

Constitution & By-Laws (2021)

BOARD OF MANAGEMENT FOR THE DISTRICT OF PARRY SOUND WEST (BELVEDERE HEIGHTS) - Amended as set out on the final page of this Constitution & By-Laws.

WHEREAS: The Act provides for the establishment of Boards of Management for Homes for the Aged in Territorial Districts.

NOW THEREFORE: A seven-member Board shall be established for District of Parry Sound West (BELVEDERE HEIGHTS), which shall be a Corporation but not under the Corporations Act and shall have charge thereof under the name of the Board of Management for the District of Parry Sound West (BELVEDERE HEIGHTS), for the following objects, that is to say:

Article 1 – Definitions

- 1.1 **“Act”** shall mean the *Long-Term Care Homes Act, 2007* and its Regulations.
- 1.2 **“Area”** shall mean the geographic areas set out in Sections 2.2 through 2.5 of this By-Law.
- 1.3 **“Board”** shall mean the Board of Management of the said Corporation.
- 1.4 **“Corporation”** shall mean the total operations of the organization to include the “Home” and all other facilities, services, and programs.
- 1.5 **“Director”** shall mean a member of the said Board.
- 1.6 **“Home”** shall mean *The District of Parry Sound West (BELVEDERE HEIGHTS)*. Parry Sound West is composed of that part of the Territorial District of Parry Sound lying within the boundaries of the Geographic townships of The Archipelago, Blair, Brown, Burpee, Burton, Carling, Christie, Ferguson, Foley, Harrison, Hagerman, Henvey, Humphrey, McDougall, McKellar, McKenzie and McMurrich, Monteith, Mowatt, Shawanaga, Wallbridge, the Village of Rosseau, and the Town of Parry Sound.

(Current legislation has not been updated to reflect numerous Township amalgamations when this by-law was amended, i.e. the new Township of Seguin includes the Townships of Christie, Foley, Humphrey, west ½ of Monteith, and the Village of Rosseau. McMurrich-Monteith includes McMurrich Township and the east ½ of Monteith. McDougall includes Ferguson Township. The new Municipality of Whitestone includes the Townships of Burpee, Burton, part of Croft, Ferry, Hagerman, and McKenzie.)

1.7 “Meeting” shall mean an assembly of the simple majority of the said directors.

Article 2 – Board of Management for the District of Parry Sound West (BELVEDERE HEIGHTS)

The Home shall be vested in the Board and the Board shall have charge thereof and direct the operation of the Home under the name of Belvedere Heights (the “Corporation”).

The Board of Management for the District of Parry Sound West (BELVEDERE HEIGHTS) shall consist of seven members and the areas they represent and the manner of their appointment shall be as follows (as dictated by the Act):

2.1 Two members at large to be appointed by the Lieutenant Governor in Council.

2.2 Area 1, represented by two members to be appointed by the Municipal Council of The Corporation of the Town of Parry Sound;

2.3 Area 2, represented by one member to be appointed jointly by the Municipal Councils of,

- i) The Corporation of the Township of the Archipelago,
- ii) The Corporation of the Township of Carling, and
- iii) The Corporation of the Township of McDougall¹;

2.4 Area 3, represented by one member to be appointed by the Municipal Council of the Township of Seguin²;

2.5 Area 4, represented by one member to be appointed jointly by the Municipal Councils of,

- i) The Municipality of Whitestone³,
- ii) The Township of McKellar, and
- iii) The Township of McMurrich/Monteith⁴.

¹ McDougall includes Ferguson Township.

² The new Township of Seguin includes the Townships of Christie, Foley, Humphrey, west ½ of Monteith, and the Village of Rosseau.

³ The new Municipality of Whitestone includes the Townships of Burpee, Burton, part of Croft, Ferrie, Hagerman, and McKenzie.

⁴ McMurrich-Monteith includes McMurrich Township and the east ½ of Monteith.

