

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 Formalities

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 in each year or on such other date as the Directors may determine from time to time.

PART II Membership

2.1 Eligibility

2.1a Voting Members

Voting membership shall be available to the following class of person:

- i) *General Member* – Any individual who (i) subscribes to the objectives of the Corporation, (ii) resides, performs volunteer work or is gainfully employed in the Area of Service or who is a client of the Centre; (iii) is eighteen (18) years of age or over, (iv) is not an employee of the Corporation; and (v) whose application or request for membership has been accepted by a resolution of the Board. All members shall be recorded in the Membership register of the Corporation.

2.1b Non-Voting Members

Non-voting membership shall be available to the following classes of person:

- i) *Youth Member* - Any individual between the ages of fourteen (14) and eighteen (18) years of age who resides in the Area of Service and whose application or request for membership has been accepted by a resolution of the Board.
- ii) *Associate Member* - Any corporation, partnership, and/or non-profit organization which has an office within the Area of Service and whose application or request for membership has been accepted by a resolution of the Board (an “Associate Member”).

2.1c Change in Eligibility Status

If a Member ceases to qualify as a member of any particular class of membership during any year, such membership shall cease and expire at the end of such calendar year.

2.1d Membership Non-Transferable

Memberships are not transferable. A Member’s membership interest ceases upon such member’s resignation, death or otherwise in accordance with the by-laws of the Corporation.

2.2 Membership Fees

2.2a Membership Fees for each class of membership shall be determined by the Board from time to time. The Board reserves the right to waive payment of the Annual Membership Fees, in whole or in part, in special circumstances.

2.2b Membership fees may be altered from time to time by the Board but such changes shall not become effective until confirmed by a vote of the Members at an Annual General Meeting.

2.2c Memberships of the Corporation shall coincide with the calendar year, provided that any new Membership or any Membership renewed after October 1st of any year shall continue to be valid until the end of the next calendar year.

2.2d The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- a) a material violation of 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 and activities of the Corporation.
- 2.2e In the event the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President [Chair of the Board] or such other Officer as may be designated by the Board, shall provide at least fifteen (15) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President [Chair of the Board], or such other Officer as may be designated by the Board, up to five (5) days before the end of the notice period.
- 2.2f In the event that no written submissions are received, the President [Chair of the Board], or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Centre. If 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. Notification shall be in writing within a reasonable time. 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

- 3.1a The Board shall consist of a minimum of nine (9) to maximum of eleven (11) 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

- 3.2a Any General Member is a voting member as defined in section 2.1a and is eligible to stand for election or appointment as a Director with the following exceptions.
- i No one who is an undischarged bankrupt is eligible
 - ii No one who is defined as an ineligible individual under the Income Tax Act is eligible.
- 3.2b No individual who is, or within the last 12 months has been, an employee of the Corporation or member of his or her family as defined in section 12.1 of these by-laws shall be eligible to stand for election or appointment as a Director.
- 3.2c No individual may serve as a Director for more than six (6) consecutive years, provided that any individual shall become eligible to stand for election or otherwise be reappointed

as a Director after an absence from the Board of at least one (1) year following his or her service as a Director for such six (6) consecutive years.

- 3.2d When a Director joins the Board between Annual General Meetings (AGMs), the final term of the Director will end at the AGM following his/her six year anniversary on the Board.

3.3 Election of Directors

- 3.3a All prospective Directors shall sign a Nominee Consent 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.
- 3.3b The election of Directors shall take place at the Annual General Meeting.
- 3.3c Directors shall be elected for a two (2) year term. The number of Directors to be elected at any Annual General Meeting shall be equal to that number of Director's whose term of office will expire at such meeting or as required to fill a complete Board as set out in 3.1a above.
- 3.3d The slate of Directors to be nominated for election at an Annual General Meeting shall be determined by the Board, subject to the recommendations of the Governance Committee.
- 3.3e Nominations for the election of Directors may be made by Members at any General Meeting in accordance with the Rules of Order. In such event, the election of Directors shall be conducted by secret ballot.

3.4 Resignation, Ineligibility and Removal of Directors

- 3.4a A Director may resign by submitting his or her resignation to the Board in writing. Such resignation shall be effective upon the later of its receipt by the Board and the date specified for such resignation in the notice.
- 3.4b In the event that a Director ceases to be **General Member**, becomes bankrupt, becomes mentally incapacitated or dies during his or her term of office, he or she shall immediately cease to be a Director.
- 3.4c At any meeting called for such purpose, the Members may remove a Director before the expiration of his or her 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

- 3.5a 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 from among eligible Members so long as a quorum of Directors remain in office.

- 3.5b If the number of Directors is increased between the Annual General Meetings, such vacancy or vacancies may be filled in the manner provided above.
- 3.5c If there is not a quorum of Directors in office, then the remaining Directors shall call a meeting of the Members within sixty (60) days so that the Members may fill the vacancies by election. If there is no Director left in office or the remaining Director(s) fail or refuse to call such a meeting, any Member may call a meeting of the Members for the purpose of filling such vacancies.
- 3.5d In the event that the Directors have not filled a vacancy at the time of any Annual General Meeting, then the Members may elect to fill such vacancy at such meeting.

3.6 Meetings of the Board

- 3.6a **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. Meeting of the Board may be called by the Chair, the Secretary or on the written request of any two (2) Directors.
- 3.6b **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 his or her attendance at such meeting, except where he or she 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. The Secretary shall record the time and manner of the giving of any notice of meeting.
- 3.6c **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.
- 3.6d 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.
- 3.6e **Open to Members**
A Member in good standing 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 all Members at the request of any Director.
- 3.6f **Quorum**
A quorum of the Board shall require a simple majority of the Directors then in office to be present in person or by telephone.
- 3.6g **Quorum Needed**
The Board may only transact the business of the Corporation at a meeting where a quorum of Directors is present.

- 3.6h Telephone 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. A Director participating in a meeting by such means is deemed for the purpose of the act to be present at that meeting.
- 3.6i Place of Meetings
Unless otherwise unanimously agreed by the Directors, all meetings of the Board shall be held within the Area of Service. With the unanimous agreement of the Directors, the Board may hold any meeting inside or outside of Ontario. In all cases, the location of a meeting of the Directors shall be reasonably accessible to individuals with disabilities.

3.7 Voting

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

- 3.8a The Chair, or in the absence of the Chair, the Vice Chair, shall normally chair the meeting of the Board.
- 3.8b 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

- 3.9a The Board shall carry on its business by motion/resolution properly moved, seconded and carried by a majority of the votes cast.
- 3.9b The Chair of any Board meeting shall count the votes on a motion/resolution and declare it carried or defeated.
- 3.9c The Secretary or in his or her absence, another individual who need not be a Director, shall keep the minutes of each Board meeting.
- 3.9d 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.
- 3.9e 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 directors shall sign a Directors Declaration and Directors Code of Ethics, 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

3.12a As soon as practicable upon becoming aware that he or she has or may have a 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.

3.12b 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.

3.12c The Board, in its discretion, may submit any contract, act or transaction with the Corporation for approval or ratification at any meeting of the Members and, subject to applicable law, any such contract, act or transaction that shall be approved or ratified or confirmed by a resolution passed by a simple majority at any such meeting (unless any different or additional requirement is imposed by applicable law or this by-law) shall be as valid and as binding upon the Corporation and upon all the Members as though it had been approved, ratified or confirmed by every Member of the Corporation.

PART IV Officers of the Corporation

4.1 Officers

4.1a At the first meeting of the Board following each Annual General Meeting, the Directors shall elect or appoint a Chair, Vice Chair, Secretary, Treasurer, and Membership Secretary from amongst themselves.

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

4.2 Duties of the Chair

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

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

4.3 Duties of Vice Chair

- 4.3a The Vice Chair shall carry out the duties of the Chair in the Chair's absence.
- 4.3b The Vice Chair shall perform such other duties as determined by the Board from time to time.

4.4 Duties of Secretary

- 4.4a 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.
- 4.4b 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 he or she shall present or deliver up to the Board as requested or required by the Board to do so.
- 4.4c The Secretary shall perform such other duties as determined by the Board from time to time.
- 4.4d The Secretary may, but need not be, a Director.

4.5 Duties of the Treasurer

- 4.5a 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.
- 4.5b 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 Board.
- 4.5c The Treasurer shall pay out or cause to be paid out money or monies as required to satisfy the proper obligations of the Corporation.
- 4.5d The Treasurer shall ensure that the audited financial statements are presented to the Board for its approval in a timely manner.
- 4.5e The Treasurer shall perform such other duties as determined by the Board from time to time.

