

WEST ELGIN COMMUNITY HEALTH CENTRE BY-LAW NUMBER 2

A BY-LAW TO PROVIDE FOR THE ORGANIZATIONAL STRUCTURE AND GENERAL ADMINISTRATIVE AND OPERATIONAL PROCEDURES OF WEST ELGIN COMMUNITY HEALTH CENTRE.

THIS BY-LAW shall be referred to as By-law No. 2 of West Elgin Community Health Centre and shall replace By-Law No. 1 in its entirety.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of West Elgin Community Health Centre (the "Corporation") as follows:

PART I- General

1.1 Name

The name of the Corporation shall be West Elgin Community Health Centre.

1.2 Seal

The seal of the Corporation shall be in the form stamped to the right.

1.3 Head Office

The head office of the Corporation shall be located within the Area of Service at a place determined by the Board from time to time.

1.4 Corporation

In this by-law, where the word "Corporation" is used, it shall mean the corporation known as West Elgin Community Health Centre.

1.5 Majorities

A simple majority shall consist of more than fifty percent (50%) of the votes cast, and a special majority shall consist of more than two-thirds (2/3) of the votes cast.

1.6 Area of Service

The Area of Service for the Corporation shall primarily include the areas bounded by County Road 14 to the east (Dunwich East Town Line), the Elgin-Kent County border to the west, the Thames River to the north, and Lake Erie to the south.

1.7 Rules of Order

Robert's Rules of Order will apply to procedures used during meetings of the Corporation.

1.8 Adjournment

Any meeting of the Corporation may be adjourned at any time to a later date upon approval of a motion setting the date, the time and the place at which the meeting will continue. When the meeting reconvenes, the first item of business shall be the approval of the minutes of the adjourned meeting.

1.9 Financial Year

The financial year of the Corporation shall terminate on March 31st each year or on such other date as the Directors may determine from time to time.

PART II- Membership

2.1 Classes and Conditions of Membership

Pursuant to the Letters Patent and Articles of Amendment, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available only to persons who have been accepted into Membership by the Board and meet the following conditions determined in the sole and unfettered discretion of the Board (such exercise of discretion shall not be subject to review or appeal):

- (a) agree to further the purposes of the Corporation as contained in the Articles;
- (b) agree with the provisions in the Articles, By-laws and Policies of the Corporation; and
- (c) have been elected or appointed to serve as a Director of the Corporation.

2.2 Rights of Members

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.

2.3 Membership Dues

There shall be no membership fees or dues unless otherwise directed by the Board.

2.4 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies or resigns;
- (b) the Member fails to maintain all of the conditions for membership set out in Section 2.1, which for clarity shall include when a Member ceases to be a Director of the Corporation;
- (c) the Member is removed by the Board in accordance with Section 2.5;
- (d) the Member's term of membership expires, if applicable; or
- (e) the Corporation is liquidated or dissolved under the *Act*.

Subject to the Articles, upon any termination of membership, all rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer (if it is a requirement to be a Director to hold that particular Officer position) and/or a committee member, as applicable, provided that the Board may in its discretion subsequently re-appoint such individual as a committee member if the Board deems it appropriate in the circumstances. For clarity, rights to indemnification of a former Director or Officer of the Corporation shall continue to apply in accordance with Section 5 of this By-law notwithstanding that all rights of the Member automatically cease to exist upon termination of membership.

2.5 Removal of Members

The Board may suspend or remove any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Policies of the Corporation;

- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chair of the Board shall provide twenty (20) days notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the Chair of the Board in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair of the Board, he/she may proceed to notify the Member that the Member is suspended or removed from membership in the Corporation. Where written submissions are received in accordance with this Section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

PART III- The Board

3.1 Number and Authority of Directors

The Board shall administer and oversee the affairs of the Corporation and shall make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

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

3.2 Director Eligibility

3.2 A Any person is eligible to stand for election or appointment as a Director. The office of a Director shall be vacated immediately:

- (a) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (b) if the Director dies or becomes bankrupt;
- (c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law;
- (d) if, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office;
- (e) if the Director is an "ineligible individual" as defined in the *Income Tax Act* (Canada);
- (f) if the Director ceases to be a Member of the Corporation.

3.2 B No individual who is, or within the last 12 months has been, an employee of the Corporation or member of their family as defined in section 12.1 of these by-laws shall be eligible to stand for election or appointment as a Director.