2.6 The members of the Board of Management are referred to as “Directors” throughout this By-Law.

2.7 Each Director shall meet the requirements of the Act, being that he/she shall be:

- a) at least 18 years of age;
- b) a resident of the district served by the Board of Management; and
- c) not employed by the Board of Management or any of the supporting municipalities.

Article 3 – Appointment of Directors and Term of Office

3.1 All Directors appointed by the Councils of the Areas served by the Corporation must be residents of those Areas, and will hold office for a term of council (four years) effective January 1st in the year following the Municipal elections.

3.2 Directors in good standing at the expiration of their term of office may be re-appointed to the Board.

3.3 Where the office of a Director who is not a Director at large becomes vacant before the end of his/her term of office, a new Director from that Area may be appointed by the Municipalities included in that Area for the balance of the term of office subject to Article 3.2.

3.4 Where the office of a Director at large becomes vacant, his/her successor shall be appointed by the Lieutenant Governor in Council.

3.5 **Vacation of Office** – the office of a Director of the Corporation shall be vacated and the person holding such office shall cease to be a Director of the Corporation:

- (a) if he/she is found by a person or body with authority to be mentally incompetent;
- (b) if he/she is convicted of any indictable offence;
- (c) if by notice in writing to the Secretary of the Corporation he/she resigns office;
- (d) the office of a Director of the Corporation may be vacated upon a simple majority vote of the balance of Directors if the said Director fails to attend three (3) consecutive regular Board Meetings unless the absence is authorized by a resolution of the Board; or
- (e) if he/she ceases to meet the qualifications set out in these By-Laws.

3.6 Director Compensation – Directors of the Corporation shall serve without remuneration and no Director shall directly or indirectly receive profit from their position. Directors may be paid reasonable expenses as incurred with regard to the performance of duties and these expenses should be documented and approved by the Corporation.

Article 4.0 – Election of Officers and Terms of Office

4.1 The Board shall, at its first meeting in each year, appoint one of its Directors as Chair and another Director as Vice-Chair.

4.2 The Board's Directors may appoint such other officers and agents as they shall deem necessary that shall have such authority and shall perform such duties as may from time to time be prescribed by the Board. The Board's Directors may appoint a Secretary/Treasurer who may be a Director or the Board may appoint the Director of Finance as a non-voting member to fill the role of Secretary/Treasurer.

4.3 The Directors so elected shall hold office for twelve consecutive months and may be reappointed.

4.4 No Director shall serve as Chair for more than four consecutive terms.

4.5 Where the office of the Chair or Vice-Chair becomes vacant before the term of that office has expired, the Board shall appoint another Director to that office for the unexpired portion of that term.

4.6 Presiding at Elections of Officers – The Chief Executive Officer or Administrator shall preside at the annual election of officers or, if there is no Chief Executive Officer, the Directors present shall select from amongst the Directors a person to preside, and the person so selected may vote as a Director.

4.7 Number of Votes – For the purpose of electing the officers, each Director shall have one vote.

Article 5 – Objectives

The Corporation shall be carried out without purpose of gain for its members and any profit or other gains to the Corporation shall be used in promoting its objectives as follows:

5.1 To provide accommodation, care and other community supportive services for the health and welfare of aging and aged persons in keeping with their special needs and wishes without regard to race, colour, creed, nationality, language or place of origin, in an atmosphere conducive to the social and individual dignity and well being of the aged.

5.2 To ensure that facilities, services, and programs of the Corporation meet the highest possible standards in accordance with current knowledge and practice in geriatrics and gerontology.

5.3 To ensure that the services of the Corporation are, whenever practical, in accordance with the intent of the *Long-Term Care Homes Act* and Regulations made there under, and the policies of the Ministry of Health and Long-Term Care.

5.4 To ensure that the services of the Corporation are provided at a reasonable cost. It is the Board's responsibility to ensure that in each term of office, in accordance with the municipal electoral cycle or more often, a benchmark evaluation is made to ensure that value and performance are reasonable in comparing similar home for the aged enterprises.

5.5 To ensure that the physical facilities of the Corporation are fully adequate and that there are the required financial resources available to properly maintain these said facilities.

