

3.0 BYLAWS

CIRCLE OF HOME CARE SERVICES (TORONTO) GENERAL BY-LAW Number 2

A by-law relating generally to the conduct of the affairs of Circle of Home Care Services (Toronto) (the “Corporation”).

BE IT ENACTED as a by-law of the Corporation as follows:

DEFINITIONS

1. In this by-law and all other by-laws of the Corporation from time to time in effect, unless the context otherwise requires, the following words shall have the following respective meanings:
 - (a) **Act** means the *Corporations Act* (Ontario), including the regulations made under it, and any statute that may be substituted for it, as amended from time to time;
 - (b) **Board** means the board of directors of the Corporation;
 - (c) **By-law** means this by-law and **By-laws** means this by-law and all other by-laws of the Corporation from time to time in effect hereafter;
 - (d) **Chairperson** means chair of the Board;
 - (e) **Chief Executive Officer** means the Chief Executive Officer of the Corporation and, subject to approval by SHS, an executive vice-president of SHS (hereinafter, “CEO”);
 - (f) **Committee** means a committee or, where the context permits, a subcommittee of the Board;
 - (g) **Corporation** means Circle of Home Care Services (Toronto);
 - (h) **Director** means a member of the Board;
 - (i) **Ex-officio** means membership “by virtue of office” and includes all rights, responsibilities, and the power to vote unless otherwise specified;
 - (j) **Letters Patent** means the Letters Patent incorporating the Corporation together with any Supplementary Letters Patent of the Corporation;
 - (k) **Members** means the members of the Corporation described in section 5;
 - (l) **Meeting of Members** means an annual or general meeting of Members;
 - (m) **Secretary** means the secretary of the Corporation;

- (n) **SHS Nominees** has the meaning given to it in section 27(a)(ii);
- (o) **Sinai Health System** means the public hospital incorporated pursuant to the laws of Ontario which entered into a voluntary integration agreement with the Corporation on October 8, 2014;
- (p) **Specified Number of Directors** means the fixed number of Directors on the Board as specified in section 27, as the same may be changed from time to time by special resolution.

Save as aforesaid, terms defined in the Act have the same meaning when used in the By-laws.

INTERPRETATION

- 2. In the By-laws:
 - (a) unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number and the feminine gender, as the case may be, and vice versa;
 - (b) headings are for convenience of reference only and shall not affect the construction or interpretation thereof; and
 - (c) if any provisions are inconsistent with those contained in the Letters Patent, the provisions contained in the Letters Patent shall prevail.

CORPORATE SEAL

- 3. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

HEAD OFFICE

- 4. The head office of the Corporation shall be situated in the place or municipality and the province specified in the Letters Patent, or at such address as the Board may, by resolution, determine.

CONDITIONS OF MEMBERSHIP

- 5. Membership in the Corporation shall be limited to Sinai Health System (as a non –voting member) and those individuals who are, from time to time, the members of the Board of the Corporation.
- 6. There shall be no membership fees or dues unless otherwise directed by the Board.
- 7. Sinai Health System may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary. For greater certainty, upon such resignation, Sinai Health System shall cease to possess the nomination and other governance rights provided for herein.

8. All Members who are in good standing may vote at all Meetings of Members.

MEETINGS OF MEMBERS

9. All Meetings of Members, whether annual or general, are to be held at the head office or at any place in Ontario as the Board may determine on such a day and at such a time as the Board shall appoint; but annual meetings must be held at least once every calendar year, and no later than fifteen (15) months after the previous annual meeting. This requirement does not preclude the holding of any general meeting of Members as provided for below.
10. The Board shall have the power to call, at any time, a general meeting of Members of the Corporation.
11. The Board shall call a general meeting of Members on written requisition of Members carrying the requisite number of signatures under the Act.
12. At least ten (10) days' notice of any Meeting of Members must be given in writing, by electronic and/or postal means, such notice to include any proposed resolutions and sufficient information about the matters to be discussed to allow each Member to form a reasoned judgment about such matters.
13. All notices of Meetings of Members shall include a reminder of the right to vote by proxy and provide information and appropriate forms to enable proxy authorization.
14. Each Member present or represented by proxy at a Meeting of Members shall have the right to exercise one (1) vote. A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific Meeting of Members, in the manner and to the extent authorized by the proxy. A proxy holder need not be a Member of the Corporation. Subject to the requirements of the Act, a proxy may be in such form as the Board from time to time prescribes or in such other form as the chair of the meeting may accept as sufficient, and shall be deposited with the secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe.
15. Fifty (50%) percent of Members or six (6) Members, whichever is greater, present in person or by proxy, shall constitute a quorum at a Meeting of Members.
16. A majority of the votes cast shall determine the question in any Meeting of Members, except where the vote or consent of a greater number of Members is required by the Act, Letters Patent, or By-laws. All votes may be given by a show of hands of the Members present, including votes by proxy, unless otherwise provided by law or unless a Member requests a ballot, in which case a ballot will be conducted.
17. At every annual meeting of Members, in addition to any other business, the election of members of the Board shall take place, the audited financial statements shall be presented and the auditors shall be appointed for the ensuing year.
18. No error or omission in giving notice of any Meeting of Members, or any adjourned meeting which has been rescheduled because of unfinished business, shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any

time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

DUTIES OF OFFICERS

19. The officers of the Corporation shall include the:
 - (a) Chairperson (who shall also be the President);
 - (b) Vice-Chairperson;
 - (c) Treasurer;
 - (d) Secretary (which office shall be held, *ex-officio*, by the individual who is the CEO of Circle of Care from time to time);
 - (e) Chief Executive Officer (the “CEO”); and
 - (f) Such other officers as determined from time to time by the Board.
20. Officers of the Corporation (save and except the CEO and the Secretary) shall be appointed by resolution of the Board at the first meeting of the Board following each annual meeting of Members.
21. Save and except the Chairperson, the Vice-Chairperson, the Secretary and the CEO, all officers shall hold office for one (1) year from the date of appointment or until their successors are appointed; provided that each such individual shall be entitled to be re-appointed to such office for two (2) consecutive one-year terms. Save and except the CEO and the Secretary, officers shall be subject to removal by resolution of the Board at any time. The removal of the CEO shall be subject to the terms of the CEO’s employment with the Corporation.
22. The CEO shall be an employee of the Corporation and shall:
 - (a) report and be accountable to the Board for all aspects of management and administration of the Corporation, including staffing;
 - (b) report to the Board and respond to all questions and requests for information from the Board;
 - (c) serve as a member of the Finance and Audit Committee and the Executive and Nominations Committee (without vote) and as a member (without vote) of all other Committees as may be established from time to time with the exception of those which the Board determines to be inappropriate for this purpose. For clarity, the CEO shall not be a Director but shall be entitled to attend and speak at all meetings of the Board; In co-operation with the Chairperson, the CEO will prepare agendas and confirm materials for all Board and Members’ meetings;
 - (d) carry out all duties in accordance with the terms of his/her employment agreement and direction from the Board. Any successor to the CEO in office at the time this By-law was approved shall require the ratification of Sinai Health System and shall

be selected based on the recommendation of a Selection Committee composed of the Chairperson, two (2) members of the Board selected by the Chairperson (one of whom shall be a Sinai Health System nominee on the Board) as well as the President & CEO of Sinai Health System; and

- (e) nothing herein shall prevent the CEO from assuming additional duties directly for Sinai Health System, provided that such duties do not prevent the CEO from performing his duties to the Corporation and are not otherwise in conflict with his duties to the Corporation.

23. The Chairperson shall:

- (a) preside at all meetings of the Corporation and, in co-operation with the CEO, prepare agendas and confirm materials for all Board and Members' meetings;
- (b) ensure Board-approved rules of order are followed during all meetings of the Corporation;
- (c) act as official representative of the Board and as senior volunteer spokesperson of the Corporation;
- (d) serve as a member (with vote) of all Committees;
- (e) act as a liaison with all Committee chairs;
- (f) be a signing officer of the Corporation;
- (g) ensure that all officers understand and carry out their duties;
- (h) have one vote at all Board meetings in addition to the Finance and Audit and Executive and Nominations Committee meetings; be an ex-officio at the Quality, Safety and Risk Committee meetings;
- (i) be appointed for a term of two (2) years and be eligible for re-appointment one additional two (2) year term;
- (j) sit as an ex-officio voting member of the Sinai Health System Board of Directors; and
- (k) chair the Executive and Nominations Committee.

