

## SAINT LUKE'S PLACE FOUNDATION

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**BY-LAW NO. 1**

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**A BY-LAW RELATING GENERALLY TO BUSINESS AND AFFAIRS**

**BE IT ENACTED** and it is hereby enacted as a By-law of  
**SAINT LUKE'S PLACE FOUNDATION**  
(hereinafter called the "Corporation") as follows

**1. SEVERABILITY AND PRECEDENCE**

- 1.1 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 shall prevail.

**2. EXECUTION OF CONTRACTS**

- 2.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.
- 2.2 All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, and in such manner as shall from time to time be determined by resolution of the Board.

**3. DIRECTORS****3.1 Election and Term**

The affairs of the Corporation shall be managed by a Board of ten (10) Directors who shall be those individuals who are Directors of the Corporation at the time this By-law is enacted and who shall subsequently be elected by the Members of the Corporation. Each of the Directors shall, at all times, be a Member of the Corporation.

At the time this By-law is enacted the Members shall elect four of the Directors for a four (4) year term, three of the Directors for a three (3) year term, and the remaining Directors for a two (2) year term. Thereafter, newly elected Directors shall be elected for four (4) year terms.

**3.2 Vacancies**

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation, or at the time specified in the notice, whichever is later;

- b. if the Director dies;
- c. if the Director becomes bankrupt;
- d. if the Director is found to be incapable of managing property under Ontario law; or
- e. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

### 3.3 Filling Vacancies

A vacancy on the Board shall be filled only by a vote of the Members.

### 3.4 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly, or indirectly receive any profit from occupying the position of Director; provided that:

- a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
  - i. considered reasonable by the Board;
  - ii. approved by the Board for payment by resolution passed before such payment is made; and
  - iii. in compliance with the conflict of interest provisions of the Act; and
- c. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director, or in other capacity, if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## 4. BOARD MEETINGS

### 4.1 Calling of Meetings

Meetings of the Directors may be called by the Chair or President at any time and any place on notice as required by this by-law.

### 4.2 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

#### 4.3 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting.

#### 4.4 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

#### 4.5 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote.

#### 4.6 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

### 5. FINANCIAL

#### 5.1 Banking

The Board shall by resolution from time to time designate the financial institutions in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

#### 5.2 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

### 6. OFFICERS

#### 6.1 Officers

The Board shall appoint from among the Directors a Chair and may appoint any other person to be president, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

## 6.2 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

## 6.3 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

## 6.4 Duties of the Chair

The Chair shall perform the duties described in sections 4.4 and 10.5 and such other duties as may be required by law or as the Board may determine from time to time.

## 6.5 Duties of the President

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

## 6.6 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

## 6.7 Duties of the Secretary

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

# 7. PROTECTION OF DIRECTORS AND OTHERS

## 7.1 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is be liable for:

- a. the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation;
- b. any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board, or for or on behalf of the Corporation;
- c. the insufficiency, or deficiency, of any security in or upon which any of the money of or belonging to the Corporation shall be placed or invested;
- d. any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited; or
- e. any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust;

provided that they have:

- i. complied with the Act and the Corporation's articles and By-laws; and
- ii. exercised their powers and discharged their duties in accordance with the Act.

## **8. MEMBERS**

### **8.1 Members**

Membership in the Corporation shall consist only of those persons who are Directors of the Corporation.

### **8.2 Membership**

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

### **8.3 Disciplinary Act or Termination of Membership for Cause**

- a. Upon fifteen (15) days written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the Articles or By-laws.
- b. The 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 five (5) days before the end of the fifteen (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.

## **9. MEMBERS' MEETINGS**

- **Annual Meeting**

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than ten (10) days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;

- f. election of Directors; and
- g. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

- **Special Meetings**

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than three (3) of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

- **Notices**

Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and, if relevant, to the auditor or person appointed to conduct a review engagement [Section 55(1)(a) & (c)]. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken [Section 55(8)(a)]. Notice of each meeting must remind the Member of the right to vote by proxy [Section 65].

- **Chair of the Meeting**

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

- **Voting of Members**

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:

- a. each Member shall be entitled to one (1) vote at any meeting;
- b. 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;
- c. an abstention shall not be considered a vote cast;
- d. 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;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall have a second or casting vote; and
- f. 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.

- **Adjournments**

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time. The Members must be provided with notice of the adjourned meeting. 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.

- **Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting and with the majority consent of the Members present at the meeting.

## 10. QUORUM

### 10.1 Quorum

A quorum for the transaction of business at a Members' or Directors' meeting is a four (4) Members or Directors entitled to vote at their respective meetings, whether present in person or by proxy [Section 64(1)]. If a quorum is present at the opening of a meeting of the Members or Directors, the Members or Directors present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

## 11. ACCOUNTABILITY

### 11.1 Code of Conduct

A Director shall at all times adhere to the Code of Conduct in place at the time this By-Law is enacted, and as may be promulgated by the Corporation from time to time.

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Each Member of the Corporation shall at all times act in, and further, the best interests of the Corporation which, as established by the objects of the Corporation, is to acquire, construct, hold, supply, operate, manage and maintain housing accommodation and incidental facilities for older adults. A Member shall at no time act in a manner that may injure, or intend to injure, the Corporation or its constituent parts.

### 11.2 Conflict of Interest

A Director or Member who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation, or whose personal or professional interests may be advantaged by knowledge of the Corporation's business, or decisions made by the Membership or its Directors, shall make the disclosure required by the Act. Except as provided by the



Act, no such Director or Member shall attend any part of a meeting of Directors or Members or vote on any resolution to approve any such contract or transaction.