Article 6 – Duties of the Board

6.1 To direct the affairs of the Corporation in accordance with the provisions of the objectives as stated in Article 5;

6.2 **Chief Executive Officer** – The Board shall appoint a Chief Executive Officer who for the purposes of the Act shall be the "Administrator" and shall be responsible to and report to the Directors as required. The Chief Executive Officer shall not manage or administer any matters and duties, which in by-laws must be transacted or performed by the Board. He or she shall employ such staff as necessary to efficiently provide services to clients of the Corporation and discharge them should it become necessary to do so and have regard for labour laws which may apply in any particular case. He or she shall report regularly to the Directors and provide them

such information as they require regarding the affairs of the Corporation. It shall also be his or her responsibility to prepare budgets to all financial operations of the Corporation and provide it to the Directors for study prior to its presentation to the Board or any Government Ministry for approval.

6.3 Secretary-Treasurer – to appoint a Secretary-Treasurer whose duties shall include attending meetings of the Board, oversee keeping a record of the minutes of meetings and performing such other duties as the Board may direct. The Secretary-Treasurer’s responsibilities shall also include overseeing the keeping of the books of accounts and accounting records of the Corporation as required by the provisions of any Act, regulations or resolutions related thereto and the performing of other duties as may be established from time to time by resolution of the Board.

6.4 Medical Director – To appoint a Home Physician on a contractual basis who shall have responsibility for medical, paramedical and nursing care, nursing services and medications without thereby restricting the Residents from selecting their own private attending Physician. The Medical Director shall present a written report for review by the Board at least annually.

6.5 Auditor – To appoint an auditor, from amongst the auditors used by the municipalities involved in governing the Corporation, whose duties shall be to examine, audit and verify all vouchers, accounts, receipts, expenditures, records, trust accounts and financial transactions of the Home, to prepare a report in accordance with the Act and a financial statement and balance sheet for presentation to the Board on or before the end of March following the calendar year of audit;

6.6 To ensure that residents of the Home receive adequate social, medical, nursing and personal care and services consistent with their individual needs.

6.7 To set the compensation of the Chief Executive Officer and to ensure that the Chief Executive Officer establishes fees, salaries, wages and other allowable expenses that are proper and otherwise determines the conditions of employment of all other persons employed or retained by the Corporation.

6.8 To ensure that adequate records are maintained of the operation of the Home and that yearly inventory check is made or as requested by the Board.

6.9 To ensure the Corporation complies with the restrictions set out in Section 17 of the *Municipal Act* relating to borrowing, investing and granting loans, amongst other financial matters.

6.9 **Confidentiality** – to ensure the confidentiality of all records and information pertaining to individual applicants, residents, staff and Community Support Services’ participants.

6.10 **Signing Officers** – to specify the Secretary-Treasurer, Board signing officers, Chief Executive Officer and any other who may draw, accept, sign and make all or any bill of exchange, promissory notes, cheques, and orders of payment of money, and sign contracts and other legal documents connected with the maintenance and operation of the Corporation.

6.11 **Written Rules** – to establish written rules and regulations for the governance of the Corporation consistent with the aims and objectives of Article 5 and 6 in compliance with any Acts, statutes, laws, regulations, and by-laws whatsoever which may be applicable, including this Constitution, the *Long-Term Care Homes Act*, the *Municipal Act*, or any successor thereof.

Article 7.0 – Head Office

7.1 The Board may from time to time by resolution fix the location of the head office of the Corporation within the place in the District of Parry Sound West Ontario designated as such by special resolution of the Board.

a) The head office of the Corporation is to be situated at 21 Belvedere Avenue, Parry Sound, Ontario, P2A 2A2.

Article 8.0 – Board Meetings

8.1 **First Meeting of the Board** – the first meeting of the new Board of Management after a regular municipal election shall be held on the fourth Wednesday in January, and the meeting shall be held at 0900 hrs or at such hour as may be fixed by by-law. The prior Board of Management shall continue to operate and conduct the business affairs of the Corporation between the times of a regular election and until the new Board is deemed organized.