24. The Vice-Chairperson shall perform the duties of the Chairperson in the absence or unavailability of the Chairperson and shall:

- (a) act as a senior volunteer spokesperson of the Corporation;
- (b) ensure Board-approved rules of order are followed during all meetings of the Corporation;
- (c) perform such other duties as are requested by the Chairperson and/or the Board; and

- (d) be appointed for a term of two (2) years and be eligible for re-appointment for one additional two (2) year term.

25. The Treasurer shall:

- (a) ensure the proper handling of all financial dealings of the Corporation, including: proper custody of all funds, securities and deposits; and accurate, accessible and timely accounting of assets, liabilities, receipts and disbursements;
- (b) ensure proper reporting to the Board and Members, monitoring of contracts and reporting to funders and donors;
- (c) act as formal Board contact with auditors, ensuring proper reporting of their findings to the Board;
- (d) ensure the proper carrying out of all policies regarding the financial activities of the Corporation; and
- (e) chair the Finance and Audit Committee.

26. The Secretary shall:

- (a) ensure storing of minutes and other relevant documents and materials and oversee the proper notice, recording, reporting and Meetings of Members, the Board, Committees and task forces; and
- (b) undertake the role of secretary at meetings of the Board and Meetings of Members, or delegate the role to senior staff.

BOARD OF DIRECTORS

27. Subject to section 28:

- (a) The Board shall be comprised of twelve (12) directors of whom:
 - (i) six (6) individuals shall be nominated by the Nomination Committee, none of whom shall be a director, officer or employee of Sinai Health System; and
 - (ii) six (6) individuals shall be nominated by the Sinai Health System (the “**SHS Nominees**”).
- (b) Vacancies on the Board that arise among the SHS Nominees shall only be filled by individuals nominated by the Sinai Health System.

28. Sinai Health System shall have the following special rights:

- (a) to work in conjunction with its system partners, including the Corporation, to carry out system level strategic planning including developing shared principles and expectations; and

- (b) to nominate six (6) individuals to all future Boards of the Corporation in accordance with section 27(a)(ii); and
 - (c) to ratify:
 - (i) any proposed amendments to the Corporation's constating documents or By-laws;
 - (ii) any expenditures in excess of Two Million (\$2,000,000.00) Dollars; and
 - (iii) the appointment of any Chairperson and CEO.
- 29. The Board shall participate fully in system-level strategic planning with Sinai Health System and the Sinai Health System Board of Directors as applicable.
- 30. Directors must be at least eighteen (18) years of age, of sound mind, who are not undischarged bankrupts, and who are not "ineligible individuals" under the *Income Tax Act* (Canada).
- 31. Unless otherwise provided, Directors shall serve for one (1) year terms, with the expectation that, when joining the Board, they will make a commitment to serve on the Board for no less than two (2) years. Each Director shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than nine (9) consecutive years. Each Director may also be eligible for re-election for another term or terms (to a maximum of nine (9) consecutive years) if two (2) or more years have elapsed since the termination of his or her last term. In determining a Director's length of service as a Director, service prior to the coming into force of this By-law shall not be included. Despite the foregoing, where a Director was appointed to fill an unexpired term of a Director as described in section 32, such partial term shall be excluded from the calculation of the maximum years of service.
- 32. Subject to section 27(b) and provided that there are at least a majority of the Specified Number of Directors in office, the Board may appoint a Director to fill a vacancy up to the number of Directors elected at the most recent annual meeting of Members between annual meetings. Directors appointed by this procedure shall hold office only until the next annual meeting at which point they may be elected, subject to the normal process of nomination and election of Directors by the Members. In the event that there is less than a majority of the Specified Number of Directors in office, the Board shall call a Meeting of Members to fill all such vacancies.
- 33. The office of Director shall be automatically and immediately vacated if/when a Director has:
 - (a) been removed pursuant to a special resolution at a Meeting of Members called to consider that matter;
 - (b) submitted a resignation in writing;
 - (c) been found by a court to be of unsound mind;
 - (d) died;