3.2 C No individual may serve as a Director for more than three (3) consecutive terms. A former Director shall become eligible to stand for election as a Director after an absence from the Board of at least one (1) year following their service as a Director for such three (3) consecutive terms.

- 3.2 D A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor. Subject to section 3.2c, a Director so appointed or elected shall be permitted to serve as a Director for two (2) additional terms.

3.3 Election of Directors

- 3.3 A All prospective Directors shall complete and sign the required application form as same may be approved by the Board from time to time, and shall submit such form to the Board or a committee of the Board charged with the responsibility of nominating Directors for election.
- 3.3 B The election of Directors shall take place at the Annual General Meeting.
- 3.3 C Directors shall be elected for a two (2) year term. Subject to the articles of the Corporation, Directors shall be elected by the Members by ordinary resolution at each annual meeting of Members at which an election of Directors is required.
- 3.3 D Candidates for election as a Director shall be nominated based on the recommendations of the Board or a committee of the Board charged with the responsibility of nominating Directors for election.

3.4 Resignation, Ineligibility and Removal of Directors

- 3.4 A A Director may resign by submitting their resignation to the Board in writing or electronically. Such resignation shall be effective upon the later of its receipt by the Board and the date specified for such resignation in the notice.
- 3.4 B In the event that a Director ceases to be a Member, resigns, becomes bankrupt, becomes mentally incapacitated or dies during their term of office, they shall immediately cease to be a Director.
- 3.4 C At any meeting called for such purpose, the Members may remove a Director before the expiration of their term by resolution passed by a special majority, and in such event may elect another individual to become a Director for the remainder of the former Director's unexpired office. Any Director who has been removed from office by the Members in accordance with this section shall be ineligible to stand for nomination or be appointed as a Director for the two years immediately following such removal.

3.5 Vacancies on the Board

- 3.5 A Except where a vacancy on the Board has been created by the removal of a Director by the Members in accordance with section 3.4c, a vacancy on the Board may be filled by the Directors so long as a quorum of Directors remain in office.

3.6 Meetings of the Board

- 3.6 A Meetings
The Board shall meet regularly at a time and place determined by the Board, and in no event less than 5 times per year. Meetings of the Board may be called by the Chair, the Secretary or on the written request of any two (2) Directors.
- 3.6 B Notice
Subject to section 3.6c, at least forty-eight (48) hours prior notice of any meeting of the Board shall be given to the Directors, provided that the Directors may waive such notice. A Director shall be

deemed to have waived such notice by their attendance at such meeting, except where they attended such meeting for the purpose of challenging improper notice. Notice of a Directors' meeting shall be communicated to each Director personally or by telephone, facsimile or other form of communication that permits the confirmation of a receipt of such notice.

3.6 C First Meeting of the Board

In the case of the first meeting of the Board held immediately after the Annual General Meeting where the Directors have been elected, no notice shall be necessary to the newly elected Director(s) in order to legally constitute the meeting, provided that a quorum of the Directors is present.

3.6 D The inadvertent omission to give notice of a meeting of the Board to any Director, or the fact that the Director did not receive it, does not invalidate any resolution which was enacted, or any proceedings held during such meeting.

3.6 E Open to Public

At the invitation of the Chair, the public may attend any meeting of the Board, but shall not be entitled to participate in the discussions at such meeting without the consent of a majority of the Directors; provided that nothing herein shall limit the right of the Board to conduct part of any meeting in camera to the exclusion of people not on the Board.

3.6 F Quorum

A quorum of the Board shall require a simple majority of the Directors then in office to be present in person or electronically.

3.6 G Quorum Needed

The Board may only transact the business of the Corporation at a meeting where a quorum of Directors is present.

3.6 H 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. A Director participating in a meeting by such means is deemed for the purpose of the *Ontario Not-for-Profit Corporations Act* (the "Act") to be present at that meeting.

3.6 I Place of Meetings

Unless otherwise unanimously agreed by the Directors, all meetings of the Board shall be held within the primary Area of Service. With the unanimous agreement of the Directors, the Board may hold any meeting at any location inside Ontario. In all cases, the location of a meeting of the Directors shall be reasonably accessible to individuals with disabilities.

3.7 Voting

3.7 A Unless otherwise specified in these bylaws, any resolution of the Board may be passed by a simple majority of the votes cast.

3.7 B The Board shall vote by show of hands. Dissenting votes and abstentions shall be recorded in the minutes of the meeting if that Director so requests.

3.7 C The Chair of a meeting of Directors shall not be entitled to vote on any resolution except in the case of a tie, in which case the Chair shall cast the deciding vote.

3.8 Chair of the Board

3.8 A The Chair, or in the absence of the Chair, the Vice Chair, shall chair the meeting of the Board.

- 3.8 B Subject to 3.8A, if neither the Chair nor the Vice-Chair are present within fifteen (15) minutes of the scheduled commencement of any meeting, the Directors may elect from amongst themselves, a person to preside over the meeting, provided that quorum is present.

3.9 Motions/Resolutions

- 3.9 A The Board shall carry on its business by motion/resolution properly moved, seconded and carried by a majority of the votes cast.
- 3.9 B The Chair of any Board meeting shall count the votes on a motion/resolution and declare it carried or defeated.
- 3.9 C The Secretary or in their absence, another individual who need not be a Director, shall keep the minutes of each Board meeting.
- 3.9 D A declaration by the Chair of a meeting of the Directors that a resolution has passed at such meeting shall be admissible as *prima facie* evidence that such resolution was passed.
- 3.9 E A resolution signed by all of the Directors entitled to vote on that resolution at a meeting of the Board or any committee of the Board is as valid as if it had been passed at a meeting of the Board or the committee.

3.10 Remuneration

No individual shall, directly or indirectly, receive any remuneration, profit or benefit for acting as a Director, but shall be entitled to be reimbursed for any “out of pocket” expenses properly incurred by such individual in the course of acting upon the business of the Corporation upon proof of such expenses.

3.11 Confidentiality

Without limiting the Director fiduciary obligations to the Corporation under applicable law, all Directors shall respect the confidentiality of confidential information of the Corporation, its Members and its clients, as well as all applicable laws relating to the privacy of the Corporation’s clients and the standards of Community Health Centres. Each director shall sign the requisite confidentiality and disclosure attestations, in such forms as the Board may approve from time to time, at the first meeting that such individual is appointed or elected to as a Director and thereafter, on an annual basis so long as such individual remains a Director.

3.12 Conflict of Interest

- 3.12 A As soon as practicable upon becoming aware that they have or may have a conflict of interest, or a perceived conflict of interest, with the Corporation, a Director shall disclose the existence and nature of such conflict to the Board, which disclosure shall be recorded in the minutes.
- 3.12 B The Director shall not take part in any discussion of the subject matter to which the conflict or potential conflict of interest relates and may be required to retire for the portion of the meeting of Directors during which the subject matter of the conflict is discussed.

PART IV- Officers of the Corporation

4.1 Officers

- 4.1 A At the first meeting of the Board following each Annual General Meeting, the Directors shall elect

or appoint a Chair, Vice Chair, Secretary and Treasurer from amongst themselves.

4.1 B Only the offices of Secretary and Treasurer may be held by the same individual at the same time.

4.2 Duties of the Chair

4.2 A The Chair will oversee the general management and supervise the affairs and operations of the Corporation.

4.2 B If present, the Chair shall preside over all meetings of Members and Directors of the Corporation.

4.3 Duties of Vice Chair

4.3 A The Vice Chair shall carry out the duties of the Chair in the Chair's absence.

4.3 B The Vice Chair shall perform such other duties as determined by the Board from time to time.

4.4 Duties of Secretary

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

4.4 B The Secretary shall give or cause to give all notices required to be given to Members and Directors of the Corporation and shall be the custodian of the seal of the Corporation, if any, and of all books, papers, records, correspondence, contracts, and all other documents belonging to the Corporation which they shall present or deliver up to the Board as requested or required by the Board to do so.

4.4 C The Secretary shall perform such other duties as determined by the Board from time to time.

4.4 D The Secretary may, but need not be, a Director.

4.5 Duties of the Treasurer

4.5 A The Treasurer shall keep or cause to keep full and accurate books of account, including an accounting of all the receipts and disbursements of the Corporation.

4.5 B 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 Board.

4.5 C The Treasurer shall pay out or cause to be paid out money or monies as required to satisfy the proper obligations of the Corporation.

4.5 D The Treasurer shall ensure that the audited financial statements are presented to the Board for its approval in a timely manner.

4.5 E The Treasurer shall perform such other duties as determined by the Board from time to time.

4.6 Duties of the Executive Director

4.6 A The Executive Director shall be responsible for the day-to-day operations of the Corporation and shall report directly to the Board.

