



**CENTRE DE SANTÉ COMMUNAUTAIRE DE NIPISSING OUEST
WEST NIPISSING COMMUNITY HEALTH CENTRE**

ARTICLES AND BYLAWS

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Operating Bylaw No. 1
Relating generally to the conduct of business of the Corporation of
the West Nipissing Community Health Centre/Centre de santé communautaire de Nipissing Ouest

Incorporated by Letters Patent dated March 17, 2008
Number 1707035 Ontario Corporation

The Board of Directors of the Centre de santé communautaire de Nipissing Ouest/West Nipissing Community Health Centre, an autonomous organization, motivated by a desire to further the well-being of the community and guided by the needs of the community, adopts the following operating bylaws:

Article 1 – GENERAL

1.1 Definitions

- “Board” or “BD” means “Board of Directors”
- “AGM” means “Annual General Meeting”
- “Centre” or “CSC/CHC” means “Centre de santé communautaire de Nipissing Ouest/West Nipissing Community Health Centre”
- “Member” means any person who is a member of the Centre in good standing
- “Director” means any person elected or appointed to sit in the Board of Directors
- “Employee” means any person receiving a salary from the Centre for services rendered

1.2 Letters Patent

The letters patent of the corporation of the Centre were delivered and sealed at Sturgeon Falls on March 17, 2008.

1.3 Seal

The corporate seal, until such time as it is amended by a resolution of the Board, includes the name of the Centre. This seal, appearing in the margin of this document, is adopted as the official seal of the Centre.

1.4 Head Office

The head office of the Centre is located in Sturgeon Falls.

1.5 Service Area

The service area comprises the Municipality of West Nipissing and Garden Village.

1.6 Power

The Board of Directors shall have all the powers accorded under the Ontario Corporations Act and those conferred upon it by the present articles and bylaws.

1.7 French Language Service provider

In January 2013, the West Nipissing Community Health Centre obtained its official French Service designation as a French Language Service provider for its clients and their families. This will ensure the permanency of these services in accordance with the French Language Services Act.

1.8 Working Language

The WNCHC is a Francophone organization offering various programs and services in French. The WNCHC is committed to actively offer French language services needed by its residents, clients and their families, under the French Language Services Act.

Recognizing the bilingual character (French and English) of West Nipissing, the Centre's internal working languages shall be French and English. The Centre shall serve both the Francophone and the Anglophone population throughout its service area, and services shall be provided in both languages.

Article 2 – NAME

2.1 Official Name:

The official name of the organization, as stipulated in the letters patent, is “**Centre de santé communautaire de Nipissing Ouest/West Nipissing Community Health Centre**” (hereinafter referred to as “the Centre”).

Article 3 – MEMBERSHIP

3.1 Member:

Membership in the Centre is open to any agency or person residing or working in the service area. The member must also:

- a) be a person at least 18 years of age or an agency whose head office or service point is located in the service area;
- b) comply with the mission and objectives of the Centre;
- c) fill out a membership form;
- d) have paid membership fees for the current year.
- e) Employees of the Centre and their parents, spouses, children, brothers of sisters, brothers-in-law or sisters-in-law, fathers-in-law or mothers-in-law, may not be members of the Centre.

3.2 Voting Member:

Every member has the right to vote at general and special meetings.

3.3 Member Organization:

An agency in good standing has the right to a single vote at general and special meetings.

Article 4 – MEETING OF MEMBERS

4.1 Annual General Meeting:

The Annual General Meeting is the highest authority of the Centre.

The Annual General Meeting of members is held in the service area at a location, date and time determined by a resolution of the Board and shall take place within 90 days of the fiscal year end. The agenda for the Annual General Meeting includes:

- a) the adoption of the minutes of the last meeting;
- b) the president's report;
- c) the executive director's report;
- d) the treasurer's report, as well as the auditor's report, which is also presented by the treasurer;
- e) examination of proposed amendments to the articles and bylaws;
- f) the appointment of an auditing firm for the next fiscal year;
- g) the election of directors to the Board;
- h) all other business.

Written copies of all reports are provided to members who request them.

4.2 Special Meetings:

Other meetings, called "special meetings", may be convened at the request either of the president of the Board or of the majority of the directors, or at the written request of 10 members of the Centre, for any reason relating to the affairs of the Board of the Centre. These meetings are held in the service area at a date, time and location determined by the Board. They shall take place within 21 days of the request. The agenda is limited to the following:

- a) election of a chairperson for the meeting;
- b) verification of quorum;
- c) announcement of the purpose of the meeting;
- d) discussion/vote;
- e) adjournment of the special meeting.

4.3 Language Used:

The meetings discussed in subsections 4.1 and 4.2 take place in both languages, and the reports prepared in connection with these meetings are written in French and in English.

4.4 Notice of Meeting:

The public must receive notice of the date, time, and location of the meeting and the general nature of the business to be discussed at least thirty (30) days before each Annual General Meeting or fifteen (15) days before each special meeting.

4.5 Failure to Receive Notice:

The failure of any member of the Centre to receive notice of the meeting shall not invalidate the meeting, should the situation arise.

4.6 Chair of the Meeting:

A person elected by the members presides over the Annual General Meeting or the special meeting of members.

4.7 Right to Vote:

Every member, as specified in points 3.2 and 3.3, has the right to vote at the Annual General Meetings or special meetings, if he or she was registered as a member at least thirty (30) days before the date of the Annual General Meeting or the special meeting. A member can vote by proxy by designating another member, in writing, for that specific purpose.

4.8 Adoption of Motions:

Any matter put before the meeting of members is settled by a majority vote; in the event of a tie vote, the motion is defeated.

4.9 Vote by a show of hands:

At every meeting, unless a ballot is requested, the matter under debate is voted upon by a show of hands. The chair of the meeting declares the motion carried or defeated, and this declaration constitutes conclusive evidence of the vote. A member may call for a ballot and may withdraw his or her request at any time before the vote is taken. In order for the request for a ballot to be accepted, it must be seconded by another member.

4.10 Ballot:

If the chair of the meeting calls for a ballot or a member duly requests one, the ballot shall be held in the manner and at the time determined by the chair of the meeting.

4.11 Nominations:

- a) Thirty (30) days before the Annual General Meeting, the Centre must announce the positions to be filled on the Board.
- b) The Board must appoint a nominating committee. This committee, consisting of three (3) members, is charged with the task of nominating at least one member for each of the vacancies to be filled. Any member who wishes to apply for a vacancy must inform the nominating committee in writing no later than ten (10) days before the Annual General Meeting. Any nomination or application must be seconded by two (2) members of the Centre.

- c) At the Annual General Meeting, the members vote by ballot on nominations put forward in conformity with the above paragraph.

Article 5 – BOARD OF DIRECTORS

5.1 Mandate:

The Board is responsible for managing and conducting the affairs of the Board and the Centre.

5.2 French Service Mandate

5.2.1 The Board of Directors undertakes to play an active role in meeting the requirements of the French Language Services Committee and is responsible for the delivery and quality of services in French. The Board of Directors and the Executive Director take responsibility for the delivery of services in French.

5.2.2 The Board of Directors has approved the "ADM-SEF Services Français" policy which sets guidelines for managing French Services.

5.2.3 All questions related to French language services will be dealt with by the Executive Director in accordance to the French Services Policy.

5.2.4 A report on the status of French Language Services is submitted annually to the Board of Directors for approval.

5.3 Composition of the Board of Directors:

Unless an amendment is made by the special bylaw, the Board is composed of nine (9) directors elected by the members at the Annual General Meeting. The executive director acts as a 10th member in a consultative role only. The Board wishes to be representative of the communities and groups it serves. In order to reflect the bilingual character of the geographical region serviced by the West Nipissing Community Health Centre, all members of the Board of Directors must be bilingual and able to communicate in English and in French. In addition the board may by resolution appoint a person to fill a vacancy until the next annual General Meeting.

5.4 Eligibility:

An employee cannot sit on the Board or Directors, with the exception of the executive director, who acts as secretary and as a resource person, but who does not have the right to vote. In addition, a director must be a voting member in good standing and a Canadian citizen. He or she must not be an un-discharged bankrupt and must not have a criminal record; he or she must be mentally competent.

If a board member applies for employment at the WNCHC, he/she must resign in writing from the Board. If the board member does not secure employment at the Centre, he/she

can submit in writing to the board asking to be re-instated. The board, at its discretion, reserves the right to reinstate the member. An employee is a person receiving wages or salary for services rendered. The person who provides services on a contractual basis is comparable to an employee.

5.5 Quorum:

There shall be quorum when half plus one (1) of the members of the Board are present in person or by video or teleconference.

