond the maximum sequential term at the discretion of the Board of Directors. A person may be eligible for election to the Board after an absence of one (1) year. The number of Directors to be elected is determined by terms of office that have expired and by vacancies. Directors will be elected annually by the membership.

3.4c A full slate of Directors will be proposed at the AGM. Nominations may be advanced by the Board of Directors or by any member of the Corporation and will be received at the SVCHC up to thirty (30) days before the date of the AGM. Refer to section 3.6 Vacancies of the Board of Directors.

3.4d The election of Directors shall be by an Ordinary Resolution decided by a show of hands. Where nominees exceed vacancies on the Board of Directors, voting shall be by Secret Ballot.

3.4e Members of the Corporation may, at a meeting specifically called, remove a Director before the expiration of his/her term by resolution passed by an Extraordinary Resolution of 80% of votes cast of voting members and may, at that meeting, elect any Member in his/her stead for the remainder of the former Director's term.

3.4f Board Members who are removed from office shall not be eligible to be a candidate for re-election.

3.4g Persons who have been employees of the Corporation shall not be eligible for election to the Board of Directors until a period of three (3) years has passed from the date of termination of their employment with the Corporation.

3.5 Resignation of Directors

- 3.5a A Director may resign by submitting his/her resignation in writing to the President of the Board. It shall be effective upon acceptance thereof by the Board of Directors.

3.6 Vacancies of the Board of Directors

- 3.6a Vacancies on the Board of Directors, however caused, may, so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified Members of the Corporation, if they should see fit to do so, otherwise such vacancies shall be filled at the next AGM.
- 3.6b If there is no quorum of Directors in office, then the remaining Directors must call a General Meeting within sixty (60) days so that the Members can fill the vacancies by election. If there are no Directors left in office or the remaining Directors fail or refuse to call such a General Meeting, any Member may call a General Meeting for the purpose of filling such vacancies. A majority of Members present shall be sufficient to elect a Director.

3.7 Meetings of the Board of Directors

3.7a Regular Meetings

The Board of Directors shall meet at least quarterly, at a time and place determined by the Board of Directors and no notice need be given for such regular meetings.

3.7b Open to the Members

Meetings of the Board of Directors are open to the members. Unless agreed upon by the President or his/her delegate one (1) week prior to the Board meeting, no guest member attending the meeting may participate in discussions. Any Member of the Board of Directors may request an in-camera meeting and the visitors to the meeting will be asked to leave the meeting.

3.7c Quorum Needed

The Board of Directors shall transact the business of the Corporation only at meetings where a quorum of Directors is present. Quorum is fifty percent (50%) plus one (1) of active board members. Refer to item 1.5 Ordinary Resolution. Quorum must be reached at a minimum of 80% of meetings of the governing body in a given year.

3.7d Place of Meetings

The Board may hold its meetings where it wishes, providing the meetings are always held within the area of service as defined by the board of directors from time to time, and at a location accessible to individuals with disabilities.

3.7e Telephone or Electronic Participation

If all the Directors consent, a meeting of the Directors may be held by telephone or other electronic means that permit all persons participating in the meeting to communicate by means of a conference call.

3.7f Attendance

If a Director is absent without cause for three (3) consecutive meetings of the Board of Directors, or if a Director is absent for one-third (1/3) or more of the meetings of the Board of Directors in any twelve (12) month period, removal of that Director from the Office of Director may be considered unless such absence is excused by the Board of Directors.

3.7g If the first meeting of the Directors is held immediately after the AGM, then for such meeting or for a meeting of the Directors at which a Director is appointed to fill a vacancy on the Board, no notice shall be necessary to the newly elected or appointed director in order to legally constitute the meeting, provided that a quorum of the Directors is present.

3.8 Other Meetings

3.8a Other meetings of the Board of Directors must be called by the President or the Secretary on the written request of any two (2) Directors.

3.8b Notice of other meetings shall be communicated to each Director personally or by email, telephone, facsimile, or by hand delivery at least one (1) day before the proposed meeting, or by mail provided that in the case of communication by mail, the notice is postmarked at least four (4) days before the proposed meeting.