4.6 B The Executive Director shall not be a Director.

4.7 Duties of Other Officers

The appointment and duties of any other officer of the Corporation shall be as prescribed by the terms of the engagement for such office or determined by the Board.

PART V- Protection of Directors, Officers, and Others

5.1 Duties of Directors and Officers

Every Director and Officer in exercising such person's powers and discharging such person's duties shall act honestly and in good faith with a view to the best interests of the Corporation and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every Director and Officer of the Corporation shall comply with the *Act*, the Regulations, Articles, Bylaws and Policies of the Corporation.

5.2 Limitation of Liability

No Director or Officer (with "Director(s)" and "Officer(s)" in this Section 5.2 to include former Directors and former Officers) shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired 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 the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the money, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the Director or Officer's part, or for any other loss, damage or misfortune which shall happen in the execution of such person's duties of office, unless the same are occasioned by the Director or Officer's own willful neglect or default or otherwise result from the Director or Officer's failure to act in accordance with the *Act* and the Regulations.

5.3 Indemnity of Directors and Officers

To the greatest extent permitted by law, the Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or another individual who acts or acted at the Corporation 's request as a Director or Officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity if,

- (a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation 's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

The Corporation may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by law. Nothing in this Bylaw shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this Bylaw.

5.4 Insurance

To the greatest extent permitted by law, the Corporation may purchase and maintain insurance for the benefit of any person entitled to be indemnified as the Board may determine from time to time against

any liability incurred by the individual:

- (a) in the individual's capacity as a Director or an Officer of the Corporation; or
- (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation 's request.

PART VI- Meetings of Members

6.1 Annual General Meeting

- 6.1 A A member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- 6.1 B The Annual General Meeting shall be held not later than fifteen (15) months after holding the preceding annual meeting. Any other meeting of Members shall be held at such time as the Board may determine.

6.2 Place of Meetings

All meetings of Members shall be held within the primary Area of Service at a place, date and time set by the Board, provided that such place shall be reasonably accessible to those individuals with disabilities.

6.3 Notice of Meeting

- 6.3 A The Secretary shall provide or cause to be provided to each Member, at the Member's last address as shown in the books of the Corporation, a notice of any meeting of the Members indicating the time, date and place of such meeting at least twenty-one days in advance of such meeting.
- 6.3 B The inadvertent omission to provide notice of a meeting of Members to any Member, or the fact that any Member did not receive it, does not invalidate any resolution which was duly enacted, or any proceedings held, during such meeting.

6.4 Voting

- 6.4 A Only Members in good standing may vote at any meeting of Members, and each such Member shall be entitled to one (1) vote.
- 6.4 B At a meeting of Members, every question shall be decided by a simple majority of the votes of Members unless otherwise required by applicable law. Except as otherwise specified in the by-laws, every question shall be decided by a show of hands.
- 6.4 C Unless a poll is required, a declaration by the Chair that a resolution has been passed shall be *prima facie* evidence that such resolution was passed.
- 6.4 D Any Member may by means of a proxy appoint an individual, who need not be a Member, as such Member's nominee to attend and act at any meeting of Members, to the extent and with the power conferred by the proxy. All proxies must be completed in accordance with applicable law and must be filed with the Secretary at least forty-eight (48) hours before the commencement of any meeting of Members in which such proxy shall be used.

6.5 Chair of Annual General Meeting

- 6.5 A The Chair shall preside over any meeting of Members, provided that if the Chair is absent from such meeting, the Vice Chair or the next senior Director shall so preside.
- 6.5 B The Chair of any meetings of Members may not vote on any motion except in the case of a tie, in which case the Chair shall cast the deciding vote.

6.6 Quorum of Annual General Meeting

A quorum for the transaction of business at any meeting of Members is a majority of the members entitled to vote at the meeting, whether present in person or by proxy.

6.7 Conduct of Annual General or Meetings of Members

The Secretary shall keep or cause to be kept, the minutes of each meeting of Members.

6.8 Business at Annual General Meetings

At every Annual General Meeting, in addition to any other business that may properly come before the meeting, the following matters shall be considered and approved, as required:

- (a) Consideration of the financial statements
- (b) Chair's Report
- (c) Treasurer's Report
- (d) Auditor's Report
- (e) Executive Director's Report
- (f) Election of Directors
- (g) Appointment of Auditors

PART VII- Books and Records

7.1 Minutes

- 7.1 A The minutes of any meeting of the Members, the Board or any Committee of the Board shall be approved at the next meeting of Members, the Board or such Committee, as the case may be. Once approved, the Chair and Secretary of such meeting shall sign such minutes.
- 7.1 B Upon their approval, the minutes of any meeting are admissible as *prima facie* evidence of the proceedings set out therein at the relevant meeting.