5.6 Election and term of office:

5.6.1 The members present at the Annual General Meeting elect the Board members by ballot.

5.6.2 The members of the Board are elected for a period of three (3) years. A member cannot sit on the Board for more than two (2) full consecutive terms. In addition, a year after leaving the Board, a member may be re-elected as a director.

5.6.3 At their first meeting, within ten (10) days after the Annual General Meeting, the directors elect the executive committee, made up of a president, a vice-president, a secretary and a treasurer.

5.7 Voting:

All decisions at a Board meeting are decided by a majority vote.

5.7.1 Deciding Vote

In the event of a tie vote, the president of the corporation may cast the deciding vote.

5.8 Indemnification of Board Members:

5.8.1 Any director or administrator of the Centre, as well as his or her heirs, executors or administrators, and estate respectively, may, if the Centre gives consent at a meeting of the members, be indemnified out of the funds of the Centre and exempted from all liability with regard to the following expenses:

- a) all costs, charges and expenses which such director or administrator sustains or incurs in respect of any action, suit or proceeding commenced against him or her in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office;
- b) all other costs, charges and expenses which he or she sustains or incurs in relation to the affairs of the Centre, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

5.8.2 The Centre, upon the decision of all persons authorized to sign cheques on behalf of the Centre, may, by means of insurance, protect any director against all liabilities, costs, charges or expenses as permitted by the Act governing the Centre.

5.9 Principal Duties of the Board of Directors:

5.9.1 to manage and oversee the pursuit of the corporation's mission and goals;

5.9.2 to establish the parameters for management operating procedure; that is, to adopt, analyze and evaluate framework policies and monitoring exercises in time of crisis;

5.9.3 to be an ambassador for the Centre and promote its services;

5.9.4 to hire a competent executive director and delegate him to carry out policies; to evaluate his performance according to pre-established criteria;

5.9.5 to approve the budget and to receive the executive director's report, the treasurer's report, and the auditor's report;

5.9.6 to develop and maintain community support while retaining the active participation of the members and organizing services that meet the documented needs.

5.10 Remuneration:

The directors do not receive compensation from the Centre and may not, directly or indirectly, receive any profit from their position. However the directors may be reimbursed for reasonable expenses incurred in the exercise of their duties.

5.11 Conflicts of Interest:

All directors must, of their own free will and/or at the discretion of the Board, disclose their interest in the event of a conflict of interest, whether financial, personal, or other, in relation to a motion before the Board. These members must leave the meeting during discussion of the matter in question and must abstain from voting on this matter. At Board meetings, the point ***Declaration of Conflicts of Interest*** shall be incorporated into the agenda for every meeting.

5.12 Confidentiality:

All directors must sign the Confidentiality Agreement in effect during their term of office.

5.13 Vacancies:

Preamble – The following policy aims to ensure maximum participation of members of the Board of Directors at its meetings. Participation through technology (conference call, videoconference) is permitted.

A Board member's position is considered vacant:

- a) if the member submits his or her resignation in writing to the Board;
- b) if he or she is absent for three (3) consecutive meetings or four (4) meetings over a period of twelve (12) months. However, following a request in writing by this member, the Board, at its discretion, reserves the right to reinstate the member.
The request must be received within two (2) months following the vacancy and shall not be invoked more than once in a term of office;
- c) for any legal reason as defined in the corporations act;
- d) if, by a majority vote of the Board members, a member is declared guilty of a breach of trust.

The Board is authorized to fill a vacancy in any of the above circumstances by electing a qualified person or appointing such a person by resolution, to fill this vacancy until the next Annual General Meeting.

Article 6 – DIRECTORS’ MEETINGS

6.1 Regular Meetings:

The Board meets ordinarily once a month and holds at least eight (8) regular meetings per year. These meetings are conducted in both languages, and the reports are prepared in connection with these meetings are written in French and in English.

In case of necessity, the president or a minimum of three directors may convene a special meeting of the Board.

Notice of the meetings, indicating the date, time, location, and agenda, must be delivered or transmitted in writing to each director at least seven (7) days before the start of these regular meetings.

Article 7 – EXECUTIVE COMMITTEE

7.1 Mandate

The members of the executive committee of the Board are first and foremost at the service of the Board. They must therefore meet the requirements of the Board according to the limits it has established. The executive committee, in collaboration with the executive director, may meet to draw up the agenda or discuss matters intrinsic to the work of the Board. The executive committee does not act in the name of the Board, except at the Board’s express command.