- (e) become bankrupt;
 - (f) been found guilty of a criminal offence;
 - (g) been found to be an “ineligible individual” under the *Income Tax Act*, or
 - (h) been found to cease to satisfy the requirements for office set out in section 27(a).
34. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and/or his term of office expires.
35. In addition to the circumstances set out in section 33, the office of a Director shall be automatically and immediately vacated if/when a Director:
- (a) has, over a period of twelve (12) calendar months, missed three (3) meetings of the Board in succession or in any one year period missed over fifty (50%) percent of all regularly scheduled Board meetings and Committee meetings, unless the Board waives such absences,
 - (b) no longer meets the relevant legislative and regulatory standards for acting as a member of the board of a charitable organization in Canada.
36. The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such or in any other capacity; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.
37. Without limiting the application of all applicable law regarding the foregoing, all Directors shall make themselves familiar with the Corporation’s policies dealing with good faith, fiduciary duties and confidentiality obligations, conflict of interests, and governance ethics all as may be set out in the Board of Directors Policy Manual, Board of Directors Position Profile, By-laws or other directives or policy statements from time to time.

RESPONSIBILITIES AND POWERS OF DIRECTORS

38. The Directors shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.
39. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board may prescribe.
40. The Directors shall be charged with the responsibility to plan for and provide for future capital and program needs and if required, to hold income or capital in reserve for such purposes with the necessary authority to make appropriations from specifically designated

funds for such purposes from time to time and to have express powers to authorize the release and expenditure of such funds for such purposes.

41. The Board is hereby authorized, from time to time:
 - (a) to borrow money upon the credit of the Corporation, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the Board in its discretion may deem expedient;
 - (b) to limit or increase the amount to be borrowed;
 - (c) to issue or cause to be issued bonds, debentures or other securities of the Corporation and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the Board;
 - (d) to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation; and
 - (e) to move monies out of the Corporation's surplus to use for a specific purpose or restituted purposes.
42. The Board is responsible for overseeing the financial viability of the Corporation by:
 - (a) authorizing the acquisition of funds;
 - (b) borrowing if and when needed;
 - (c) ensuring sufficient reserves to meet all legal obligations;
 - (d) approving and monitoring capital and operational budgets; and
 - (e) providing for future anticipated program needs.
43. The Board shall schedule and set the agenda and location for any Meeting of Members, ensure proper notification to Members, and ensure there is appropriate recording capability and all other support functions for such meetings in place, all in accordance with legal requirements and the By-laws.

BOARD MEETINGS

44. Meetings of the Board may be held at any time and place to be determined by the Chairperson, the Secretary or the Board, provided that 48 hours' written notice of such meeting shall be given to each Director. Notice required to be sent to a Director may be sent by prepaid mail or may be delivered personally, or may be sent by facsimile or electronic transmission to the Director at his latest postal address facsimile or email address shown in the records of the Corporation. A notice sent in accordance with this

provision is deemed to be received by the Director at the time it is personally delivered, when it is transmitted by facsimile or electronic transmission or, in the case of a mailing, on the tenth (10th) day following the date of the mailing unless, in the case of a mailing, there are reasonable grounds for believing that the Director did not receive the notice by mail by that time or at all.

45. The CEO and such others as the Board may from time to time determine by majority vote, shall be entitled, in the same manner and to the same extent as a Director, to notice of, and to attend and speak at, meetings of the Board, but shall not be entitled to vote thereat.
46. There shall be at least four (4) meetings of the Board each year.
47. A resolution in writing signed by all of the Directors entitled to vote on that resolution at a meeting of the Board is as valid as if it had been passed at a meeting of the Board. Resolutions in writing may be signed in counterpart and satisfy all the requirements of this By-law relating to meetings of the Directors.
48. No error or omission in giving notice of any meeting of the Board or any rescheduled or any adjourned meeting of the Board shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
49. Each Director may exercise one (1) vote on each motion or resolution put to a vote at a meeting of the Board.
50. A majority of the Specified Number of Directors shall constitute a quorum for meetings of the Board. Any meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions given to the Board by or under the By-laws.