3.8c The Secretary shall record the time and manner of the giving of notice referred to in Section 3.

3.8d The inadvertent omission to transmit a notice of another meeting, or the fact that a Director did not receive the Notice of Meeting does not invalidate any resolution which was enacted or any proceedings taken, during this other meeting provided a quorum is present.

3.9 Voting

- 3.9a Unless otherwise specified in these bylaws, any motion before the Board of Directors may be passed by an Ordinary Resolution, refer to item 1.5.
- 3.9b The Board of Directors shall vote by a show of hands. Dissenting votes and abstentions shall be recorded in the minutes by the Secretary if a Director so requests.
- 3.9c The Chair of the Board of Directors' meeting may not vote on any motion. In the case of a tie, the Chair shall cast the deciding vote.
- 3.9d The President, or in the absence of the President, the Vice President, shall chair the meeting of the Board of Directors.
- 3.9e If neither are present within fifteen (15) minutes of the start of such meeting, the Directors shall elect from amongst themselves, a person to preside over that meeting, provided that a quorum is present.

3.10 Motions/Resolutions

- 3.10a The Board of Directors shall carry on its business by motion/resolution moved, seconded and carried by an Ordinary Resolution.
- 3.10b The Chair of such Board of Directors' meeting shall count the votes on a motion/resolution and declare it carried or defeated.
- 3.10c The Secretary shall keep the minutes of the Board of Directors meetings, including all motions made and resolutions passed. The Secretary shall record the minority votes and abstentions if requested or required.
- 3.10d A declaration by the Chair, that a resolution has passed and an entry to that effect in the minutes shall be admissible as *prima facie* proof that the resolution has passed.

3.11 Remuneration

- 3.11a The Directors shall not receive any remuneration for acting as such but may be reimbursed for "out-of-pocket" expenses properly incurred when acting upon the business of the Corporation upon proof of such expenses.
- 3.11b No Director shall directly or indirectly receive any profit or benefit from his/her position.

3.12 Conflict of Interest

- 3.12a A Director who believes he/she may have a conflict of interest shall, as soon as possible after the commencement of any meeting at which the potential conflict may arise, declare the nature of the conflict or potential conflict of interest. Such declaration shall be recorded in the minutes of the meeting.
- 3.12b The Director may not take part in any discussion of the subject matter to which the conflict or potential conflict of interest relates and will be required to retire for the portion of the meeting while discussion of the subject takes place.
- 3.13 Committees of the Board - Executive Committee
 - 3.13a The Executive Committee shall be comprised of the Officers of the Corporation, namely the President, Vice- President, Treasurer, Executive Director and may include Past-President. The Executive Director and the Past-President shall be ex-officio non-voting members of the Executive Committee. An Executive Committee member may be removed by a majority vote of the Board of Directors.
 - 3.13b During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise all the powers of the Board in the management and direction of the affairs and business of the Corporation, except those which must be exercised by the Board and subject to any regulations which the Board may from time to time impose.
 - 3.13c Executive Committee members shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the exercise of their duty. Proof of out-of-pocket expenses is required for reimbursement.
 - 3.13d Meetings of the Executive Committee may be held at a time and place to be determined by the President. Urgent meetings of the Executive Committee may be called by telephone, email, delivered or communicated by facsimile or otherwise in such time as is reasonable in the circumstances before the meeting is to take place.
 - 3.13e Quorum shall consist of at least two (2) voting members of the Executive Committee.
 - 3.13f Other Committees of the Board may be created as and when required at the discretion of the Board of Directors or the Executive Committee.

PART IV OFFICERS OF THE CORPORATION

4.1 Officers

4.1a At the first meeting of the Board of Directors following each AGM, the Directors shall elect a President, Vice President, Secretary and Treasurer from amongst themselves to serve as Executive Officers of the Corporation. The Past President may be elected to serve on the Executive Committee if they so choose to remain as Past President. In addition, the Past President and the Executive Director shall serve as Ex-Officio Officers of the Corporation.

4.2 Duties of the President

4.2a The President shall oversee the general management and supervision of the affairs and operations of the Corporation.

4.2b The President shall preside during AGMs and Membership meetings. In the absence of the President, Section 5.5b applies.

4.3 Duties of the Vice President

4.3a The Vice President shall carry out the duties of the President in the President's absence or during any incapacity of the President.

4.3b The Vice President shall also perform such other duties as may be determined from time to time by the Board of Directors.

4.4 Duties of the Secretary

4.4a The Executive Director shall act as Secretary to the Board. As Secretary the Executive Director shall maintain and retain or cause to be maintained and retained, as appropriate, the books, records, correspondence, contracts, and other papers of the Corporation. The Executive Director, acting as Secretary shall be *ex officio* clerk to the Board of Directors.

4.4b The Secretary shall record or cause to be recorded minutes of all meetings of the Board of Directors and Members.

4.4c The Secretary shall give or cause to give all notices required to be given to Members, Directors and Officers of the Corporation and shall be the custodian of all books, papers, records, correspondence, contracts, and all other documents belonging to the Corporation which he/she shall present or deliver up to the Board when requested by resolution of the Board to do so.

- 4.4d The Secretary shall also perform such other duties as may be determined from time to time by the Board of Directors.
- 4.5 Duties of the Treasurer
 - 4.5a The Treasurer shall keep or cause to keep full and accurate books of account, including an account of all the receipts and disbursements of the Corporation.
 - 4.5b The Treasurer shall deposit or cause to deposit all the monies or valuables belonging to the Corporation in a bank or banks named by the Directors.
 - 4.5c The Treasurer shall pay out or cause to pay out money or monies as directed by the Board of Directors.
 - 4.5d The Treasurer shall present audited financial statements to the Members at the AGM.
 - 4.5e The Treasurer shall also perform such other duties as may be determined from time to time by the Board of Directors.
- 4.6 Duties of the Past President
 - 4.6a The Past President shall serve for the period of one year to transfer corporate memory and mentor the incumbent President.
 - 4.6b The Past President shall be a non-voting, ex-officio member of the Executive Committee.
 - 4.6c The Past President shall also perform such other duties as may be determined from time to time by the Board of Directors.
- 4.7 Duties of Other Officers
 - 4.7a The duties of all other Officers of the Corporation shall be as the terms of the engagement call for and the Board may require.
- 4.8 Execution of Documents
 - 4.8a Contracts in the ordinary course of the Corporation's operation may be entered into on behalf of the Corporation by the President, Vice President, Treasurer, Secretary/Executive Director.
 - 4.8b Upon authorization by resolution of the Board, deeds, transfers, assignments, obligations, licenses, contracts, engagements, and other instruments on behalf of the Corporation shall be executed by any two (2)

of the President, Vice President, Secretary, or Treasurer or such other Director as may be approved by such resolution.

- 4.8c Notwithstanding any provision to the contrary contained in the by-laws of the Corporation, 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 obligation may still be executed. Only those persons authorized to sign any document may affix the Corporate Seal to the document.

PART V ANNUAL GENERAL AND MEMBERSHIP MEETINGS

5.1 Place, Date and Time of the Meetings

Annual General and Membership Meetings shall be held in Ontario and within the area of service at a place, date and time set by the Board of Directors. Annual General Meetings shall be held within fifteen (15) months of the previous AGM in accordance with the Ontario Not-for-Profit Corporations Act.

Annual General Meetings and/or other member meetings take place in accordance with the SVCHC by-laws and policies that govern its legal structure as a corporation.

- 5.1a The Corporation will make reasonable efforts to make all meetings of both the Board of Directors and Members accessible to those individuals with disabilities under the AODA information and communication standard and public spaces standard.

5.2 Notice of a Meeting

5.2a The Secretary shall provide or cause to be provided to each Member on the SVCHC website, a notice of the meeting indicating the time, date and place of each AGM or Membership Meeting. Notice of meeting shall be served or sent not less than ten (10) nor more than fifty (50) days prior to the meeting.

5.2b Any notice to be given to any member or director or auditor shall be served either personally, by facsimile, email or by sending it through the mail in a prepaid envelope addressed to such member, director or auditor at his address as the same appears in the books of the Corporation. Notice of AGM will be posted on the SVCHC website. Notice of each meeting must remind the member of the right to vote by proxy.

5.2c The inadvertent omission to transmit a notice of a meeting, or the fact that a member did not receive it, does not invalidate any resolution which was enacted, or any proceedings held, during the meeting so long as a quorum is present.

5.3 Calling Membership Meetings

5.3a The Board of Directors may call a Membership Meeting at any time.

5.4 Voting at AGMs and Membership Meetings

5.4a Members who signed their Membership Registration may vote at AGMs or Membership Meetings.

5.4b New Members must have signed their Membership Registration at least twenty-eight (28) days prior to any AGM or Membership Meeting in order to have voting privileges at that meeting.

5.4c At all meetings of the Members, every question shall be decided by an Ordinary Resolution unless otherwise required by the by-laws of the Corporation. Every question shall be decided by a sum of votes received either by electronic means or show of hands. Every Member having voting rights shall have one (1) vote, and unless a poll is required, a declaration by the Chair that a resolution has been carried or not carried shall be admissible as *prima facie* proof of the fact that a vote was held.

5.4d Every voting Member has one (1) vote only at every AGM or Membership Meeting.

5.4e Votes at Members' meetings may be given either personally or by proxy. A person appointed by proxy must be a Member.

A proxy may be in the following form:

The undersigned Member of Seaway Valley Community Health Centre hereby appoints _____ of _____ or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the Members' meeting to be held on the ____ day of _____, 20____, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this _____ day of _____, 20_____.

Signature of Member

Signature of Witness

5.5 Chair of AGMs and Membership Meetings

5.5a The President shall chair the AGMs or Membership Meetings or designate the Vice President to do so.

5.5b If neither are present within fifteen (15) minutes of the start of such meeting, the Members shall elect, from amongst themselves, a person to preside over that meeting.

5.6 Quorum of Annual General or Membership Meetings

5.6a A quorum for the transaction of business at any meeting of Members shall be a majority of members entitled to vote at that meeting, whether present in person, virtually or by proxy. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting, even if quorum is not present throughout the meeting.

5.7 Conduct of Annual General and Membership Meetings

5.7a One or more auditors shall be appointed at the AGM by the members of the Corporation. The auditors of the Corporation, when appointed, shall hold this role until the next AGM after being re-appointed, or until their successors are appointed, unless previously removed by resolution of the members in a general meeting or by a by-law passed by the board. The remuneration of the auditor or auditors shall be fixed by members at the AGM or the members can delegate this responsibility to the Board of Directors to negotiate the fee (auditor's fee). Please refer to item 6.1 of section 6.

5.7b At such meetings of the Members, the Members may consider and transact any business except the removal of a Director or an amendment to the by-law without prior notice to the Membership.

5.7c An Ordinary Resolution carries any motion. An 80% of votes cast is necessary to carry an extraordinary resolution or to amend or repeal a by-law.

- 5.7d At any meeting of the Members, the Members may, by resolution passed by at least 80% of votes cast at the meeting, remove any Director before the expiration of their term of office (provided that proper notice of the intention to pass such a resolution has been duly given). The Members may, by an Ordinary Resolution at that meeting, elect any person in their stead for the remainder of their term.
- 5.7e The Chair of any AGM or Membership Meeting may not vote on any motion. In the case of a tie, the Chair shall cast the deciding vote.
- 5.7f The Secretary shall keep the minutes of each AGM or Membership Meeting. An entry in the minutes that the Chair of the relevant AGM or Membership Meeting declared a motion carried is admissible as *prima facie* proof that the motion was carried. A record of votes for and against motions considered at each AGM or Membership Meeting shall be entered by the Secretary in the Minutes of the Meeting when a counted vote takes place. The counted vote shall take place, if any Member asks for a counted vote to take place.
- 5.7g The inadvertent omission to transmit any notice of any meeting, or the fact that any Member did not receive it, does not invalidate any action which was taken so long as a quorum is present.
- 5.8 Business at Annual General Meetings
- 5.8a At every AGM, in addition to any other business, the following must be considered:
- i) President's Report
 - ii) Treasurer's Report
 - iii) Auditor's Report
 - iv) Executive Director's Report
 - v) Election of the Executive Committee members
 - vi) Election of Board of Directors
 - vii) Appointment of Auditors/Setting the Auditor's Fee
 - viii) Adjournment

PART VI BOOKS AND RECORDS

6.1 Legal Requirements

6.1a The Corporation shall keep at its Head Office copies of the following:

- i) Minutes of all meetings

- ii) Articles of the Corporation and any Supplementary Articles of the Incorporation
- iii) All by-laws and extraordinary resolutions
- iv) A Register of Members
- v) A Register of Directors
- vi) Proper books of account
- vii) Appointing and setting of auditor's fees

6.2 Minutes

- 6.2a The minutes of the Board of Directors shall be approved at the next meeting of the Board of Directors.
- 6.2b The minutes of each AGM shall be approved at the next AGM. The minutes of each Membership Meeting shall be approved at the next Membership Meeting or the next AGM, whichever is first. The minutes are admissible as evidence as *prima facie* proof of the proceedings at the relevant meeting.
- 6.2c Once the minutes are approved, the President and Secretary of the Board of Directors shall sign them.

6.3 Indemnification of Directors and Officers

All Directors or Officers or other persons, their heirs, executors, administrators, and estate and effects authorized by the Board to conduct activities on behalf of the Corporation, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation, from and against.

- 6.3a All costs, charges, and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such person for in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by such person in or about the execution of the duties of the office; and
- 6.3b All other costs, charges, and expenses that such person sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges, or expenses as are occasioned by such person's own willful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Corporation.
- 6.3c The Corporation shall purchase and maintain insurance for the protection of Directors and Officers of the Corporation, as the Board of Directors may from time to time determine.

6.4 By-Laws

The by-laws of the Corporation may be repealed or amended by the Board of Directors but such action shall not take effect until ratified by an affirmative vote of at least 80% of votes cast of the Members present at an AGM or Membership Meeting duly called for the purpose of considering such a by-law in accordance with 5.7.b. The President and the Secretary shall sign all by-laws.

6.5 Financial Year

The financial year of the Corporation shall terminate on the thirty-first (31st) day of March in each year unless otherwise determined by funders of the Corporation.

6.6 Signatures and Certification of Documents

Contracts or any instruments in writing requiring the signature of the Corporation shall be signed by any two (2) of the President, Vice President, Treasurer or Secretary. Notwithstanding, any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may, at any time, by resolution direct the manner in which, and the persons by whom, any particular contract or instrument in writing may or shall be executed.

6.7 Rules and Regulations

The Board of Directors may prescribe rules and regulations relating to the management and operation of the Corporation that are consistent with these by-laws.

6.8 Registry of Members

The Corporation shall keep an alphabetical Register of Members.

6.9 Registry of Directors

The Corporation shall keep a register of Directors which shall consist of the names, date of birth, email address and addresses of all persons who are or have been Directors, together with the various dates when each became or ceased to be a Director.

PART VII DISPOSITION OF PROPERTY

7.1 Disposition of Property on Dissolution

Upon the Corporation's dissolution and after payment of all debts and liabilities, its remaining properties shall be distributed or disposed of to one (1) or more recognized charitable organizations in Canada having similar objects.

PART VIII

NOTICES

8.1 Notices

- 8.1a Whenever notice is to be given, such notices may be given in writing and delivered, and/or sent by prepaid mail or email, and/or sent by facsimile transmission and addressed to the Director, Officer, or Member at the address or the facsimile number, as the case may be as it appears on the books of the Corporation.
- 8.1b If any notice is sent by prepaid mail, it shall, subject to 8.1 be conclusively deemed to have been received the next business day following the mailing thereof.
- 8.1c If any notice is delivered by facsimile transmission or email, it shall be conclusively deemed to have been received at the time of delivery of transmission.
- 8.1d Mailing shall not be an effective means of sending notice of a meeting if it may be reasonably anticipated that due to an interruption in postal service (such as strike, lock out or similar event), the notice shall not be received by the addressee by the third business day following the mailing thereof. Instead, any such notice must then be sent by an alternate method which it will cause the notice to be received reasonably expeditiously by the addressee.
- 8.1e For the purpose of sending any notice, the address, email address or facsimile number as the case may be, of any Member, Director, or Officer shall be the last address, email address or facsimile number, as the case may be of such person recorded on the books of the Corporation.
- 8.1f Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