7.2 Election and Appointment of the Members of the Executive Committee:

- a) The executive committee includes the president, the vice-president, and the treasurer. The members of the executive committee are elected by the Board for a period of one year at the regular monthly meeting of the Board that follows the Annual General Meeting. This meeting must take place within ten (10) days after the Annual General Meeting. The executive director acts as secretary and has a consultative role only.
- c) When a vacancy occurs, the Board fills the vacancy within thirty (30) days by means of an election among Board members.
- c) Any member of the executive committee may be relieved of his or her duties following a decision by the Board supported by two-thirds (2/3) majority vote.

7.3 Duties of the President:

The president is responsible for the integrity and cohesiveness of the Board's business process, including the proper conduct of meetings and compliance with its bylaws. He or she is the Centre's spokesperson and is an ex-officio member, with voting rights, of all the Board's committees and working groups. In the absence of the president, replacement will be as follows: vice-president, treasurer, and secretary.

7.4 Duties of the Vice-president:

The vice-president act in the name of the president in the latter's absence. He or she oversees the monitoring and evaluation procedures.

7.5 Duties of the Treasurer:

The treasurer carries out the tasks pertaining to the Centre's special funding projects (for example, fundraising for a specific project), as specified by the Board. However, these tasks must not alter in any way the executive director's financial responsibilities with regard to financial conditions and/or budgets.

7.6 Duties of the Secretary:

By affixing his or her signature, the secretary attests to the legitimacy of Board documents. He or she must maintain an ongoing vigilance and notify the Board of any procedural inconsistency.

7.7 Delegation of Duties:

When a member of the executive committee is absent or unable to act, or for any other reason deemed adequate by the Board, the latter may temporarily delegate all or some of the powers of that member to another Board member. The Board, on occasion, may modify, increase or limit the duties of this member.

Article 8 – PERSONNEL

8.1 Executive Director:

By delegation, the executive director has primary responsibility for the administration of the Centre and for the hiring of personnel. He or she acts as secretary at general meetings, at BD meetings and at executive committee meetings, in a consultative role only. The executive director, as such, carries out all the tasks with which he or she is entrusted by the BD and has the authority to delegate certain tasks to other staff members.

Article 9 – SIGNING OF DOCUMENTS

9.1 Documents Bearing the Seal of the Centre:

All written instruments and other documents to which the seal of the Centre is affixed must be signed by the president or a person authorized to sign these documents. When they have been signed, sealed with the corporate seal, and delivered, they shall be received as instruments of the Centre.

9.2 Financial Affairs:

Unless the Board of Directors decides otherwise, two of the following persons are authorized to sign cheques, contracts, and other banking documents in the name of the Centre: the executive director, the president, the vice-president, and the treasurer.

9.3 Other Documents:

All other documents may be signed by any person with signing authority that the Board may occasionally appoint by resolution to perform these duties.

9.4 Signing of the Minutes:

Once adopted, all minutes must be signed jointly by the president and the secretary.

Article 10 – LOANS

10.1 The Board of Directors may:

- a) borrow money upon the credit of the Centre
- b) issue, sell, or pledge securities of the Centre
- c) charge, mortgage or pledge real or personal property of the Centre, including its book debts, rights and undertakings, to secure securities or any money borrowed or any other debt or liability, subject to the letters patent and the supplementary letters patent of the Centre.

10.2 The Board of Directors may authorize a member of the Board or an administrator to take the necessary measures with respect to money borrowed or to be borrowed, including negotiating or amending the clauses of the loan agreement, in particular those dealing with guarantees and terms of payment.

Article 11 – FISCAL YEAR

The Centre's fiscal year ends on March 31 of each year.

Article 12 – AUDITING FIRM

The members present at the Annual General Meeting appoint the auditing firm for the Centre's next fiscal year.

Article 13 – INTERPRETATION

In the event that these articles and bylaws require further clarification, the Centre shall refer to the Victor Morin Code and/or the *Not-for-Profit Corporations Act*.

Article 14 – AMENDMENT OF PROCEDURES

Any amendment to the Articles and Bylaws shall be adopted if supported by a two-thirds majority vote of the members present either at the Annual General Meeting or at a duly convened special meeting.

Article 15 – EFFECTIVE DATE

These Articles and Bylaws come into effect at the Annual General Meeting of members.

ADOPTED ON THIS 24th day of June 2019

Presidency