INDEMNIFICATION OF DIRECTORS

51. Each Director and his 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:
 - (a) all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and
 - (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

COMMITTEES OF THE BOARD

52. The Board shall have three (3) standing Committees: (i) Finance and Audit, (ii) Executive and Nominations and (iii) Quality, Safety & Risk, for which the Board will establish and approve the Terms of Reference.
53. The Board may from time to time appoint other standing and ad hoc Committees and establish their terms of reference, including their time frames.
54. All Committees, standing and ad hoc, are accountable to the Board and shall report regularly to the Board, and each and every Committee shall make recommendations on matters within their mandate to the Board for approval.
55. All Committees, other than the Executive and Nominations Committee, may be comprised of both Directors and non-Directors, with the proviso that:
 - (a) at least three (3) appointees must be members of the Board in addition to the chair of the Committee (who shall be a Director);
 - (b) staff as needed will act as a resource to, with non-voting status on, each Committee.
56. Subject to section 57, Committee quorum shall be a majority of the voting members holding current positions on such Committee.
57. Unless otherwise provided, the Chairperson and the CEO shall be ex-officio members of all Committees. The Chairperson shall have the right to vote but shall not count for purposes of quorum unless he is in attendance. The CEO shall not have the right to vote.
58. The functions, duties, responsibilities and powers of Committees shall be provided in the resolution of the Board by which such Committee is established or in terms of reference adopted by the Board.

EXECUTION OF DOCUMENTS

59. Subject to section 60, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring signature of the Corporation, shall be signed by any one of the Chairperson or Vice-Chairperson together with any one of the CEO or a Director and all instruments or documents so signed shall be binding upon the Corporations without any further authorization or formality (or as otherwise agreed by the Board).
60. In addition to the provisions of section 59, the Board may from time to time by resolution direct the manner in which the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.

MINUTES OF THE BOARD

61. All minutes of the meetings of the Board shall be available in an accessible format to all Members upon their request, except for:
 - (a) any minutes of meetings or portions of meetings which are held in camera; and
 - (b) any items which are specifically designated as available only to members of the Board.
62. All minutes of the Board shall be sent in a timely fashion to all Board Members. Email will be used where available and acceptable. The Board will decide on an annual basis how it will distribute the minutes of its meetings to ensure accessibility to all members of the Board.
63. As required by law, and according to customary actions of the Corporation, the officially approved and signed minutes shall be kept at the Corporation's head office in the Corporation's minute book.

FINANCIAL YEAR OF THE CORPORATION

64. The fiscal year end of the Corporation shall be as determined from time to time by the Board, currently being March 31.

MEETINGS

65. Any Meeting of Members, the Board or a Committee may be temporarily adjourned at any time and from time to time. Such business may be transacted at a rescheduled meeting as might have been transacted at the original meeting without requiring a new formal notice of the rescheduled meeting.
66. A Director, Member or Committee member who is unable to attend in person at a meeting of the Board, Members, or a Committee may participate in the meeting by any means that allows such a person to communicate effectively at all times with every other individual participating in the meeting; and any individual participating by such means is considered to be present at the meeting for all purposes, to the extent permitted by law, including quorum requirements and voting rights.
67. For the purpose of sending notice to any Member, Director or officer for any Meeting of Members, the Board or otherwise, the postal or electronic address of the Member, Director or officer shall be his last address recorded on the books of the Corporation.

AUDITORS

68. The Members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the Corporation for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board may fill any casual vacancy in the office of the auditor.

BOOKS AND RECORDS

69. The Board shall ensure that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

RULES AND REGULATIONS

70. The Board may prescribe such rules and regulations not inconsistent with the By-laws relating to the oversight and governance of the Corporation as it deems expedient.

EFFECTIVE DATE

71. The effective date of this By-law shall be the date on which it is confirmed by the Members.

AMENDMENTS OF BY-LAWS

72. This By-law may be repealed or amended or a new by-law may be passed by a majority of the directors at a Board meeting and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members voting thereon, in each case at a meeting duly called for the purpose of considering same


REPEAL

73. All previous by-laws of the Corporation are repealed as of the coming into force of this By-law. The repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any letters patent or supplementary letters patent or predecessor charter documents of the Corporation obtained pursuant to, any such by-laws before its repeal. All officers and persons acting under any by-laws so repealed shall continue to act as if appointed under the provisions of this By-law, and all resolutions of the Members or the Board or a Committee with continuing effect passed under any repealed by-laws shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

ENACTED by the Board on this 5th day of September, 2018.



Chairperson



Secretary

Confirmed by the Members on this 5th day of September, 2018.



Chairperson



Secretary