PART IX

CONFIDENTIALITY

- 9.1 All members of the Board shall respect the confidentiality of such matters as determined by the Board, and the standards of community health centres and laws of the province. Directors shall sign a Director Declaration form (Appendix "A") with respect to Corporation matters at the first meeting scheduled following the AGM. Failure to sign a Director Declaration is reason for removal from the Board of Directors.

The amendments to these by-laws were ratified by the Members of the Seaway Valley Community Health Centre this **30th day of September, 2009** at the Annual General Meeting held in Cornwall, Ontario and signed and sealed with the seal of the Corporation.

Chair

Secretary

The amendments to these by-laws were ratified by the Members of the Seaway Valley Community Health Centre this **16th day of June, 2010** at the Annual General Meeting held in Cornwall, Ontario and signed and sealed with the seal of the Corporation.

Chair

Secretary

The amendments to these by-laws were ratified by the Members of the Seaway Valley Community Health Centre this **22nd day of June, 2011** at the Annual General Meeting held in Cornwall, Ontario and signed and sealed with the seal of the Corporation.

Chair

Secretary

The amendments to these by-laws were ratified by the Members of the Seaway Valley Community Health Centre this **27th day of June, 2012** at the Annual General Meeting held in Cornwall, Ontario and signed and sealed with the seal of the Corporation.

Chair

Secretary

The amendments to these by-laws were ratified by the Members of the Seaway Valley Community Health Centre this **26th day of June, 2013** at the Annual General Meeting held in Cornwall, Ontario and signed and sealed with the seal of the Corporation.

Chair

Secretary

The amendments to these by-laws were ratified by the Members of the Seaway Valley Community Health Centre this **25th day of June, 2014** at the Annual General Meeting held in Cornwall, Ontario and signed and sealed with the seal of the Corporation.

Chair

Secretary

The amendments to these by-laws were ratified by the Members of the Seaway Valley Community Health Centre this **24th day of June, 2015** at the Annual General Meeting held in Cornwall, Ontario and signed and sealed with the seal of the Corporation.

President

Secretary

The amendments to these by-laws were ratified by the Members of the Seaway Valley Community Health Centre this **23rd day of June, 2022** at the Annual General Meeting held in Cornwall, Ontario and signed and sealed with the seal of the Corporation.

President

Secretary

Appendix “A”

Director Membership Declaration

I have read the Bylaws of Seaway Valley Community Health Centre (SVCHC) and personally undertake as a Director, to uphold and promote the objectives of the Corporation and to abide by the adopted Bylaws of the Corporation.

As a Director, I further agree to become a member of SVCHC.

I have read the Code of Conduct of the SVCHC and personally undertake as a Director, to uphold the Code of Conduct adopted by the Corporation.

I understand the policy of absolute confidentiality relating to any and all client, personnel and business information* of the SVCHC. This information is to be treated as privileged information and must NOT be communicated or discussed with anyone, whether outsiders, staff or family members, unless that individual(s) has a need to know and such discussion is in the best interests of the SVCHC. Authority for such discussions is vested in the Board.

This Declaration shall be in force during a Director’s term of office and shall survive a Director’s term of office due to suspension, resignation and termination.

I understand that a breach of this Declaration may result in immediate termination from the Board of Directors.

Signature of New Director

Signature of Board Chair

Date

* Business information: Monetary information regarding the Centre’s vendors, contracts, invoices; information concerning the residence address and telephone numbers of staff and Board members, members of the Corporation and volunteers without his/her consent; unaudited financial statements; all information contained in computer programs, files and databases; procedures relating to the Centre’s operations and business, including security codes, computer printouts and similar information.

Approved: June 27, 2012
Revised and approved: June 23rd, 2022