4.6 Duties of the Membership Secretary

- 4.6a The Membership Secretary shall maintain or cause to be maintained the Membership list of the Corporation.
- 4.6b The Membership Secretary shall, at the discretion of the Board, organize or cause to be organized any meeting of the Members.
- 4.6c The Membership Secretary shall present to the Board the names of prospective Members for acceptance into the Membership of the Corporation.

4.6d The Membership Secretary may, but need not be, a Director.

4.7 Duties of the Executive Director

4.7a The Executive Director shall be responsible for the day-to-day operations of the Corporation and shall report directly to the Board.

4.7b The Executive Director shall not be a Director.

4.8 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 FOR THE PROTECTION OF DIRECTORS AND OFFICERS

5.1 The Board Has No Liability for Certain Matters

Except as otherwise provided under applicable law, no Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies 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 including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto, unless the same shall happen by or through the Director's or Officer's own wilful neglect or default.

5.2 Indemnities to Directors and Others

Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any Corporation controlled by them and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

5.2a all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director, Officer or other person for or in respect of any act, deed matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of such office or in respect of any such liability; and

5.2b all other costs, charges and expenses which the Director, Officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

5.3 Insurance

The Corporation shall purchase and maintain insurance for the protection of Directors and Officers, including the Executive Director of the Corporation, as the Board may from time to time determine.

PART VI Meetings of Members

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.

Meeting of Members

The Annual General and Membership Meeting shall be held each year within six (6) months of the end of the Corporation's fiscal year. Any other meeting of Members shall be held at such time as the Board may determine.

Place of Meetings

All meetings of Members shall be held within the 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.

Notice of Meeting

- 6.3a 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.
- 6.3b 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.

Voting

- 6.4a Only General Members in good standing may vote at any meeting of Members, and each such Member shall be entitled to one (1) vote.
- 6.4b 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.
- 6.4c 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.
- 6.4d Any General Member may by means of a proxy appoint an individual, who need not be a Member, as such General Member's nominee to attend and act at any meeting of Member, 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.

Chair of Members Meetings

- 6.5a 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.
- 6.5b If no Director is present within fifteen (15) minutes of the start of any meeting of Members or if no Directors are then in office, the General Members shall elect, from amongst themselves, an individual to preside over such meeting.
- 6.5c 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.

Quorum of Annual General or Meetings of Members

A quorum for the transaction of business at any meeting of Members shall consist of not less than ten (10) General Members present in person.

Conduct of Annual General or Meetings of Members

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

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) Chair's Report
- b) Treasurer's Report
- c) Auditor's Report
- d) Membership Secretary's Report
- e) Executive Director's Report
- f) Election of Directors
- g) Appointment of Auditors
- h) Authorization of the Board to fix the Auditor's remuneration

PART VII Books and Records

7.1 Legal Requirements

The Corporation shall maintain at its head office copies of the following:

- a) Minutes of all meetings of the Board and Members
- b) Letters Patent and any supplementary Letters Patent
- c) All by-laws
- d) A register of Members
- e) A register of Directors
- f) A register of Officers
- g) Books of account

7.2 Minutes

- 7.2a 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.

7.2b Upon their approval, the minutes of any meeting are admissible as *prima facie* evidence of the proceedings set out therein at the relevant meeting.

7.3 By-laws

The by-laws of the Corporation may be repealed or amended by the Board, but such action shall not take effect until ratified by a resolution of the Members approved by a special majority at a meeting duly called for such purpose. Upon their approval, the Chair and the Secretary of the Corporation shall sign such by-laws.

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 by a special majority at a Annual General 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

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.

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.

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.

9.3 Cheques, Drafts, Notes, etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed as follows:

9.3a for amounts of less than \$2,500, any two signing officers shall sign;

9.3b for amounts of \$2,500 or more, any signing officer shall sign as long as one is a Chair, Vice-Chair, Secretary or Treasurer; or in such manner, as the Board may from time to time designate by resolution.

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

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 XI Disposition of Property

11.1 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 objectives.

PART XII Interpretation

12.1 In these by-laws:

12.1a 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.

12.1b related family members" means any person as defined by the first degree of consanguinity.

This By-law No. 2 was passed by the Board of West Elgin Community Health Centre on the 27th of June 2017 and was ratified by the Members of West Elgin Community Health Centre on the 20th of September, 2017 and signed and sealed with the seal of the Corporation.

Board Chair

Secretary/Treasurer