

BY-LAW NO. 1

A by-law relating generally to the transaction of the business and affairs of:

MARIPOSA HOUSE HOSPICE

(Hereinafter called the "Corporation")

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

1. INTERPRETATION

1.1. Definitions:

In this by-law and all other by-laws and special resolutions of the Corporation, unless the context otherwise requires:

- 1.1.1. **"Act"** means the *Not-for-Profit Corporations Act, 2010* of Ontario and all regulations thereunder;
- 1.1.2. **"Board"** means the Board of Directors of the Corporation;
- 1.1.3. **"By-laws"** means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- 1.1.4. **"Corporation"** means the corporation without share capital under the Act incorporated by letters patent dated the 4th day of November, 2016 and named Mariposa House Hospice;
- 1.1.5. **"Director"** means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- 1.1.6. **"Letters Patent"** means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;
- 1.1.7. **"Meeting of Members"** includes an annual meeting of members and a special meeting of members;
- 1.1.8. **"Member"** means a member of the Corporation;
- 1.1.9. **"Members"** means the collective membership of the Corporation;
- 1.1.10. **"Officer"** means an officer of the Corporation

1.2. Interpretative Guidelines

- 1.2.1. Words importing the singular number include the plural and vice versa and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- 1.2.2. The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.
- 1.2.3. Other than as defined in these By-Laws, all terms contain in this By-Law shall have the meaning given to such terms in the Act.

2. BUSINESS OF THE CORPORATION

2.1. Head Office:

Until changed in accordance with the Act, the head office of the Corporation shall be in the Severn Township in the County of Simcoe.

2.2. Corporate Seal:

Until changed in accordance with the Act, the corporate seal of the Corporation shall be in the form impressed hereon.

2.3. Financial Year:

Until otherwise ordered by the board, the financial year of the Corporation shall end on March 31 in each year.

2.4. Execution Of Instruments:

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by the President or a Vice-President or a Director and by the Treasurer or the Executive Director and by the President or a Vice-President. In addition, the board may from time to time direct the manner in which the person or persons by whom any particular instrument or class of instruments may or shall be signed. All cheques must be signed by two Board members and or one Board member and the Executive Director, decided upon for the year, at the first Board meeting. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.

2.5. Banking Arrangements:

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

2.6. Voting Rights In Other Companies:

The board may from time to time direct the manner in which a person or persons by whom any particular voting rights or class of voting rights may or shall be exercised.

2.7. Borrowing Power:

Without limiting the borrowing powers of the Corporation as set forth in the Act, the board may from time to time, on behalf of the Corporation, without authorization of the Members borrow money on the credit of the Corporation or charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation or any rights and powers, and undertakings, to secure any money borrowed or other debt, or any other obligation or liability of the Corporation.

3. DIRECTORS:

3.1. Number Of Directors And Quorum:

The Board of Directors shall manage the affairs of the Corporation. Until changed in accordance with the Act, the number of Directors shall be seven of whom five directors shall constitute a quorum for the transaction of business.

3.2. Qualifications:

No person shall be qualified as a Director unless they are eighteen or more years of age and shall at the time of their election and throughout their term of office be a member of the Corporation. A person who is not a member of the Corporation may become a Director within ten days after their election, if otherwise qualified and if that person becomes a member of the Corporation within ten (10) days after his or her election, subject to the provisions of the Act.

3.3. Rotation and Term

Subject to the provisions of the Act, Directors shall be elected in rotation by members entitled to vote and shall retire in rotation. Subject to Section 3.4 below dealing with the first elections, each Director shall serve for a Term of 3 years unless they are removed from or vacated from such office pursuant to Section 3.6 or 3.7 or pursuant to the Act. Any individual may only serve two consecutive Terms of 3 years **[without the unanimous consent of the Board]**.

3.4. Initial Election of Seven Directors

At the first general meeting of members following this amendment of the by-law or by written resolution:

- 3.4.1. Two Directors shall be elected to hold office for a 1 year term expiring at the close of the next annual meeting of members following the date of their election;
- 3.4.2. Two Directors shall be elected to hold office for a 2 year term expiring at the close of the second annual meeting of members following the date of their election;
- 3.4.3. Three Directors shall be elected to hold office for a full 3 year term expiring at the close of the third annual meeting of members following their election.

3.5. Elections

Subject to the provisions of sections 3.3 and 3.4, at each annual meeting of members thereafter a number of directors retiring in each year shall be elected for a term expiring at the close of the third annual meeting of members following their election.

3.6. Removal Of Directors:

The members may, by resolution passed by at least two-thirds of the votes cast thereon at a general meeting of members called for the purpose, remove any Director before the expiration of his/her term of office and may, by majority vote at that meeting, elect a person in their stead for the remainder of their term.

3.7. Vacation Of Office:

The office of a Director shall be vacated upon the occurrence of any of the following events;

- 3.7.1. if a receiving order is made against them or if they make an assignment under the Bankruptcy Act;
- 3.7.2. if an order is made declaring them to be a mentally incompetent person or incapable of managing their affairs;
- 3.7.3. if they cease to be qualified as provided in section 3.2;
- 3.7.4. if they shall be removed from office by resolution of the members as provided in section 3.6 or;
- 3.7.5. if by notice in writing to the Corporation they resign from their office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

3.8. Vacancies:

Vacancies on the board may be filled for the remainder of their term of office either by the members at a general meeting of members called for the purpose or by the board if the remaining directors constitute a quorum. If the number of directors is increased, a vacancy or vacancies on the board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner provided.

3.9. Calling Of Meetings:

Meetings of the board shall be held from time to time at the call of the board or the President or any two Directors. Notice of the time and place of every meeting so called shall be given to each Director not less than 48 hours (excluding Saturdays, Sundays and bank holidays) before the time when the meeting is to be held, save that no notice of meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

3.10. First Meeting Of New Board:

Provided a quorum of Directors be present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

3.11. Regular Meetings:

The board may appoint a day or days in any month for regular meetings at a place and hour to be named and at least ten (10) meetings are to be held each year. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

3.12. Place Of Meeting:

Meetings of the board shall be held at the head office of the Corporation or elsewhere.

3.13. Chair:

The President shall serve as the Chair of all meetings of the board of Directors. In the event the President is not in attendance, the Vice-President shall, for the purposes of such meeting, serve as the Chair.

3.14. Votes To Govern:

At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the Chair of the meeting shall be entitled to a casting vote.

3.15. Interest Of Directors In Contracts:

Subject to the provisions of the Act, no Director shall be disqualified by his office from contracting with the Corporation, providing that it is approved, by the voting of the Board.

3.16. Declaration Of Interest:

It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to that extent, in the manner and at the time required by the Act.

3.17. No Remuneration:

The Directors shall serve as such without remuneration and shall not receive remuneration for serving the Corporation in any other capacity and receiving compensation.

3.18. Committees:

- 3.18.1. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- 3.18.2. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

4. OFFICERS

4.1. Election Of President:

From time to time the Board shall elect from among its members a President, who shall serve for a 2 year term.

4.2. Appointment Of Other Officers:

The board shall appoint a Vice-President, Treasurer and such Officers as the board may determine from time to time. The Officers so appointed must be Directors and one person may hold more than one office.

4.3. Terms of Office And Remuneration:

The terms of office of the Officers appointed by the board shall be settled by it from time to time. The board may remove at its pleasure any Officer of the Corporation. Otherwise, each Officer elected or appointed by the board shall hold office until a successor is elected or appointed, except that the term of office of the Officer shall expire if and when they shall cease to be a Director and subject to the term limit on the President as specified in Section 4.1.

4.4. The Executive:

The board may elect from its number an Executive Committee consisting of not less than three (3), which shall have power to fix its quorum at not less than a majority of its members and may exercise all the powers of the board, subject to approval by the Board.

The Executive shall have the general management and direction, subject to the authority of the board, of the business and affairs of the Corporation and the power to appoint and remove any and all employees and agents of the Corporation not elected or appointed by the board and to settle the terms of their employment and remuneration.

4.5. Vice-President:

During the absence or disability of the President – duties shall be performed and powers exercised by the Vice-President.

4.6. Secretary:

The Secretary or a substitute appointed by the Board as needed shall attend and record all meetings of Directors and shall enter or cause to be entered in the books kept for that purpose minutes of all proceedings thereat: shall give or cause to be given, as and when instructed, all notices to Members and Directors; shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation except when some other Officer or Agent has been appointed for the purpose.

4.7. Treasurer:

The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation and, under the direction of the board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; shall render to the board whenever required an account of all transactions as Treasurer and of the financial position of the Corporation.

4.8. Variation Of Duties:

From time to time the President may add to the duties of any other Officer and may vary to limit such additional duties. From time to time the board may vary, add to or limit the powers and duties of an Officer.

4.9. Agents And Attorneys:

The board shall have power from time to time to appoint agents or attorneys for the Corporation.

4.10. Fidelity Bonds:

The board may require such Officers, Employees and Agents of the Corporation as the board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board may from time to time prescribe.

5. PROTECTION OF DIRECTORS AND OFFICERS

5.1. Limitation Of Liability:

To the extent permitted by the Act and any other applicable laws, no Director or Officer 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 by order of the board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their own willful neglect or default.

5.2. Indemnity:

To the extent permitted by the Act and any other applicable laws, every Director and Officer of the Corporation 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:

- a) all costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any actions, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or about the execution of the duties of their office; and
- b) all other costs, charges and expenses that the Directors and Officers sustain or incur in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by their own willful neglect or default.

5.3. Validity Of Actions:

No act or proceeding of any Director or Board of Directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding of the qualification of such Director or Board of Directors.

5.4. Director's Reliance:

Directors may rely upon the accuracy of any statement or report prepared by the Corporation's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

5.5. Insurance

To the extent permitted by the Act and any other applicable laws, the Corporation may purchase and maintain such insurance for the benefit of any person referred to in this section as the Board may from time to time determine.

5.6. Special Provisions

That, if the organization should dissolve, provides for the distribution of the organization's assets and property held or acquired from the proceeds of licensed lottery events (ie. lottery trust

accounts or property purchased with lottery proceeds) to charitable organizations that are eligible to receive lottery proceeds in Ontario.

6. MEMBERS

6.1. Members:

Only members of the current Board of Directors may be admitted as members by the board of directors.

6.2. Terms Of Membership:

The interest of a member in the Corporation is not transferable and lapses and ceases to exist:

- a) upon death;
- b) when he/she ceases to be a member by resignation;
- c) when he/she ceases to be a Director for any reason;
- c) otherwise in accordance with the by-laws of the Corporation or applicable law.

6.3. Resignation:

Members may resign by resignation in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation.

6.4. Removal:

Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership if, by a vote of 80% of those present and voting at such Meeting, the Board in good faith determines:

- 6.4.1. the Member is in violation of or has violated any provision of the articles, by-laws or any rules and regulations of the OCC; or
- 6.4.2. that the Member's behavior has been or is improper, illegal, harassing, unbecoming, or likely to endanger any other Member or the interests or reputation of the OCC.

Upon the service of such notice to a Member, such Member's membership shall be suspended until the Board has considered the aforementioned resolution;

Such notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

7. MEETING OF MEMBERS

7.1. Annual Meetings:

The annual meeting of the members shall be held at such time and on such day in each year as the board or the President may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing

Directors and appointing Auditors and for the transaction of such other business as may properly be brought before the meeting.

7.2. Special Meetings:

The board or the President shall have power to call a special meeting of members at any time.

7.3. Place Of Meetings:

Meetings of members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situated or, pursuant to 7.5 or if the board shall so determine, at some other place.

7.4. Notice of Meetings:

Notice of the time and place of each meeting of members shall be given in Accordance with the Act and, without limiting the foregoing, shall be sufficient is notice is given by publication at least once a week for two consecutive weeks next preceding the meeting in a news

in the manner hereinafter provided not less than ten days before the day on which the meeting is to be held to each member of record at the close of business on the day on which notice is given who is entered in the books of the Corporation. Notice of a special meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meetings of members that any member is entitled to receive.

7.5. Meetings Without Notice:

A meeting of members may be held at any time and place without notice if all the members entitled to vote thereat are present in person or represented by proxy, or if those not present or represented by proxy waive notice or otherwise consent to such meeting being held, and at such meeting any business may be transacted under which the Corporation at a meeting of members may transact.

7.6. President / Vice-President

The President or, in absence of the President, the Vice-President shall be Chair of any meeting of members. If no such Officer is present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their numbers to be Chair.

7.7. Persons Entitled To Be Present:

The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the auditors of the Corporation and others who, although not entitled to vote, are entitled or required under any provision of the Act or the letters patent or by-laws to be present at the meeting or who are explicitly invited to be present by the Board of Directors.

7.8. Right To Vote:

At any meeting of members every person shall be entitled to vote that is at the time of the meeting entered in the books of the Corporation as a member.

7.9. Proxies:

At any meeting of members a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the

same voting rights that the member appointing them would be entitled to exercise if present at the meeting. A proxy need not be a member.

7.10. Determination of Quorum

At any meeting of members, a quorum is set at 5 voting members.

7.11. Votes To Govern:

At any meeting every question shall, unless otherwise required by the letters patent or by-laws of the Corporation or by law, be determined by the majority of the votes duly cast on the question.

7.12. Show Of Hands:

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- 7.12.1. each Member entitled to a vote shall be entitled to one vote at any meeting;
- 7.12.2. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- 7.12.3. an abstention shall not be considered a vote cast;
- 7.12.4. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- 7.12.5. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- 7.12.6. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.13. Casting Vote:

In case of an equality of votes at any meeting of members upon a show of hands or upon a poll, the Chair of the meeting shall be entitled to a casting vote.

7.14. Adjournment:

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

7.15. Meeting Decorum & Procedures

Any matter of order or procedure respecting meetings of the OCC for which express provision has not been made in the by-laws, shall be determined in accordance with the latest edition of Robert's Rules of Order.

Respect and civility is expected of all in attendance.

8. NOTICES

8.1. Method Of Giving Notices:

Subject to Section , any notice to be given a Member, Director, Officer or Auditor shall be sufficiently given if delivered personally or mailed to their last address as recorded in the books of the Corporation. A notice so delivered shall be deemed to have been given when it is delivered personally and a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box.

8.2. Omissions And Errors:

The accidental omission to give any notice to any Member, Director, Officer or Auditor shall not invalidate any action taken at any meeting.

8.3. Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

9. AUDITORS

9.1. Auditors

The members shall at each annual meeting appoint an Auditor to audit the accounts of the Corporation, to hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of the Auditor. The remuneration of the Auditor shall be approved by the Board of Directors.

10. EFFECTIVE DATE:


10.1. Effective Date:

This by-law shall come into force when confirmed by the members in accordance with the Act.

PASSED by the Directors and sealed with the corporate seal the 18th day of May, 2022.



President



Treasurer

CONFIRMED by the members the ___ day of _____, 20__.

President

Treasurer