8.2 **Conflict of Interest** – A Director on the Board shall not make a decision or participate in making a decision in the execution of his or her office if the Director knows or reasonably should know that in the making of the decision there is an opportunity to further the Director’s private interest or improperly to further another person’s private interest. The Board shall

establish a Conflict of Interest policy, review, and amend such policy as required from time to time.

8.3 Confirmation of Appointment before Business – no business shall be proceeded with at the first meeting until after a written confirmation of appointments has been made to the Chief Executive Officer (Administrator) by each participating municipality on behalf of the members who present themselves for that purpose.

8.4 When Board is Deemed Organized – the Board shall be deemed to be organized when the written confirmations of appointments have been made by a majority of the participating municipalities constituting a quorum under the by-laws, and it may be organized and business may be proceeded with despite the failure of any of the other municipalities to make such written confirmations under the Act.

8.5 Place of First Meeting – the first meeting of a Board shall be held in the Board Room at Belvedere Heights, 21 Belvedere Avenue, Parry Sound, Ontario, P2A 2A2.

8.6 Subsequent Meetings – the subsequent meetings of the Board and all meetings of every other Board shall be held at such place as the Board of Management from time to time designates.

8.7 Regular Board Meetings – subject to Section 8.5, regular Board meetings shall be held in the Home on the fourth (4th) Wednesday of the month unless otherwise called by the Board from time to time. Board members may attend by telephone/video and may participate with voting rights (limited to 3 members per meeting with prior notice).

8.8 Special Meetings – subject to the procedure by-law enacted, the Board Chair may at any time summon a special meeting, and upon receipt of the petition of the majority of the directors on the Board, the Chief Executive Officer shall summon a special meeting for the purpose and at the time and place mentioned in the petition. If there is no by-law or petition fixing the place of a special meeting, that meeting shall be held at the place where the last regular meeting was held.

8.9 Quorum – for a meeting of the Board shall be a simple majority of the Directors.

8.10 Chair to Preside – the Chair shall preside at all meetings of the Board, enforce order and observance of the Constitution and procedures, sign all necessary documents and have general supervision over the work of the Board.

- (a) During the absence of the Chair, the Vice-Chair shall exercise his/her duties and functions.
- (b) In the event of both Chair and Vice-Chair being absent from a meeting, the attending Directors may select one of their members to preside, and the Director so elected shall have all the powers of the Chair while so presiding.

8.11 Meetings Open to Public – except as provided in this procedure, all meetings shall be open to the public.

8.12 Improper Conduct – the Chair or other presiding officer may expel any person other than a Director for improper conduct at a meeting. A Director may be expelled by the Chair subject to a two thirds (2/3) majority vote by the directors in attendance.

8.13 Closed Meeting (In-camera) – a meeting or part of a meeting may be closed to the public if the subject matter being considered is,

- (a) the security of the property of the Board;
- (b) personal matters about an identifiable individual, including Board employees;
- (c) a proposed or pending acquisition of land for Board purposes;
- (d) labour relations or employee negotiations;
- (e) litigation or potential litigation, including matters before administrative tribunals, affecting the Board and/or its operations;
- (f) the receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
- (g) a matter in respect of which a Board, committee or other body has authorized a meeting to be closed under another Act;
- (h) related to the consideration of a request under the *Municipal Freedom of Information and Protection of Privacy Act*.

8.14 Resolution – before holding a meeting or part of a meeting that is to be closed to the public, the Board shall state by resolution,

- (a) the fact of the holding of the closed meeting; and
- (b) the general nature of the matter to be considered at the closed meeting.

8.15 Taking a Vote – subject to Section 8.16, a meeting shall not be closed to the public during the taking of a vote.

8.16 Exception – despite Section 8.15, a meeting may be closed to the public during a vote if,

- (a) Section 8.13 permits or requires a meeting to be closed to the public; and
- (b) The vote is for a procedural matter or for giving directions or instructions to officers, employees or agents of the Board of Management or persons retained by or under contract with the Board.

8.17 **Adjournment** – The Board may adjourn its meetings from time to time.

Article 9.0 – Voting

9.1 The Board Chair, or the presiding officer, except where disqualified to vote by reason of interest or otherwise, may vote with the other Directors on all questions, and, except where otherwise expressly provided by by-law, any question on which there is tie vote shall be deemed to be defeated.

9.2 **Recorded Votes** – where a vote is taken for any purpose and a Director requests immediately prior to the taking of the vote that the vote be recorded, each Director present, except a Director who is disqualified from voting by any Act or this By-Law, shall announce his or her vote openly, and any failure to vote by a Director who is not disqualified shall be deemed to be a negative vote and the presiding officer shall record each vote.

9.3 **No Vote by Ballot** – no vote shall be taken by ballot or by any other method of secret voting, and every vote so taken is of no effect.

9.4 All procedures of the Board shall be according to Robert’s Rules of Order (Revised) unless otherwise indicated by Provincial Legislation or this Constitution.

Article 10.0 – Indemnities to Directors and Others

10.1 Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation 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 which such Directors, Officers or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office,

- (b) all other costs, charges and expenses which he or she 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 wilful neglect or default.

Article 11.0 – For the Protection of Directors and Officers

11.1 (a) No Director or Officer for the time being of the Corporation 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 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 the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective offices or trusts or in relation thereto unless the same shall happen by or through his or her own wilful acts or through his own wilful neglect or default.

(b) The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contracts, act or transaction whether or not made, done or entered into in the name of or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

(c) At any duly constituted meeting of the Board, the Directors may present and vote on a resolution to Confirm the Proceedings of such meeting, except where prior approval of a Government Authority is required.

Article 12.0 – Fiscal Year

12.1 The fiscal period of the Corporation shall terminate on the 31st day of December in each year or on such other date as the Directors may from time to time by resolution determine.

Article 13.0 – Amendment of By-Laws

13.1 The By-laws of the Corporation not embodied in the *Long-Term Care Homes Act* may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board of Management.

Article 14.0 – Annual Information Meeting

14.1 The annual information meeting of the Corporation shall be held at the head office of the Corporation. The meeting shall be held on such date and time as determined by the Board between the first day of April and the first day of October. For the purposes of this meeting, members of the Corporation include the Directors of the Corporation and the councillors of the supporting municipalities defined in Article 2.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, officers, CEO, the financial statement and the report of the auditors shall be presented and auditors confirmed for the ensuing year.

Forty-five (45) days written notice shall be given to each municipality of any annual information meeting of the Corporation. No error or omission in giving notice of any annual information meeting of the Corporation shall invalidate such meeting or make void any proceedings taken thereat. For purpose of sending notice to any municipality, director or officer for any meeting or otherwise, the address of the Director or officer shall be his or her last address recorded on the books of the Corporation. Notice of such meeting inviting the public shall be provided on the Corporation's website, and other public communications as may be decided by the Board.

Article 15.0 – Interpretation

15.1 In all By-laws and special resolutions of the Corporation, the singular shall include the plural and the plural the singular, the word "person" shall include firms and corporations, and the masculine shall include the feminine.

15.2 Whenever reference is made in any By-law or any special resolution of the Corporation to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

15.3 Any article of clauses in this Constitution not consistent with any Provincial Act or Regulation shall be null and void.

Passed by the Board of Management of the Home for the Aged of the District of Parry Sound West, (BELVEDERE HEIGHTS), this 21st day of August, A.D., 2002 and amended by Board Resolution in July 2003; December 2010; August 2011; June 2017; September 25, 2019; December 16, 2020; and March 24, 2021.

Lynne Gregory 14/04/21 Lynne Gregory
Chairperson (Date)

Art Coles 14/04/21 Art Coles
Co-Chair (Date)

Kami Johnson 14/04/21 [Signature]
Administrator (Date)