

Policy Name:	VOLUNTARY DISSOLUTION OF THE CENTRE		
Policy Number:	GOV-222		

 West Elgin Community Health Centre	Creation Date: July 2016	Reviewed Date: March 2019	Approved by: Board of Directors
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PURPOSE

The Board of Directors (the “Board”) is responsible for providing oversight for the West Elgin Community Health Centre (the “Centre”). This policy outlines the steps that would be undertaken in the event of a voluntary dissolution of the Centre.

1. Authorization

- a) Authorization for a voluntary dissolution of the Centre must be in the form of a special resolution of the members of the Centre passed at a meeting of the members. Alternatively, the consent in writing of all members who would be entitled to vote at such meeting will suffice.
- b) The special resolution should appoint one or more Directors or officers who will carry out the dissolution of the Centre on behalf of the members.

2. Articles of Dissolution

- a) Articles of Dissolution must set out the name of the Centre, confirm that it has been properly authorized and confirm that there are no legal proceedings currently pending against the Centre.
- b) The Centre must either have no debts, obligations or liabilities, or any outstanding creditors must consent to the dissolution of the Centre.
- c) Articles of Dissolution must also set out how any property remaining after the satisfaction of all debts, obligations and liabilities will be distributed. The Centre will ensure that remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Ontario.
- d) Articles of Dissolution must set out how the Centre will address notice to staff, transition of staff where appropriate to other organizations, and payment of all outstanding compensation entitlements.
- e) The Centre must develop and execute a client transition plan in conjunction with all contractual agreements with funders and community partners. The client transition plan must ensure that the client’s best interests are taken into consideration, including but not limited to their language, culture, health care needs, and geographic location of services.

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3. Unknown Creditor or Member

- a) If the Centre is unable to locate creditors or members to whom an amount is owed, then such amount may be paid to the Public Guardian and Trustee

4. Certificate of Dissolution

- a) If the person(s) appointed in 1.b above properly submit Articles of Dissolution, any other prescribed documents and the appropriate fee then the Director(s) will issue a Certificate of Dissolution.
- b) The Certificate of Dissolution will take the form of an endorsement on the submitted Articles of Dissolution.

Dissolution by the Director(s)

- 1. The Centre could be administratively dissolved by the Director(s) if the Centre does complete all required filings.
- 2. If dissolved by the Director(s) an interested person (director, officer, member or creditor of the Centre) must prepare Articles of Revival and apply to the Director(s) who may in their sole discretion revive the Centre.
- 3. After revival the Centre will be deemed never to have been dissolved.

Post-Dissolution

- 1. After the dissolution, any proceeding which was commenced prior to the dissolution may be continued in the ordinary course and any proceeding which is not barred by a limitation period may be commenced.
- 2. Service on a person who was a director or officer in the last filings made by the Centre will be sufficient service.
- 3. Members may be liable to outstanding creditors to the extent that they received any property from the Centre upon dissolution (this should not be an issue for the Centre as members will not receive property).