7.2 By-laws

The Board may from time to time in accordance with the Ontario *Not-for-Profit Corporations Act*, amend or repeal and replace this By-law.

PART VIII - Auditors

8.1 Appointment

At each Annual General Meeting of Members, the Members shall appoint an auditor to audit the accounts of the Corporation for report to the Members. The auditor shall hold office until the next following Annual General Meeting, provided however, that the Directors may fill any casual vacancy in the office of the auditor. If an appointment is not so made, the auditor in office must continue until a successor is appointed. The remuneration of the auditor shall be fixed by the Members or by the Directors if they are authorized to do so by the Members and the remuneration of an auditor appointed by the Directors shall be fixed by the Directors. The Members may, by

resolution passed at a special meeting of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a resolution passed by a simple majority at that meeting appoint another auditor in such auditor's stead for the remainder of the term.

8.2 Eligibility

No person who is an Officer, Director or employee of the Corporation, or a partner, employer or employee of such Officer, Director or employee of the Corporation may be appointed as the auditor of the Corporation.

8.3 Right to Attend Meetings.

The auditor of the Corporation shall be entitled to attend every meeting of Members at the expense of the Corporation and to be heard on matters relating to the auditor's duties. The auditor shall receive all notices and other communications relating to such meetings that any Member is entitled to receive.

Part IX - Execution of Instruments

9.1 Definition

The term "contracts, documents or instruments in writing" as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments 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, share warrants, stocks, bonds, debentures or other securities and all paper writings.

9.2 Execution of Instruments

9.1 A Contracts, documents or any instruments in writing requiring the signature of the Corporation may be signed by any two (2) of the Chair, Vice Chair, Treasurer or Secretary, and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

9.1 B Notwithstanding any other provision of these by-laws, the Board shall have power from time to time by simple resolution to authorize any Officer, Director, and/or any other person on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

9.3 Use of Seal

When required, the seal of the Corporation may be affixed to any instruments in writing signed by an individual authorized to sign such instruments.

PART X Notices

10.1 Service

Any notice or other document required by applicable law, the Letters Patent or the By-laws of the Corporation to be given, delivered or sent shall be deemed to have been given, delivered or sent if delivered personally, by prepaid mail or by electronic mail or facsimile to the recipient at their latest postal or e-mail address or facsimile number as shown in the records of the Corporation, or if no postal or e-mail address or facsimile number be given therein, then to the last postal or e-mail address or facsimile number of such recipient 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 recipient.

10.2 Proof of Service

A certificate of an Officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the giving, delivery or sending of any notice or other document to any recipient in accordance with section 10.1 shall be conclusive evidence thereof and shall be binding on the recipient in the absence of any evidence to the contrary.

10.3 Signature to Notices

The signature of any Director or Officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

10.4 Computation of Time

10.4 A Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, letters patent or supplementary letters patent of the Corporation 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.

Any person entitled to receive any notice of a meeting may waive such notice, either before or after the meeting to which such notice refers.

PART XII- Interpretation

11.1 In these by-laws words importing the singular or masculine general shall include the plural number or the feminine gender as the case may be and vice versa. All references to person shall include firms, Corporations and other legal entities. “Related family members” means any person as defined by the first degree of consanguinity.

Part XIII Identification and Repeal of Former By-Laws

12.1 (a) “By-Laws of West Elgin Community Health Centre” dated 20th of September 2017 are hereby repealed and replaced by this West Elgin Community Health Centre By-Law Number 2 herein effective immediately upon the enactment of this By-law at the time of confirmation by the Members of the Corporation;

(b) The said repeal of “West Elgin Community Health Centre” By-Laws dated 20th of September 2017 shall not affect the previous operations of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-Law prior to its repeal. All Officers and persons acting under such By-law so repealed shall continue to act as if appointed under the provisions of this By-Law. All Board or Members' resolutions, with continuing effect, passed under such repealed By-law shall continue to be valid, except to the extent inconsistent with this By-Law, and until amended or repealed.

ENACTED by resolution of the Directors of the Corporation this 20th day of September, 2023.

Chair of the Board

Secretary

CONFIRMED by the Members of the Corporation this 20th day of September, 2023.

Secretary