### 11.3 Confidentiality

Directors and Members shall at all times, which shall include while they are a Director or Member, or thereafter, keep any and all proprietary information received as a Director or Member of the Corporation, confidential and will not either directly or indirectly use, publish, communicate, divulge, disseminate or otherwise disclose any proprietary information to any other person without the prior written consent of the Corporation.

Proprietary information includes all information relating to the operation, financing, strategy or future plans of the Corporation and any information which is not generally known in the independent living or long-term care community.

## 12. DELEGATION

### 12.1 Delegation

The Directors or Officers may, from time to time establish or use committees or staff to implement or delegate such functions or activities which the Articles or By-laws of the Corporation require or permit of its Directors or Officers. Such committees or staff shall have the power and authority which the Directors or Officers have delegated to them and shall, at all times, be fully responsible and accountable to them.

## 13. PROXIES

### 13.1 Proxies

Members or Directors entitled to vote at their respective meetings may, by means of a proxy, appoint a proxy holder as their nominee to attend and act at the meeting in the manner, to the extent, and with the authority, conferred by the proxy. The instrument appointing a proxy shall be executed by the Member or Director or their attorney authorized in writing to do so, and shall cease to be valid after the earlier of the expiration of one (1) year from the date thereof, or when revoked by the Member or Director. The instrument appointing a proxy shall be in such form as the Directors may, from time to time, prescribe, 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 cast, or at such earlier time and in such manner as may be prescribed in accordance with the Act.

## 14. ADOPTION AND AMENDMENT OF BY-LAWS

### 14.1 Amendments to By-laws

This By-law may be amended by a majority vote of the Board and the Members.

## 15. NOTICES

### 15.1 Services

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally [Section 196], or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director 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 person entitled thereto.

### 15.2 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, 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.

### 15.3 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

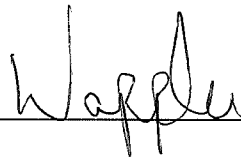
## 16. INTERPRETATION

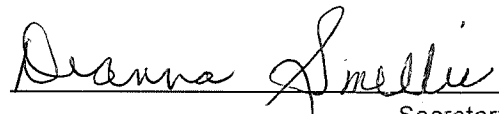
### 16.1 Interpretation

"Act" means the Not-For-Profit Corporations Act, 2010, (Ontario) and, where the content requires, includes the regulations made under it, as amended or re-enacted from time to time.

ENACTED on the 21 day of June, 2017.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Wappler

  
\_\_\_\_\_  
Deanna Smedley  
Secretary

## SCHEDULE A - Position Description of the President

### ROLE STATEMENT

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate.

### RESPONSIBILITIES

**Agendas:** Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

**Direction:** Serve as the Board's central point of communication with the Board of Directors of Saint Luke's Place. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

**Work Plan:** Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement and evaluation.

**Representation:** Serve as the Board's primary contact with the public.

**Reporting:** Report regularly to the Board on issues relevant to its governance responsibilities.

**Board Conduct:** Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

**Mentorship:** Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors. Succession Planning. Ensure succession planning occurs for senior management, if any, and Board.

**Committee Membership:** May serve as a Member on all Board committees.

## SCHEDULE B - Position Description of the Treasurer

### ROLE STATEMENT

The treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

### RESPONSIBILITIES

**Custody of Funds:** The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

The treasurer may delegate the treasurer's functions herein delineated to the appropriate senior staff and ensure that those functions are carried out as required by law.

**Board Conduct:** Maintain a high standard for Board conduct and uphold policies and Bylaws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

**Mentorship:** Serve as a mentor to other Directors.

**Financial Statement:** Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

## SCHEDULE C - Position Description of the Secretary

### ROLE STATEMENT

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

### RESPONSIBILITIES

**Board Conduct:** Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

**Document Management:** Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, and registers, or delegate them to the appropriate senior staff, and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

**Meetings:** Give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

The secretary may delegate the secretary's functions herein delineated to the appropriate senior staff and ensure that those functions are carried out as required by law.

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**BY-LAW NO. 2**

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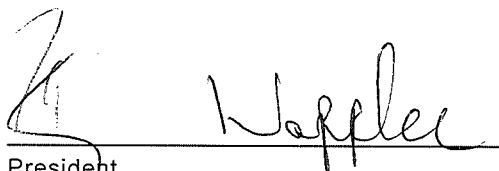
**A BY-LAW RESPECTING THE BORROWING OF MONEY, THE ISSUING OF  
DEBT OBLIGATIONS AND THE SECURING OF LIABILITIES**

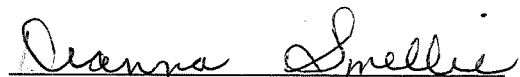
**BE IT ENACTED** and it is hereby enacted as a By-Law of  
**SAINT LUKE'S PLACE FOUNDATION**  
(hereinafter called the "Corporation") as follows

The Directors of the Corporation may on behalf of the Corporation, and not personally, from time to time:

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell or pledge debt obligations of the Corporation but no invitation shall be extended to the public to subscribe for any such debt obligations;
- c. subject to the Business Corporations Act, 1990, give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
- d. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation; and
- e. delegate the powers conferred on the Directors under this By-law to a Director, a committee of Directors or an officer of the Corporation to such extent and in such manner as the Directors shall by resolution determine.

ENACTED on the 21 day of June, 2017

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary