

## Governance & Audit Committee

### AGENDA

**Thursday October 14, 2021, 5:00pm**

Join Zoom Meeting

<https://us02web.zoom.us/j/81283375809?pwd=aUNxN3BUb3ZaMzZ3Rm92ZzNLd2xMUT09>

Meeting ID: 812 8337 5809

Passcode: 832704

Item	Description	MRP
1.0	Call to Order & Introductions	Gary Beattie
2.0	Declarations of Conflict of Interest	Gary Beattie
3.0	Approval of Previous Minutes: June 9, 2021	Gary Beattie
4.0	Business Arising	
4.1	2021 YCC Board Assessments*	Gary Beattie
4.2	Board & Committee Schedule – Revised Q4 date	Gary Beattie
4.3	York Care Centre Name Change	Tony Weeks
5.0	New Business	
5.1	York Care Centre, YCP & YDI By-Laws	Tony Weeks
5.2	Appointment of Auditors	Tony Weeks
5.3	Report from the President & CEO – Verbal	Tony Weeks
5.4	Resignations & Appointments	
6.0	Date of Next Meeting: January 20, 2021	Gary Beattie

\*To follow

## Minutes of meeting of the Governance & Audit Committee Virtual meeting, June 9, 2021 at 5pm

Virtual: Gary Beattie-Chair; Trina MacDonald, Keith McAlpine, Wayne Snowdon, Kevin Roherty  
Guest: Jason Swallow PwC and Gordon Ashe PwC  
Staff: Tony Weeks

### **Welcome**

Mr. Beattie called the meeting to order. Due to COVID-19 the meeting was held virtually.

**Approval of Previous Minutes:** January 14, 2021 approved & March 11, 2021 approved with minor amendment (golf tournament)

***It was moved by Mr. Snowdon and seconded by Ms. MacDonald to accept the minutes of January 14, 2021 and March 11, 2021 are approved with amendment as presented.  
Motion carried.***

### **Declarations of Conflict of Interest**

Mr. Beattie asked members if there was a need to register a conflict of interest. No conflicts raised.

### **Business Arising**

#### **Board Assessments/Review**

- Mr. Weeks to arrange for the Board of Directors Assessment to be circulated to members in July.

### **Draft Audited Financial Statements**

- Mr. Ashe reported the 2020-2021 was a smooth audit, completed remotely in a secure manor as COVID-19 forced PwC to do the work differently for the second year running. Mr. Ashe expressed his appreciation for the support from Mr. Smith and Kathy Palmer. Mr. Ashe noted that the Management Letter and Financial statements for all companies will be signed at the upcoming Board of Directors Meeting.
- Mr. Swallow spoke about risk of management override of control being a required risk for all audits. To mitigate any risks PwC spent time reviewing consistency in journal entries for York Manor Inc., York Developments Inc and CIRA and as a result of testing and review there were no control recommendations or evidence of fraud or illegal activity.
- Risk of Fraud in revenue recognition is also a required risk and to address this risk, confirmation letters are sent to the province. Analytical procedures are performed and as a result there were no issues noted.
- Other risks: the Retroactive CUPE back payment of \$1.2m was tested given the magnitude of the adjustment. PwC confirmed the calculations were in alignment of what was actually paid.
- PwC confirmed the summary of unadjusted items were consistent with prior years, commenting that the statements are very clean.
- Mr Swallow apologized to Mr. Beattie for any confusion or concern when PwC asked for an increase in materiality at CIRA. Although, there was no adjusted/unadjusted differences relating to CIRA, PwC did reach out because the activity at CIRA was more than anticipated. As a result, the benchmark is unchanged at 3% for expenses but PwC increased the materiality level.

Mr. Swallow thanked Mr. Beattie for accommodating the request.

- The revised standard for auditing accounting estimates did not impact YMI but PwC performed work to ensure YMI was in compliance and no issues were found.
- PwC concluded there were no fraud or legal acts identified for all companies. At this point, PwC is required to ask the committee and management if they are aware of any fraud or legal acts. There was no known knowledge of fraud or illegal activity.
- Appendix 1 contains a draft independent auditor's report – standard representation letter, setting out responsibilities. To be signed with Board of Directors approval, along with the approval of financial statements
- The remaining appendices are management representation letters and PwC independence letter.
- Mr. Beattie asked for an explanation regarding the differences in the reporting guidelines for YMI and YDI. Mr. Smith confirmed YDI is following the guidelines in policy 403 statement. Mr. Swallow clarified the province requires YDI to report under specific guidelines that is not required by YMI. The reporting is based on the funding received from Government.

**[Mr. Swallow and Mr. Ashe left the meeting]**

- Mr. Smith presented the highlights of the March 31, 2021 Financial statements starting with YMI operating fund assets at \$1,382,069. Mr. Smith reminded the committee that one payroll with benefits is over \$400,000. Statement of operations total revenue from Province and residents was \$21,734,158, other revenue \$2,062,952 (includes the \$125,000 NB Power rebate), total revenue without interest \$23,797,110. Total expenses \$23,822,701, finishing the year with a small deficit of \$16,907.
- Mr. Snowdon said he thought the financial report would show a surplus at the end of the year. Mr. Smith confirmed there were many changes by the end of the year between Jan – March resulting in additional purchasing to enhance staff and resident lives. He noted there was not a lot of change since the March unaudited statements.
- Mr. Smith referenced Note 15 in the notes to Financial Statements referencing COVID-19 as suggested by PwC. YMI received over \$414,000 revenue from Federal and Provincial Government to offset COVID-19 related costs.
- YDI – Operating Funding had a total of \$438,139 in cash. Most of the mortgages are paid off – only mortgage we are still holding is 116 Sunset Drive. Total revenue is \$1,201,833, lower than the previous year due to the ADP being closed because of COVID. Expenses \$1,123,973, closing the year with a surplus of \$77,860.
- CIRA – Cash assets \$868,493, revenue is \$919,507 versus \$935,730 expenses. Net deficit for the year is \$9,871.
- YCP – no audit performed based on the fact that it has very low revenue. Revenue (mortgage interest) \$2,401 paid to YCP by YDP and \$2,690 revenue cash. Only expense is \$323.00 (property tax on the grave yard) and \$4,797 contributed to YMI. The total revenue received was \$5,090 with total expenses of \$5,090, with a \$0 surplus/deficit position. \$392,892 in cash at March 31, 2021. YCP Statement of Financial position total assets at March 31, 2021 is \$457,330.

***It was moved by Mr. Roherty and seconded by Mr. Snowdon that the Governance and Audit Committee recommend that the Board of Directors approve the YMI, YDI, CIRA draft audited financial statements. Motion carried.***

**Appointment of Auditors**

- Mr. Smith recommended that the companies continue to use PwC as the auditors.

***It was moved by Mr. Snowdon and seconded by Mr. McAlpine that the Governance and Audit Committee recommend PwC for appointment as auditors for YMI, YDI and CIRA for the 2021/2022 year at the AGM. Motion carried.***

**[Mr. Smith left the meeting]**

### **Draft 2020-2021 Annual Report**

- Mr. Weeks presented the draft report. Following Board approval, the annual report will be posted on the YCC website.
- Ms. MacDonald noted how easy the report is to read.

***It was moved by Ms. MacDonald and seconded by Mr. Roherty that the Governance and Audit Committee recommend the Draft 2020-2021 Annual Report is presented to the Board of Directors for approval. Motion carried.***

### **YMI Name Change**

- Mr. Weeks referenced the YMI Name Change briefing note that was circulated to the committee.
- Mr. Weeks informed the committee that a special meeting of the Board is required which is scheduled for Monday for a majority vote that will need to be ratified. The completed package will go to the appropriate Government director for approval. Once approval is received, by-laws and Revenue Canada will be updated and contracts will be updated when expired.

***It was moved by Mr. Roherty and seconded by Mr. Snowdon that the Governance and Audit Committee recommend the YMI Name Change is presented to the Board of Directors for approval. Motion carried.***

### **Appointments**

- Mr. Beattie confirmed Ms. DeCourville is resigning after this term but all other re-appointments remain. Two new potential board members have been suggested but the discussion was deferred until the next meeting. Ms. Golden is to confirm whether she will remain the Chair of the Finance & Administration Committee.
- Sonya Gilks is hoping to return to Board in October.
- Mr. Wolstenholme is stepping down as the Research and Ethics Committee Chair and Mr. McAlpine has offered to take over the Chair of that Committee.
- Executive Officers to remain the same.

***It was moved by Ms. MacDonald and seconded by Mr. McAlpine that the Governance and Audit Committee make the Board Appointment recommendations to the Board of Directors. Motion carried.***

***It was moved by Mr. Snowdon and seconded by Mr. Roherty that the Governance and Audit Committee nominate Mr. McAlpine as the new Chair of the Research and Ethics Committee for approval by the Board of Directors. Motion carried.***

### **Draft Meeting Schedule**

- Mr. Beattie recommended that all committee chairs review the draft schedule before being approved at the next Board meeting.

It was moved by Mr. Snowdon that the meeting adjourn.



# 2021/2022

## Board & Committee Meeting Schedule

JULY 2021- 1st Quarter Review				Package Distribution	Committee Chair	Executive Lead(s)
Care Services	via email package			Thursday, Aug 5th	Marjorie Belzile	Jamie
Research & Ethics	via email package			Tuesday, Aug 10th	Keith McAlpine	Justine
Governance & Audit	via email package			Thursday, Aug 19th	Gary Beattie	Tony
Finance and Administration	via email package			Monday, Aug 23rd	TBD	Byard/Shelley/Tim
Board of Directors	via email package			Monday, Aug 30th	Lyne St.Pierre-Ellis	Tony
OCTOBER/NOVEMBER 2021- 2 <sup>nd</sup> Quarter Review				Package Distribution	Committee Chair	Executive Lead(s)
Research & Ethics	Tuesday	05-Oct	2:00	Wednesday, Sept 29th	Keith McAlpine	Justine
Care Services	Thursday	07-Oct	4:00	Friday, Oct 1 <sup>st</sup>	Marjorie Belzile	Jamie
Governance & Audit	Thursday	14-Oct	5:00	Friday, Oct 8 <sup>th</sup>	Gary Beattie	Tony
Finance & Administration	Thursday	28-Oct	5:00	Friday, Oct 22 <sup>nd</sup>	TBD	Byard/Shelley/Tim
Board of Directors	Monday	08-Nov	5:00	Friday, Nov 5th	Lyne St.Pierre-Ellis	Tony
JANUARY/FEBRUARY 2022- 3 <sup>rd</sup> Quarter Review				Package Distribution	Committee Chair	Executive Lead(s)
Research & Ethics	Tuesday	18-Jan	2:00	Wednesday, Jan 12th	Keith McAlpine	Justine
Care Services	Wednesday	19-Jan	4:00	Friday, Jan 14th	Marjorie Belzile	Jamie
Governance & Audit	Thursday	20-Jan	5:00	Friday, Jan 14th	Gary Beattie	Tony
Finance & Administration	Thursday	31-Jan	5:00	Friday Jan 28th	TBD	Byard/Shelley/Tim
Board of Directors	Monday	07-Feb	5:00	Friday, Feb 4 <sup>th</sup>	Lyne St.Pierre-Ellis	Tony
Mar-22				Package Distribution	Committee Chair	Executive Lead(s)
Finance & Administration	Thursday	24-Mar	5:00	Friday, Mar 18th	TBD	Byard/Shelley/Tim
Board of Directors	Monday	28-Mar	5:00	Friday, Mar 25th	Lyne St.Pierre-Ellis	Tony
APRIL/MAY 2022- 4 <sup>th</sup> Quarter Review				Package Distribution	Committee Chair	Executive Lead(s)
Research & Ethics	Tuesday	12-Apr	2:00	Wednesday, Apr 6th	Keith McAlpine	Justine
Care Services	Thursday	14-Apr	4:00	Friday, Apr 8th	Marjorie Belzile	Jamie
Finance & Administration	Thursday	28-Apr	5:00	Friday, Apr 22nd	TBD	Byard/Shelley/Tim
Board of Directors	Monday	09-May	5:00	Friday May 6th	Lyne St.Pierre-Ellis	Tony
Jun-22				Package Distribution	Committee Chair	Executive Lead(s)
Governance & Audit (Q4 review)	Thursday	09-Jun	5:00	Friday, May 27th	Gary Beattie	Tony
Board of Directors	Monday	13-Jun	5:00	Friday, June 10th	Lyne St.Pierre-Ellis	Tony
AGM	Monday	20-Jun	5:00	Tuesday, June 14th	Lyne St.Pierre-Ellis	Tony



**PROVINCE OF NEW BRUNSWICK  
COMPANIES ACT**

**SUPPLEMENTARY LETTERS  
PATENT TO**

**PROVINCE DU NOUVEAU BRUNSWICK  
LOI SUR LES COMPAGNIES**

**LETTRES PATENTES  
SUPPLÉMENTAIRES À**

**York Care Centre Inc.**

**021407**

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**Reference Number / Numéro de référence**

WHEREAS under the Companies Act being Chapter C-13 of the Revised Statutes of New Brunswick, 1973, it is amongst other things in effect enacted that, upon application being made by a company thereunder, the Director may, by supplementary letters patent, confirm by-laws of such company duly passed by the Board of Directors and approved by the shareholders or members (as the case may be) in accordance with the said Act;

ATTENDU QU'en vertu de la Loi sur les compagnies, chapitre C-13 des Lois révisées du Nouveau-Brunswick de 1973 il est édicté, entre autres, que le Directeur peut, sur demande d'une compagnie en vertu de cette loi, confirmer par lettres patentes supplémentaires, les règlements dûment adoptés par le conseil d'administration et approuvés par les actionnaires ou membres (selon le cas) conformément à cette loi;

AND WHEREAS the said Company has, in accordance with the said Act, duly passed the By-Law(s) attached hereto which By-Law(s) form a part of these Supplementary Letters Patent;

ET ATTENDU QUE cette compagnie a, conformément à cette loi, dûment passé le règlement (les règlements) ci-attaché(s), lequel règlement fait partie (lesquels règlements font partie) des présentes lettres patentes supplémentaires;

AND WHEREAS the said Company has made application under the said Act for supplementary letters patent confirming the said By-Law(s).

ET ATTENDU QUE cette compagnie a fait une demande de lettres patentes supplémentaires pour confirmer ce règlement (ces règlements).

NOW THEREFORE THESE PRESENTS WITNESSETH that, pursuant to the authority vested in him under the said Act, the Director under the Companies Act by these Supplementary Letters Patent, does hereby confirm the said By-Law(s) and Letters Patent and any Supplementary Letters Patent previously granted to the Company, to the extent they are inconsistent herewith, are hereby amended.

EN CONSÉQUENCE LES PRÉSENTES FONT FOI que le Directeur aux termes de la Loi sur les compagnies, en vertu des pouvoirs qui lui sont conférés par cette loi, confirme par les présentes lettres patentes supplémentaires, ce règlement (ces règlements), et les lettres patentes et toutes lettres patentes supplémentaires accordées auparavant à la compagnie sont par les présentes modifiées dans la mesure où elles sont incompatibles aux présentes.

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Deputy Director – Directeur adjoint

**June 30, 2021 - le 30 juin 2021**

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Filed - Déposé

**BY-LAW OF YORK MANOR INC.**

**"EXHIBIT A": BY-LAW NO. 2021-3**

A By-Law authorizing an application for supplementary letters patent.

**WHEREAS** it is deemed desirable that the provisions of the charter of York Manor Inc. be amended by supplementary letters patent.

**NOW THEREFORE BE IT ENACTED** and it is hereby enacted as By-Law No. 2021-3 of York Manor Inc. as follows:

1. That an application to the Director under the Companies act be made and the same is hereby authorized for issuance of s. upplementary letters patent amending the charter of York Manor Inc. by:

A) Changing the name of the company from "York Manor Inc." to "York Care Centre Inc."

B) Delete the following:

*(1) ...and such other persons as who hereafter become members of the corporation, are constituted a body corporate and politic under the name of "York Manor Inc." herein and hereinafter referred to as "the corporation" with the general powers and privileges incident to corporations in the Province of New Brunswick.*

and substituting therefore the following:

*{1} ... and such other persons as who hereafter become members of the corporation, are constituted a body corporate and politic under the name of "York Care Centre Inc." herein and hereinafter referred to as "the corporation" with the general powers and privileges incident to corporations in the Province of New Brunswick.*

C) Deleting the following:

*(3) The purposes and objects of the corporation shall be to help the inhabitants of New Brunswick by the establishment and operation of properly supervised rest and convalescent homes whose principal purpose shall be to provide shelter and care for aged, infirm or incapacitated persons who reside in the institutions.*

and substituting therefore the following:

*(3) The purposes and objects of the corporation shall be to help the inhabitants of New Brunswick by the establishment and operation of a properly supervised long-term care home whose principal purpose shall be to provide care and shelter for older adults or adults requiring additional support.*

D) Deleting the following:

*8(2) The corporation shall, as soon as possible after its annual meeting, cause a report of its operation for the past year including its financial statement to be published in a newspaper having general circulation in the County of York.*

and substituting therefore the following:

*8(2) The corporation shall, as soon as possible after its annual meeting, cause a report of its operation for the past year including its financial statement to be published in such a way to make publicly available in the County of York.*

2. That any one of the proper officers or the directors of York Manor Inc., be and they are hereby authorized to make an application to Director under the Companies Act for supplementary letters patent amending the Charter of the Company as herein set out and that they may be further authorized to sign and execute all other documents and do all other acts and things necessary and desirable for carrying out this by-law into effect.

**ENACTED THIS 14<sup>th</sup> day of June, 2021 by the Board of Directors.**



Per: \_\_\_\_\_  
Lyne St. Pierre-Ellis, Board Chair



Per: \_\_\_\_\_  
Sandra Magalhaes, Vice-Chair

Certified to be a true copy of the By-Law No. 2021-3 of the By-Laws of York Manor Inc., duly enacted at a meeting of the board of directors of the said company held on the 14<sup>th</sup> day of June, 2021 and duly approved, ratified, sanctioned, and confirmed by at least two-thirds (2/3) of the votes cast at a special general meeting of the members of the said company called and duly held for the purpose of considering the same on the 14<sup>th</sup> day of June, 2021 at which meeting a quorum of the members of the company were present in person or represented by proxy and that the said By-Law is still in force and effect, unamended.

Dated this 14<sup>th</sup> day of June, 2021



Per: \_\_\_\_\_  
Lyne St. Pierre-Ellis, Board Chair

2021-06-30

SNB - CORPORATE  
AFFAIRS/AFFAIR  
432 RUE QUEEN ST  
FREDERICTON NB

CARD \*\*\*\*\*5873  
CARD TYPE VISA  
DATE 2021/06/30  
TIME 1738 08:20:10  
RECEIPT NUMBER  
M84067417-001-001-666-0

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PURCHASE  
TOTAL

**\$62.00**  
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**APPROVED**

AUTH# 057961 01-027  
THANK YOU

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CARD ISSUER ABOVE AMOUNT  
PURSUANT TO CARDHOLDER  
AGREEMENT.

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AND RESEARCH IN AGING



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DEVELOPMENTS  
LIFESTYLE LIVING

## **BRIEFING NOTE**

To: Governance and Audit Committee  
From: Byard Smith, Chief Financial Officer  
Date: October 8, 2021

**RE: Appointment of new auditors**

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### **Background**

PricewaterhouseCoopers LLP have been the auditors for York Care Centre Inc and York Developments Inc. for the past seven years and also for CIRA since its inception in 2018. In September 2021, PwC advised us that they would no longer be able to carry out the annual audits for us due to operational issues including lack of qualified staff. The partner at PwC was able to locate another firm, Teed Saunders Doyle, that is willing to take on YCC, YDI and CIRA as their clients. PwC has agreed to share their working paper files with TSD to assist in the transfer of our account to the new auditors.

Teed Saunders Doyle has experience auditing several other NB nursing homes, including Loch Lomond Villa which is a large nursing home with seniors' apartments in Saint John. I contacted the Chief Financial Officer at LLV as a reference check and was advised that TSD has been performing their annual audits for over twenty years. LLV is very happy with the service provided by Teed Saunders Doyle.

I have had several conversations the partner at TSD who will be responsible for our account and they have agreed to perform our audits for the same fee as we had arranged with PwC. TSD has agreed to carry out an interim audit in November 2021 and also to perform the year-end audits of our three companies according to the timelines I have requested. The responsibility for our audits will be lead by the TSD Saint John office with staff assistance from their Fredericton office.

### **Current Status**

PwC is no longer our auditors as of September 22, 2021. Teed Saunders Doyle has agreed to carry out the 2021-22 fiscal year audits.

### **Next Steps**

I am proposing that the Governance and Audit Committee recommend to the Board of Directors that Teed Saunders Doyle be appointed as the auditors for YCC, YDI and CIRA for the 2021-22 fiscal year.

### **Submitted By**

Byard Smith, BBA, CPA, CMA  
Chief Financial Officer

**YORK ~~MANORCARE~~  
CENTRE  
INC.**

**GENERAL BYLAWS**

~~JANUARY 2017~~ OCTOBER 2021

**YORK ~~MANOR-CARE CENTRE~~ INC.**

**GENERAL BYLAWS**

**PREAMBLE:**

**WHEREAS YORK MANOR INC.** (the Corporation), was originally incorporated by Special Act of the Legislature entitled "An Act to Incorporate YORK MANOR INC." Ch. 103 of the statutes of New Brunswick 1969, and amendments thereto;

AND WHEREAS The directors of the Company on the 14th day of June, 2021 duly enacted By-Law No. 2021-3 authorizing the making of an application for supplementary letters patent to formally change the name York Manor Inc. to York Care Centre Inc.

AND WHEREAS the application for supplementary letters patent was approved under the Province of New Brunswick Companies Act on June 30, 2021, the Company name is officially changed to York Care Centre Inc.

**AND WHEREAS** the Act of Incorporation and its Amendments stipulate that the Members, Directors, and Executive Committee of York ~~Manor-Care Centre~~ Inc., shall be the same persons as those of York County Properties Inc.;

**AND WHEREAS** the affairs of YORK ~~MANOR-CARE CENTRE~~ INC., shall be managed by a Board of Directors, and where authorized by a Bylaw of the Corporation, the Executive Committee of the Directors may exercise such powers of the Board of Directors as are delegated to it by such Bylaw;

**AND WHEREAS** the purposes and objects of YORK ~~MANOR-CARE CENTRE~~ INC., shall be to help the inhabitants of New Brunswick by the establishment and operation of properly supervised rest and convalescent homes whose principal purpose shall be to provide shelter and care for aged, infirm or incapacitated persons who reside in the institutions;

**AND WHEREAS** the following terms, conditions and provisions shall be unalterable:

1. The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretion to the Corporation shall be used in promoting its objects.
2. No part of the income of the Corporation may be payable to or otherwise available for the personal benefit of any member thereof, except as otherwise provided in Article 6 b).
3. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada.

**NOW THEREFORE**, be it enacted and it is hereby enacted, that the following Bylaws be adopted for regulating the affairs of York ~~Manor~~-Care Centre Inc.

### **1. CORPORATE SEAL**

The Corporate Seal of the Corporation shall be a design formed of two concentric circles between which shall be the name of the Corporation. Inside the concentric circles shall be the words and figures "Incorporated ~~1969~~2021" as shown on the margin thereof.

The Corporate Seal shall not be used without the sanction of the Chair, or in his/her absence, the Vice-Chair and Secretary of the Corporation; or the sanction of such Director or Officer of the Corporation as the Board of Directors may by resolution appoint for general or specific purposes.

### **2. HEAD OFFICE**

The principal or head office of the Corporation shall be at the City of Fredericton, County of York, and Province of New Brunswick, and at the principal premises of the Corporation therein or such other place therein as the Directors of the Corporation may from time to time decide.

### **3. INTERPRETATION**

- a) Member means the Members of the Corporation appointed pursuant to a Special Act of the Legislature of the Province of New Brunswick.
- b) Board means the Board of Directors appointed pursuant to a Special Act of the Legislature of the Province of New Brunswick.
- c) Corporation means the corporation constituted under a Special Act of the Legislature of the Province of New Brunswick to incorporate York Manor Inc.
- d) Director means a member of the Board of Directors.

#### **4. ANNUAL MEMBERS MEETING OF THE CORPORATION**

- a) Notice of the Annual Members Meeting and regular meetings of the Board shall be given in such manner as the Board shall determine.
- b) The Annual Members Meeting of the Corporation shall be held on or before the 30<sup>th</sup> day of June of each year.
  - (1) The same rules of conduct and conditions shall apply to the Annual Members Meeting of the Corporation as to all meetings of the Board. The Minutes of the Annual Members Meetings of the Corporation shall be recorded and have validity as Minutes of the Board. However, the Annual Members Meeting will conduct the following business:
    - (i) Approve minutes of the previous Annual Members Meeting.
    - (ii) Receive the report of the Board, including the Audited Financial Statements, and the report thereon of the Auditor.
    - (iii) Receive the report of the unfinished business from the previous Members Meeting of the Corporation.
    - (iv) Receive the report of the Chair.
    - (v) Receive the report of Committees.
    - (vi) Receive the report of the President and Chief Executive Officer.
    - (vii) New Business.
    - (viii) Appoint an Auditor to the Corporation, to hold office until the next Annual Members Meeting.

#### **5. MEMBERS**

The Members of the Corporation from time to time shall be the Members of York County Properties Inc.

#### **6. BOARD OF DIRECTORS**

- a) The affairs of the Corporation shall be managed by a Board of Directors, who shall be the same persons as are the Directors of York County Properties Inc., and the Executive Committee of the Directors of York County Properties Inc., shall be the Executive Committee of the Directors of the Corporation and may exercise such powers of the Board of Directors as are delegated to it by the Board.
- b)
  - 1) The Directors shall serve as Directors and Officers without remuneration and no Director shall, directly or indirectly, receive any profit from his or her position as Director or Officer, provided that a Director may be paid reasonable expenses incurred by him or her, in the performance of his or her duties.
  - 2) Conflict of Interest

- (i) Members or Directors may contract with the Corporation in the same manner that they may validly contract with corporations in the Province of New Brunswick.
- (ii) If a Member or Director contracts with the Corporation, or is a Director or an Officer of, or has a material interest in a party that contracts or proposes to contract, then he or she must disclose in writing to the Corporation, and request to have entered in the Minutes of the Board the nature and extent of his or her interest.
- (iii) The declaration of interest shall be carried out prior to the entering of the contract.
- (iv) A Member or Director contracting with the corporation shall not be present and shall not vote at any meeting on any resolution to approve the contract.
- (v) A Member of the Board of Directors shall not vote on any matter considered by the Board in which the Member has a financial or other interest, and the Member must declare such interest before the vote is taken.

## **7. REGULAR MEETINGS OF THE BOARD**

- a) Meetings of the Board may be held either at York Care Centre, or elsewhere as the Directors may from time to time determine, provided that at least quarterly meetings are held in each fiscal year.
- b) A meeting of the Board may be held without notice immediately following the Annual Members Meeting of the Corporation.
- c) Any other Notice of regular meetings may be served at least 24 hours in advance of the meeting.
- d) Non-Board Members may attend meetings of the Board, only upon:
  - 1) Invitation by the Chair.
  - 2) Invitation by a resolution of the Board.

## **8. QUORUM OF BOARD AND COMMITTEES**

A quorum for meetings of the Board and Committees of the Board shall consist of not less than fifty percent (50%) of the Members of the Board or the Committee respectively.

## **9. ATTENDANCE AT MEETINGS**

Regular attendance at board and committee meetings is essential for the effective functioning of the Board. Board members are expected to attend a minimum of 75% of all scheduled meetings. Should a member be unable to attend meetings, regrets must be given within twenty four hours

prior to the meeting. Members who fail to meet the 75% attendance threshold without preauthorization from the Chair may be asked to vacate the board membership.

## **10. CHAIR**

- a) The Chair of the Board.
- b) The Vice-Chair of the Board if the Chair is absent.
- c) An elected Chair if the Chair and Vice-Chair are absent.

## **11. SPECIAL MEETINGS OF THE BOARD**

- a) The Chair or, in his or her absence, the Vice-Chair of the Board may call special meetings.
- b) If three Directors request in writing, which writing shall contain details on the topic to be considered, the Secretary of the Board shall call a meeting of the Board.
- c) Notification of any such meeting shall be given by email, telephone or in writing to each Director at least 24 hours in advance of the meeting, and such notification shall specify the topic to be considered.
- d) Such meeting shall be held no later than one week from the date when the Secretary has been requested to call the meeting. If the Secretary does not call the meeting, any Director may call such meeting by one-quarter of the Directors acting jointly.

## **12. VOTING**

- a) At any meeting, each Member or Director shall have the right to exercise one vote. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote.
- b) Unless the Chair deems it desirable to take a secret ballot, every question shall be decided in the first instance by a show of hands.
- c) For other matters, a ballot may be held if so demanded by any Member or Director present.

## **13. OFFICERS OF BOARD AND CHAIRS OF STANDING COMMITTEES**

- a) The Chair, Vice-Chair, Secretary, and Treasurer of the Board shall be the same persons as are elected to the same positions of York County Properties Inc.
- b) The Standing Committees of the Corporation shall be:
  - 1) Executive
  - 2) Finance and Administration
  - 3) Care Services
  - 4) Governance and Audit
  - 5) Ethics and Research

#### 14. COMMITTEES OF THE BOARD

- a) The Chair of each Committee shall select their Committee members from the Board on an annual basis, subject to review and approval by the ~~Executive Committee~~ Board of Directors. All Board members should serve on at least one committee.
- b) Each Standing Committee of the corporation shall develop Terms of Reference to be reviewed by the Governance and Audit Committee and approved by the Board.
- c) The Board may, at any meeting, appoint any Special Committee and name the Chair and its members.
- d) Special Committees shall confine their deliberations to the matters prescribed in their terms of reference.
- e) The Board may dissolve any Special Committee at any time.
- f) The Committee Chair, with the approval of the Board, may appoint community members ~~non-member~~ of the Board to the committee he/she chairs. A community member ~~non-member~~ shall have the same privileges as a director of the board ~~regular Board member~~, but only at the committee level. A community member ~~non-member~~ shall be appointed for a two year term which will be renewable at the discretion of the Board.
- g) The following shall be members of the appropriate committees:
  - 1) Executive Committee  
The Executive Committee shall be the same Committee as that established for York County Properties Inc.
  - 2) Finance and Administration Committee  
The Finance and Administration Committee shall be the same Committee as that established for York County Properties Inc.
  - 3) Care Services Committee  
The Care Services Committee shall be the same Committee as that established for York County Properties Inc.
  - 4) Governance and Audit Committee  
The Governance and Audit Committee shall be the same Committee as that established for York County Properties Inc.
  - 5) Ethics and Research Committee  
The Ethics and Research Committee shall be the same Committee as that established for York County Properties Inc.
  - 6) Standing Committees shall have at least two other Board Members in addition to the Chair.

## **15. EXECUTIVE COMMITTEE**

The Executive Committee shall exercise the full powers of the Board, except those duties stated in Article 27, in the management and direction of the Corporation: when delegated by the Board; in emergency circumstances between Board meetings; ~~and during the months in which the Board does not hold regular meetings.~~

## **16. PROCEDURES**

- a) The statutory declaration of the Secretary that notice has been given pursuant to the Bylaws shall be sufficient and conclusive evidence of the giving of such notice.
- b) No error or omission in giving notice for a meeting of the Board shall invalidate or make void any proceedings taken or had at such meeting and any member may, at any time, waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- c) Minutes shall be kept for all meetings of the Board and all meetings of the Committees.
- d) Questions arising at any meeting of the Board and Committees shall be decided by majority of votes. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote, all votes to be taken by a show of hands. A declaration by the Chair that a resolution has been carried and any entry to that effect in the Minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The names of the Proposer and Seconder of each resolution shall be recorded in the Minutes.

## **17. DUTIES OF THE CHAIR**

The Chair of the Board shall:

- a) Preside at the Annual Members Meeting and at all meetings of the Board of Directors.
- b) Be Chair of the Executive Committee.
- c) Be a member ex-officio, with voting privileges, of all Standing and Special Committees.
- d) Report at each Annual Members Meeting concerning the operation of the Corporation.
- e) Represent York ~~Manor-Care Centre~~ Inc. at public or official functions.
- f) Sign all instruments which require the Chair's signature, perform all duties incident to the office and shall have such powers and duties as may from time to time be assigned by the Board.

## **18. DUTIES OF THE VICE- CHAIR**

The Vice-Chair of the Board shall:

- a) Be the Vice- Chair of the Corporation.
- b) Have all the powers and perform all the duties of the Chair in the absence or disability of the Chair.

- c) Perform such other duties as the Board may direct.

## **19. DUTIES OF THE TREASURER**

The Treasurer of the Corporation shall:

- a) Be the custodian of the Books of Accounts and accounting records of the Corporation as required to be kept by provisions of the Companies Act and other applicable Legislation.
- b) Submit a financial statement at each regular meeting of the Board, indicating the financial position of York ~~Manor~~-Care Centre Inc. at the close of the preceding period.
- c) Have all accounts audited by an auditor appointed at the Annual Members Meeting of the Corporation.
- d) Perform such other duties as the Board may direct.
- e) The Treasurer shall, upon request by a Member of the Board, make available for examination the books and accounts of the Corporation at all reasonable times during business hours.

## **20. DUTIES OF THE SECRETARY**

The Secretary shall:

- a) Attend the Annual Members Meeting and all meetings of the Board.
- b) Keep a record of all Minutes.
- c) Attend to all official Board correspondence.
- d) Prepare all reports required under any Act or Regulation of the Province of New Brunswick.
- e) Be the custodian of all Minute Books, Documents and Registers of the Corporation required to be kept by the provisions of the Companies Act.
- f) Be the custodian of the Corporate Seal.
- g) Keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or for the use of the Corporation.
- h) Perform such other duties as the Board may direct.
- i) Sign with the Chair or other signing officer or officers of the Corporation such instruments as require such signature.
- j) Issue or cause to be issued Notices of all Meetings.
- k) Keep a book wherein shall be recorded the following:
  - 1) A copy of the Special Act and copy of the Incorporation and any amending Statutes and copies of all Bylaws.
  - 2) The names of all persons who are or have been Members of the Corporation.
  - 3) The address of every person while a Member.

- 4) The names and addresses of all persons who are or have been Directors of the Corporation, with the several dates at which each became or ceased to be such a Director.

## **21. BONDING**

- a) Directors, Officers and Employees, as the Board may designate, shall secure from a guarantee company, a bond of fidelity in an amount approved by the Board.
- b) At the discretion of the Board, the requirements of subsection a) may be met by a blanket position bond.
- c) All costs of fidelity bonds shall be paid by the Corporation.

## **22. PROTECTION OF DIRECTORS**

- a) Each and every Director of the Corporation, each and every member of any Committee created hereunder of York ~~Manor~~Care Centre Inc., hereinafter referred to as the Director or member, shall assume office on the express understanding, agreement and condition that every Director or member of the Corporation and his or her heirs, executors or administrators, 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 all costs, losses, charges and expenses whatsoever which such Director or member 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 to any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office, and also against all other costs, losses, charges and expenses whatsoever, including travelling expenses, which he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, losses, charges or expenses as are occasioned by his or her own wilful neglect or default. No Director or member, for the time being, of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, member, Officer or Employee of the Corporation 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 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 money of or belonging to the Corporation shall be placed out or invested, or for 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 of the Corporation shall be lodged or deposited or for any loss, damage or misfortune whatsoever which may happen to the Corporation in the execution of the duties of his or her respective office or trust

or in relation thereto unless the same shall happen by or through his or her own wilful neglect or default.

- b) In addition to and not to restrict the generality of the foregoing, the Corporation shall further indemnify and save harmless any Director or member, its staff and any witnesses or proceedings or investigations before the Board or any Committee for anything said or done in good faith in the course of any meeting, proceedings or other investigation or other witnesses of a Committee of the Board.

### **23. BANKING**

- a) The Chair, Treasurer or Secretary, and the President and Chief Executive Officer or Comptroller, jointly are hereby authorized and in the name of the Corporation:
- 1) To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money.
  - 2) Subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities.
  - 3) Subject to the approval of the Board, from time to time to borrow money from a bank by incurring an overdraft or otherwise.
  - 4) Generally, for and in the name and on behalf of York Manor-Care Centre Inc., to transact with the said bank any business they may think fit.
- b) Any officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized on behalf of the Corporation:
- 1) To negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper.
  - 2) From time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's Bank.
  - 3) To receive all paid cheques and vouchers.
  - 4) To sign the Bank's form of settlement of balances and release.
  - 5) To receive all monies and to give receipts for same.

### **24. EXECUTION OF CONTRACTS**

- a) The Chair or, in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, shall sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements or other documents requiring the Corporate Seal.

- b) The Board shall, by resolution, authorize for execution any other document by the President and Chief Executive Officer or such other officers or employees as the Board may deem necessary.
- c) Deeds, transfer documents, assignments, contracts and obligations on behalf of the Corporation may be signed by the Chair or, in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, and the Corporate Seal shall be affixed to such instruments.

## **25. CORPORATE FUNDS**

- a) The Board may transfer or loan funds, or other financial instruments, with interest to be established by the Finance and Administration Committee, to Corporate Affiliates or to a Foundation that has as its purposes and objects those that are in agreement with the purposes and objects of this corporation.
- b) The Board may invest in securities authorized by the Trustee Act of the Province of New Brunswick, the following:
  - 1) All endowment monies bequeathed in trust to the Board for the use of the Corporation or other monies accruing to the Corporation by lawful means;
  - 2) All Corporation monies not required for operating expenses.
- c) Notwithstanding the provision of Paragraph a), the Board may, in its discretion, retain investments not authorized by the Trustee Act which are given or bequeathed to the Corporation in specie.
- d) No benefit given, devised or bequeathed in trust to or for the use of the Corporation for endowment purposes, shall be hypothecated, transferred or assigned to obtain credit or to receive funds.

## **26. AUDITOR**

At each Annual Members Meeting of the Corporation, an Auditor shall be appointed for the purpose of auditing and verifying the accounts of the Corporation for the current year, and the report shall be submitted at the next Annual Members Meeting.

The Auditor shall not be a Member of the Corporation.

The Auditor shall not be in partnership with a Member of the Corporation nor be an employee, nor spouse of a Member of the Corporation. The remuneration of the Auditor shall be determined from time to time by the Board.

## **27. OTHER SERVICES**

The Board may also from time to time require other services, such as legal and medical, which may be required on an ongoing basis, and for which a professional fee may be paid, or require the provision of goods with a high service content and not ordinarily subject to the tendering process. Should such a service be required, the individual or firm may be appointed by the Board, by appropriate means.

The individual or individuals so appointed shall not be a Member of the Corporation, nor shall they be in a partnership with a Member of the Corporation, nor an employee, nor a spouse of a Member of the Corporation.

The remuneration for such a service shall be determined from time to time by the Board.

## **28. APPOINTMENT AND DUTIES OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER**

The President and Chief Executive Officer shall be appointed or dismissed, only by resolution of the Board of Directors.

The Board of Directors shall appoint a President and Chief Executive Officer whose qualifications, authority and duties shall be defined in a written statement approved by the Board of Directors.

The President and Chief Executive Officer shall be responsible to the Board for the operation of York ~~Manor~~-Care Centre Inc.

The President and Chief Executive Officer should be qualified by education and/or experience appropriate to the discharge of the required duties.

The President and Chief Executive Officer, acting within Policies and authority established by the Board of Directors, shall be the Chief Executive Officer and responsible for the management of York ~~Manor~~-Care Centre Inc.

The President and Chief Executive Officer shall be a non-voting ex-officio member of all Standing Committees of the Board except the Governance and Audit Committee.

## **29. RESERVE OR TRUST FUNDS**

The Board may from time to time set aside such sums as they deem fit as a reserve fund or funds to meet contingencies for repairing, improving and maintaining any of the property of the Corporation, replacing wasting assets, forming an insurance fund and for such other purposes as the Board shall, in their absolute discretion, think conducive to the interest of the Corporation. It may divide the reserve fund into such special funds as may be thought fit, with full power to employ the assets constituting the reserve fund in the business of the Corporation without being bound to keep the same separate from other assets.

**30. AMENDMENT OF BYLAWS**

These Bylaws may be amended at an annual, regular or special Meeting of the Board of York ~~Manor~~ Care Centre Inc., but such amendments require a minimum of one month's Notice of Motion. The Notice of Motion must be submitted in writing with the proposed amendment, together with the names of the Mover and Seconder and shall be posted at -York Care Centre for a period of at least ten days prior to the meeting at which the amendment is to be moved. Such amendment shall be circulated to the Board Members and, for adoption, shall require a two-thirds majority of those present, provided a quorum is present. Such amendments shall be effective when approved by the Minister of the Department of Social Development and subject to conformity with Provincial Acts and Regulations.

**31. REPEAL**

ALL BYLAWS hereto enacted are repealed from and after coming into force of this Bylaw No. 1 without prejudice to any action theretofore taken hereunder.

**32. COMING INTO FORCE**

This Bylaw shall come into force when approved by the Minister of the Department of Social Development.

Enacted this 23<sup>rd</sup> day of January, 2017.

WITNESS the Corporate Seal of the Corporation.

\_\_\_\_\_  
Gary Beattie Lyne St. Pierre-Ellis, Chair

\_\_\_\_\_  
Wayne Snowdon, Secretary

Approved by Minister of Social Development this \_\_\_\_ day of \_\_\_\_\_, ~~2017~~ 2021.

\_\_\_\_\_  
Hon. R. Bruce Fitch Minister Lisa Harris

**YORK COUNTY  
PROPERTIES  
INC.**

**GENERAL BYLAWS**

**~~JANUARY 2017~~OCTOBER 2021**

## **YORK COUNTY PROPERTIES INC.**

### **GENERAL BYLAWS**

#### **PREAMBLE:**

**WHEREAS YORK COUNTY PROPERTIES INC.** (the Corporation), was incorporated by Special Act of the Legislature entitled "An Act to Incorporate YORK COUNTY PROPERTIES INC." Ch. c-145 of the statutes of New Brunswick 1966, and amendments thereto;

**AND WHEREAS** the affairs of YORK COUNTY PROPERTIES INC., shall be managed by a Board of Directors, and where authorized, by a Bylaw of the Corporation, the Executive Committee of the Directors may exercise such powers of the Board of Directors as are delegated to it by such Bylaw;

**AND WHEREAS** it is the purpose of YORK COUNTY PROPERTIES INC., to serve the Community;

**AND WHEREAS** the objectives as governed by its Board are to:

1. Supply and render services of a charitable and benevolent nature to the inhabitants of the County of York.
2. Assist the inhabitants of the County, including the aged, by the establishment and operation of properly supervised rest and convalescent homes for the benefit of persons who are elderly, of low income or otherwise disadvantaged as may be determined by the Company from time to time and to make charges (if any) therefore, as the Corporation may determine.
3. Enter into agreements with the Province of New Brunswick or any municipality for the purpose of carrying out or better effecting its purposes and objects.
4. Participate in governmental and community projects and activities.

**AND WHEREAS** the following terms, conditions and provisions shall be unalterable:

1. The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretion to the Corporation shall be used in promoting its objects.
2. No part of the income of the Corporation may be payable to or otherwise available for the personal benefit of any member thereof, except as otherwise provided in Article 6 c).
3. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada.

**NOW THEREFORE**, be it enacted and it is hereby enacted, that the following Bylaws be adopted for regulating the affairs of York County Properties Inc.

**1. CORPORATE SEAL**

The Corporate Seal of the Corporation shall be a design formed of two concentric circles between which shall be the name of the Corporation. Inside the concentric circles shall be the words and figures "Incorporated 1966" as shown on the margin thereof.

The Corporate Seal shall not be used without the sanction of the Chair, or in his/her absence, the Vice-Chair and Secretary of the Corporation; or the sanction of such Director or Officer of the Corporation as the Board of Directors may by resolution appoint for general or specific purposes.

**2. HEAD OFFICE**

The principal or head office of the Corporation shall be at the City of Fredericton, County of York, and Province of New Brunswick, and at the principal premises of the Corporation therein or such other place therein as the Directors of the Corporation may from time to time decide.

**3. INTERPRETATION**

- a) Member means the Members of the Corporation appointed pursuant to a Special Act of the Legislature of the Province of New Brunswick.
- b) Board means the Board of Directors appointed pursuant to a Special Act of the Legislature of the Province of New Brunswick.
- c) Corporation means the corporation constituted under a Special Act of the Legislature of the Province of New Brunswick to incorporate York County Properties Inc.
- d) Director means a member of the Board of Directors.

**4. ANNUAL MEMBERS MEETING OF THE CORPORATION**

- a) Notice of the Annual Members Meeting and regular meetings of the Board shall be given in such manner as the Board shall determine.
- b) The Annual Members Meeting of the Corporation shall be held on or before the 30<sup>th</sup> day of June of each year.
  - (1) At each Annual Members Meeting, the vacancies in the membership of the Corporation occurring by reason of the expiration of the term of office of Members or for any other cause shall be filled by appointment by the remaining Members of the Corporation.
  - (2) The same rules of conduct and conditions shall apply to the Annual Members Meeting of the Corporation as to all meetings of the Board. The Minutes of the Annual Members Meetings

of the Corporation shall be recorded and have validity as Minutes of the Board. However, the Annual Members Meeting will conduct the following business:

- (i) Approve minutes of the previous Annual Members Meeting.
- (ii) Receive the report of the Board, including the Audited Financial Statements, and the report thereon of the Auditor.
- (iii) Receive the report of the unfinished business from the previous Members Meeting of the Corporation.
- (iv) Receive the report of the Chair.
- (v) Receive the report of Committees.
- (vi) New Business.
- (vii) Receive the report of the Governance and Audit Committee of appointments of members of the Corporation.
- (viii) Elect a Chair, Vice-Chair, Secretary, Treasurer, and Chairs of Committees.
- (ix) Appoint an Auditor to the Corporation, to hold office until the next Annual Members Meeting.

## **5. MEMBERS**

- a) The number of Members of the Corporation shall be no fewer than ten and no greater than fifteen.
- b) Every Member of the Corporation shall be a Director, except as provided for in Article 16 c).
- c) Membership is not transferable or assignable.
- d) A vacancy in the Membership of the Corporation occurring by reason of the expiration of the term of office of Members shall be filled by appointment by the remaining Members of the Corporation.
- e) There shall be one third Members appointed each successive year, whose terms of office shall be three years.
- f) A vacancy occurring by reason of death, resignation, or for any other cause between annual meetings, may be filled by appointment by the Board for the balance of the term of office of the retiring Member, subject to ratification at the next Annual Meeting.
- g) A Member whose term of office has expired shall, unless reappointed, cease to be a Member upon the appointment of his or her successor.
- h) A person appointed to fill the vacancy occurring by reason of the expiration of the term of office of a Member shall hold office for a term of three years.
- i) No person may be reappointed as a Member after they have completed nine years of continuous service. However, following a break in continuous service of at least two years, the same person may be reappointed as a Member of the Corporation.

- j) If a Member is appointed to fill the balance of a term (by virtue of resignation, death, or other), or appointed by virtue of Article 5 h), that member's maximum years of service may not exceed nine years of service.
- k) No employee, or spouse, child, parent, brother or sister of an employee, of the Corporation, York ~~Manor-Care Centre~~ Inc. or York Developments Inc., or employee of the Department of Family and Community Services, or member of the Legislative Assembly of New Brunswick, or Health Care professional delivering health care services to the residents of York ~~Manor-Care Centre~~ Inc. or York Developments Inc., or receiving a retainer from York ~~Manor-Care Centre~~ Inc. or York Developments Inc., shall be eligible for appointment as a Member.
- l) No spouse, child, parent, brother, or sister of any Member or Director of the Corporation shall be eligible for appointment as a Member.
- m) In the appointment of new Members, the Members of the Corporation shall recognize that York County Properties Inc. has been established by a special act of the New Brunswick Legislature, with public assets, to render services of a charitable and benevolent nature, to operate rest and convalescent homes. In that regard, new Members shall be chosen, to ensure the efficient operation of the Corporation and its affiliates, and to reflect the composition of the population of the service area.
- n) A person appointed as a member of the Board will be expected to serve on Committees of the Board unless so exempted by the Chair of the Board.

## **6. BOARD OF DIRECTORS**

- a) The Board shall consist of the Members of the Corporation, except as stated in Article 16 c).
- b) Officers, Chairs and Members of Standing Committees are to be appointed for a two year term from the membership of the corporation. They may be re-appointed at the end of their two year term for a further two year term and a turnover after four years is encouraged.
- c) (1) The Directors shall serve as Directors and Officers without remuneration and no Director shall, directly or indirectly, receive any profit from his or her position as Director or Officer, provided that a Director may be paid reasonable expenses incurred by him or her, in the performance of his or her duties.  
(2) Conflict of Interest:
  - (i) Members or Directors may contract with the Corporation in the same manner that they may validly contract with corporations in the Province of New Brunswick.
  - (ii) If a Member or Director contracts with the Corporation, or is a Director or an Officer of, or has a material interest in a party that contracts or proposes to contract, then he or

she must disclose in writing to the Corporation, and request to have entered in the Minutes of the Board the nature and extent of his or her interest.

- (iii) The declaration of interest shall be carried out prior to the entering of the contract.
- (iv) A Member or Director contracting with the corporation shall not be present and shall not vote at any meeting on any resolution to approve the contract.
- (v) A Member of the Board of Directors shall not vote on any matter considered by the Board in which the Member has a financial or other interest, and the Member must declare such interest before the vote is taken.

## **7. REGULAR MEETINGS OF THE BOARD**

- a) Meetings of the Board may be held either at York County Properties Inc., or elsewhere as the Directors may from time to time determine, provided that at least quarterly meetings are held in each fiscal year.
- b) A meeting of the Board may be held without notice immediately following the Annual Members Meeting of the Corporation.
- c) Any other Notice of regular meetings may be served at least 24 hours in advance of the meeting.
- d) Non-Board Members may attend meetings of the Board, only upon:
  - (1) Invitation by the Chair.
  - (2) Invitation by a resolution of the Board.

## **8. QUORUM OF BOARD AND COMMITTEES**

A quorum for meetings of the Board and Committees of the Board shall consist of not less than fifty percent (50%) of the Members of the Board or the Committee respectively.

## **9. ATTENDANCE AT MEETINGS**

Regular attendance at board and committee meetings is essential for the effective functioning of the Board. Board members are expected to attend a minimum of 75% of all scheduled meetings. Should a member be unable to attend meetings, regrets must be given within twenty four hours prior to the meeting. Members who fail to meet the 75% attendance threshold without preauthorization from the Chair may be asked to vacate the board membership.

## **10. CHAIR**

- a) The Chair of the Board.
- b) The Vice-Chair of the Board if the Chair is absent.
- c) An elected Chair if the Chair and Vice-Chair are absent.

**11. SPECIAL MEETINGS OF THE BOARD**

- a) The Chair or, in his or her absence, a Vice-Chair of the Board may call special meetings.
- b) If three Directors request in writing, which writing shall contain details on the topic to be considered, the Secretary of the Board shall call a meeting of the Board.
- c) Notification of any such meeting shall be given by telephone or in writing to each Director at least 24 hours in advance of the meeting, and such notification shall specify the topic to be considered.
- d) Such meeting shall be held no later than one week from the date when the Secretary has been requested to call the meeting. If the Secretary does not call the meeting, any Director may call such meeting by one-quarter of the Directors acting jointly.

**12. VOTING**

- a) At any meeting, each Member or Director shall have the right to exercise one vote. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote.
- b) Unless the Chair deems it desirable to take a secret ballot, every question shall be decided in the first instance by a show of hands.
- c) For other matters, including the election of Members, Directors, Officers, Chair, or other such individual, or matters relating to the status of such individuals, a ballot may be held if so demanded by any Member or Director present.

**13. OFFICERS OF BOARD AND CHAIRS OF STANDING COMMITTEES**

- a) The Members shall elect the Chair, Vice-Chair, Secretary, and Treasurer of the Board at the Annual Members Meeting.
- b) The Secretary shall be responsible for the election duties set forth in these Bylaws.
- c) The Standing Committees of the Corporation shall be:
  - (1) Executive
  - (2) Finance and Administration
  - (3) Care Services
  - (4) Governance and Audit
  - (5) Ethics and Research

**14. COMMITTEES OF THE BOARD**

- a) At the Annual Members Meeting and following the election of the Members and Officers of the Corporation, the Chair of the Governance and Audit Committee will submit the recommendations

of the Committee for the Chair of each Standing Committee not provided for by Bylaw, and thereafter, the Members shall elect the Chair of each Standing Committee to take office immediately following the Annual Members Meeting.

- b) The Chair of each Committee shall select their Committee members on an annual basis, subject to review and approval by the Executive Committee.
- c) Each standing Committee of the corporation shall develop Terms of Reference to be approved by the Board and reviewed from time to time.
- d) The Board may, at any meeting, appoint any Special Committee and name the Chair and its members.
- e) Special Committees shall confine their deliberations to the matters prescribed in their terms of reference.
- f) The Board may dissolve any Special Committee at any time.
- g) The Committee Chair, with the approval of the Board, may appoint non-members of the Board to the committee he/she chairs. A non-member shall have the same privileges as a regular Board member, but only at the committee level. A non-member shall be appointed for a two year term which will be renewable at the discretion of the Board.
- h) The following shall be members of the appropriate committees:

(1) Executive Committee

- (i) The Chair who shall chair the Committee.
- (ii) The Vice-Chair who shall serve as Chair in the Chair's absence.
- (iii) The Secretary.
- (iv) The Treasurer.
- (v) The Past Chair of the Board.
- (vi) The Chair of the Finance and Administration Committee
- (vii) The Chair of the Care Services Committee.
- (viii) The Chair of the Governance and Audit Committee.
- (ix) The Chair of the Research and Ethics Committee.

(2) Finance and Administration Committee

- (i) The Treasurer who shall be the Chair of the Committee
- (ii) No less than two Board members who are not on the Executive Committee.

(3) Care Services Committee

- (i) A Chair appointed by the Board from within its membership.
- (ii) No less than two Board members who are not members of the Executive Committee.

(4) Governance and Audit Committee

- (i) A Chair appointed by the Board from within its membership.

- (ii) The Secretary of the Board.
  - (iii) No less than two Board members who are not on the Executive Committee.
- (5) Ethics and Research Committee

- (i) A Chair appointed by the Board from within its membership.
- (ii) No less than two Board members who are not on the Executive Committee.

Standing Committees shall have at least two other Board Members in addition to the Chair.

## **15. EXECUTIVE COMMITTEE**

The Executive Committee shall exercise the full powers of the Board, except those duties stated in Article 28, in the management and direction of the Corporation: when delegated by the Board; in emergency circumstances between Board meetings; and during the months in which the Board does not hold regular meetings.

## **16. PROCEDURES**

- a) The statutory declaration of the Secretary that notice has been given pursuant to the Bylaws shall be sufficient and conclusive evidence of the giving of such notice.
- b) No error or omission in giving notice for a meeting of the Board shall invalidate or make void any proceedings taken or had at such meeting and any member may, at any time, waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- c) Any Officer or Director of the Corporation shall cease to hold office and any member of the Board shall cease to be a member of a Committee upon resolution of the Board. Such resolution shall require a two-thirds majority of a properly constituted Board meeting.
- d) Minutes shall be kept for all meetings of the Board and all meetings of the Committees.
- e) Questions arising at any meeting of the Board and Committees shall be decided by majority of votes. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote, all votes to be taken by a show of hands. A declaration by the Chair that a resolution has been carried and any entry to that effect in the Minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The names of the Proposer and Seconder of each resolution shall be recorded in the Minutes.

## **17. DUTIES OF THE CHAIR**

The Chair of the Board shall:

- a) Preside at the Annual Members Meeting and at all meetings of the Board of Directors.
- b) Be Chair of the Executive Committee.

- c) Be a member ex-officio, with voting privileges, of all Standing and Special Committees.
- d) Report at each Annual Members Meeting concerning the operation of the Corporation.
- e) Represent York County Properties Inc. at public or official functions.
- f) Sign all instruments which require the Chair's signature, perform all duties incident to the office and shall have such powers and duties as may from time to time be assigned by the Board.

#### **18. DUTIES OF THE VICE-CHAIR**

The Vice-Chair of the Board shall:

- a) Be the Vice-Chair of the Corporation.
- b) Have all the powers and perform all the duties of the Chair in the absence or disability of the Chair.
- c) Perform such other duties, as the Board may direct.

#### **19. DUTIES OF THE TREASURER**

The Treasurer of the Corporation shall:

- a) Be the custodian of the Books of Accounts and accounting records of the Corporation as required to be kept by provisions of the Companies Act and other applicable Legislation.
- b) Submit a financial statement at each regular meeting of the Board, indicating the financial position of York County Properties Inc. at the close of the preceding period.
- c) Have all accounts audited by an auditor appointed at the Annual Members Meeting of the Corporation.
- d) Perform such other duties as the Board may direct.
- e) The Treasurer shall, upon request by a Member of the Board, make available for examination the books and accounts of the Corporation at all reasonable times during normal business hours.

#### **20. DUTIES OF THE SECRETARY**

The Secretary shall:

- a) Attend the Annual Members Meeting and all meetings of the Board.
- b) Keep a record of all Minutes.
- c) Attend to all official Board correspondence.
- d) Prepare all reports required under any Act or Regulation of the Province of New Brunswick.
- e) Be the custodian of all Minute Books, Documents and Registers of the Corporation required to be kept by the provisions of the Companies Act.
- f) Be the custodian of the Corporate Seal.
- g) Keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or for the use of the Corporation.

- h) Perform such other duties as the Board may direct.
- i) Sign with the Chair or other signing officer or officers of the Corporation such instruments as require such signature.
- j) Issue or cause to be issued Notices of all Meetings.
- k) Keep a book wherein shall be recorded the following:
  - (1) A copy of the Special Act and copy of the incorporation and any amending statutes and copies of all Bylaws.
  - (2) The names of all persons who are or have been members of the Corporation.
  - (3) The address of every person while a Member.
  - (4) The names and addresses of all persons who are or have been Directors of the Corporation, with the several dates at which each became or ceased to be such a Director.

## **21. BONDING**

- a) Directors, Officers and Employees, as the Board may designate, shall secure from a guarantee company, a bond of fidelity in an amount approved by the Board.
- b) At the discretion of the Board, the requirements of subsection a) may be met by a blanket position bond.
- c) All costs of fidelity bonds shall be paid by the Corporation.

## **22. PROTECTION OF DIRECTORS**

- a) Each and every Director of the Corporation, each and every member of any Committee created hereunder of York County Properties Inc., hereinafter referred to as the Director or Member, shall assume office on the express understanding, agreement and condition that every Director or Member of the Corporation and his or her heirs, executors or administrators, 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 all costs, losses, charges and expenses whatsoever which such Director or Member 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 to any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office, and also against all other costs, losses, charges and expenses whatsoever, including travelling expenses, which he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, losses, charges or expenses as are occasioned by his or her own wilful neglect or default. No Director or Member, for the time being, of the Corporation shall be liable for the acts, receipts, neglects or defaults, of any other Director, Member, Officer or Employee of the Corporation 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 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 money of or belonging to the Corporation shall be placed out or invested, or for 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 of the Corporation shall be lodged or deposited or for any loss, damage or misfortune whatsoever which may happen to the Corporation in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wilful neglect or default.

- b) In addition to and not to restrict the generality of the foregoing, the Corporation shall further indemnify and save harmless any Director or Member, its staff and any witnesses or proceedings or investigations before the Board or any Committee for anything said or done in good faith in the course of any meeting, proceedings or other investigation or other witnesses of a Committee of the Board.

### **23. BANKING**

- a) The Chair, Treasurer or Secretary, and the President and Chief Executive Officer or Comptroller, jointly are hereby authorized and in the name of the Corporation:
- (1) To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money.
  - (2) Subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities.
  - (3) Subject to the approval of the Board, from time to time to borrow money from a bank by incurring an overdraft or otherwise.
  - (4) Generally, for and in the name and on behalf of York County Properties Inc., to transact with the said bank any business they may think fit.
- b) Any officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized on behalf of the Corporation:
- (1) To negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper.
  - (2) From time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's Bank.
  - (3) To receive all paid cheques and vouchers.
  - (4) To sign the Bank's form of settlement of balances and release.
  - (5) To receive all monies and to give receipts for same.

**24. EXECUTION OF CONTRACTS**

- a) The Chair or, in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, shall sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements or other documents requiring the Corporate Seal.
- b) The Board shall, by resolution, authorize for execution any other document by the President and Chief Executive Officer or such other officers or employees as the Board may deem necessary.
- c) Deeds, transfer documents, assignments, contracts and obligations on behalf of the Corporation may be signed by the Chair or, in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, and the Corporate Seal shall be affixed to such instruments.

**25. CORPORATE FUNDS**

- a) The Board may transfer or loan funds, or other financial instruments, with interest to be established by the Finance and Administration Committee, to Corporate Affiliates or to a Foundation that has as its purposes and objects those that are in agreement with the purposes and objects of this corporation.
- b) The Board may invest in securities authorized by the Trustee Act of the Province of New Brunswick, the following:
  - (1) All endowment monies bequeathed in trust to the Board for the use of the Corporation or other monies accruing to the Corporation by lawful means;
  - (2) All Corporation monies not required for operating expenses.
- c) Notwithstanding the provision of Paragraph a), the Board may, in its discretion, retain investments not authorized by the Trustee Act which are given or bequeathed to the Corporation in specie.
- d) No benefit given, devised or bequeathed in trust to or for the use of the Corporation for endowment purposes, shall be hypothecated, transferred or assigned to obtain credit or to receive funds.

**26. AUDITOR**

At each Annual Members Meeting of the Corporation, an Auditor shall be appointed for the purpose of auditing and verifying the accounts of the Corporation for the current year, and the report shall be submitted at the next Annual Members Meeting.

The Auditor shall not be a Member of the Corporation.

The Auditor shall not be in partnership with a Member of the Corporation nor be an employee, nor spouse of a Member of the Corporation. The remuneration of the Auditor shall be determined from time to time by the Board.

**27. OTHER SERVICES**

The Board may also from time to time require other services, such as legal and medical, which may be required on an ongoing basis, and for which a professional fee may be paid, or require the provision of goods with a high service content and not ordinarily subject to the tendering process. Should such a service be required, the individual or firm may be appointed by the Board, by appropriate means.

The individual or individuals so appointed shall not be a Member of the Corporation, nor shall they be in a partnership with a Member of the Board, nor an employee, nor a spouse of a Member of the Corporation.

The remuneration for such a service shall be determined from time to time by the Board.

**28. APPOINTMENT AND DUTIES OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER**

The President and Chief Executive Officer shall be appointed or dismissed, only by resolution of the Board of Directors.

The Board of Directors shall appoint a President and Chief Executive Officer whose qualifications, authority and duties shall be defined in a written statement approved by the Board of Directors.

The President and Chief Executive Officer shall be responsible to the Board for the operation of York County Properties Inc.

The President and Chief Executive Officer should be qualified by education and/or experience appropriate to the discharge of the required duties.

The President and Chief Executive Officer, acting within policies and authority established by the Board of Directors, shall be the Chief Executive Officer and responsible for the management of York County Properties Inc.

The President and Chief Executive Officer shall be a non-voting ex officio member of all Standing Committees of the Board, ~~except the Governance and Audit Committee~~

**29. RESERVE OR TRUST FUNDS**

The Board may from time to time set aside such sums as they deem fit as a reserve fund or funds to meet contingencies for repairing, improving and maintaining any of the property of the Corporation, replacing wasting assets, forming an insurance fund and for such other purposes as the Board shall, in their absolute discretion, think conducive to the interest of the Corporation. It may divide the reserve fund into such special funds as may be thought fit, with full power to employ the assets constituting the reserve fund in the business of the Corporation without being bound to keep the same separate from other assets.

**30. AMENDMENT OF BYLAWS**

These Bylaws may be amended at an annual, regular or special Meeting of the Board of York County Properties Inc., but such amendments require a minimum of one month's Notice of Motion. The Notice of Motion must be submitted in writing with the proposed amendment, together with the names of the Mover and Secunder and shall be posted at York County Properties Inc. for a period of at least ten days prior to the meeting at which the amendment is to be moved. Such amendment shall be circulated to the Board Members and, for adoption, shall require a two-thirds majority of those present, provided a quorum is present. Such amendments shall be effective when approved by the Board of Directors and subject to conformity with Provincial Acts and Regulations.

**31. REPEAL**

**ALL BYLAWS** hereto enacted are repealed from and after coming into force of this Bylaw Number 1 without prejudice to any action theretofore taken hereunder.

**32. COMING INTO FORCE**

This Bylaw shall come into force on ~~January~~ 23, 20~~17~~21, through a Board of Directors Meeting of the Corporation.

Enacted this ~~23<sup>rd</sup>~~ day of ~~January~~, 20~~17~~21.

WITNESS the Corporate Seal of the Corporation.

\_\_\_\_\_  
~~Lyne St. Pierre-Ellis~~Gary Beattie, CHAIR

\_\_\_\_\_  
~~Mel McGuigan~~ \_\_\_\_\_, SECRETARY

**YORK  
DEVELOPMENTS  
INC.**

**GENERAL BYLAWS**

~~JANUARY 2017~~ OCTOBER 2021

## YORK DEVELOPMENTS INC.

### GENERAL BYLAWS

#### PREAMBLE:

**WHEREAS YORK DEVELOPMENTS INC.**, (the Corporation), was incorporated by Letters Patent dated December 30th, 1980, under the Companies Act, being Ch. C-13, of the Statutes of New Brunswick 1973, and amendments thereto, and Supplementary Letters Patent dated May 19th, 1982;

**AND WHEREAS** the Letters and Supplementary Letters Patent allow that the Members or Directors of York Developments Inc., shall be the same individuals as are Members or Directors of York County Properties Inc.;

**AND WHEREAS** the affairs of YORK DEVELOPMENTS INC., shall be managed by a Board of Directors, and where authorized by a Bylaw of the Corporation, the Executive Committee of the Directors may exercise such powers of the Board of Directors as are delegated to it by such Bylaw;

**AND WHEREAS** it is the purpose of YORK DEVELOPMENTS INC., to assist the inhabitants of the County, including the aged, by the establishment and operation of properly supervised rest and convalescent homes for the benefit of persons who are elderly, of low income or otherwise disadvantaged as may be determined by the Company from time to time and to make charges (if any) therefore, as the Corporation may determine.

**AND WHEREAS** the objectives as governed by its Board are to:

1. Supply and render services of a charitable and benevolent nature to the inhabitants of the County of York.
2. To construct or acquire and maintain dwelling accommodations or facilities of any kind, including houses and apartments, and to hold, operate and manage the same for the benefit of persons who are elderly, of low income, or otherwise disadvantaged, as may be determined by the Company from time to time and to make such charges (if any), therefore, as the Company may determine;
3. To construct, acquire, hold, operate and maintain nursing, convalescent or extended care homes or facilities;

4. To work for the betterment of the community in which any of the Company's activities are located;
5. To participate in governmental and community projects and activities.

**AND WHEREAS** the following terms, conditions and provisions shall be unalterable:

1. The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretion to the Corporation shall be used in promoting its objects;
2. No part of the income of the Corporation may be payable to or otherwise available for the personal benefit of any member thereof;
3. Upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work solely in Canada.

**NOW THEREFORE**, be it enacted and it is hereby enacted, that the following Bylaws be adopted for regulating the affairs of York Developments Inc.

**1. CORPORATE SEAL**

The Corporate Seal of the Corporation shall be a design formed of two concentric circles between which shall be the name of the Corporation. Inside the concentric circles shall be the words and figures "Incorporated 1980" as shown on the margin thereof.

The Corporate Seal shall not be used without the sanction of the Chair, or in his/her absence, a Vice-Chair and Secretary of the Corporation; or the sanction of such Director or Officer of the Corporation as the Board of Directors may by resolution appoint for general or specific purposes.

**2. HEAD OFFICE**

The principal or head office of the Corporation shall be at the City of Fredericton, County of York, and Province of New Brunswick, and at the principal premises of the Corporation therein or such other place therein as the Directors of the Corporation may from time to time decide.

**3. INTERPRETATION**

- a) Member means the Members of the Corporation, which shall be the same Members as that of York Manor Inc.
- b) Board means the Board of Directors, which shall be the same Board of Directors as that of ~~York Manor~~ York Care Centre Inc.

- c) Corporation means the corporation constituted under a Letters Patent and Supplementary Letters Patent to incorporate York Developments Inc.
- d) Director means a member of the Board of Directors.

#### 4. ANNUAL MEMBERS MEETING OF THE CORPORATION

- a) Notice of the Annual Members Meeting and regular meetings of the Board shall be given in such manner as the Board shall determine.
- b) The Annual Members Meeting of the Corporation shall be held on or before the 30<sup>th</sup> day of June of each year.
  - (1) The same rules of conduct and conditions shall apply to the Annual Members Meeting of the Corporation as to all meetings of the Board. The Minutes of the Annual Members Meetings of the Corporation shall be recorded and have validity as Minutes of the Board. However, the Annual Members Meeting will conduct the following business:
    - (i) Approve minutes of the previous Annual Members Meeting.
    - (ii) Receive the report of the Board, including the Audited Financial Statements, and the report thereon of the Auditor.
    - (iii) Receive the report of the unfinished business from the previous Members Meeting of the Corporation.
    - (iv) Receive the report of the Chair.
    - (v) Receive the report of Committees.
    - (vi) Receive the report of the President and Chief Executive Officer.
    - (vii) New Business.
    - (viii) Appoint an Auditor to the Corporation, to hold office until the next Annual Members Meeting.

#### 5. MEMBERS

The Members of the Corporation from time to time shall be the Members of York ~~Manor~~ Care Centre Inc.

#### 6. BOARD OF DIRECTORS

- a) The affairs of the Corporation shall be managed by a Board of Directors, who shall be the same persons as are the Directors of York ~~Manor~~ Care Centre Inc., and the Executive Committee of the Directors of York ~~Manor~~ Care Centre Inc., shall be the Executive Committee of the Directors of the Corporation and may exercise such powers of the Board of Directors as are delegated to it by the Board.

- b) (1) The Directors shall serve as Directors and Officers without remuneration and no Director shall, directly or indirectly, receive any profit from his or her position as Director or Officer, provided that a Director may be paid reasonable expenses incurred by him or her, in the performance of his or her duties.

(2) Conflict of Interest

- (i) Members or Directors may contract with the Corporation in the same manner that they may validly contract with corporations in the Province of New Brunswick.
- (ii) If a Member or Director contracts with the Corporation, or is a Director or an Officer of, or has a material interest in a party that contracts or proposes to contract, then he or she must disclose in writing to the Corporation, and request to have entered in the Minutes of the Board the nature and extent of his or her interest.
- (iii) The declaration of interest shall be carried out prior to the entering of the contract.
- (iv) A Member or Director contracting with the Corporation shall not be present and shall not vote at any meeting on any resolution to approve the contract.
- (v) A Member of the Board of Directors shall not vote on any matter considered by the Board in which the Member has a financial or other interest, and the Member must declare such interest before the vote is taken.

**7. REGULAR MEETINGS OF THE BOARD**

- a) Meetings of the Board may be held either at York Developments Inc., or elsewhere as the Directors may from time to time determine, provided that at least quarterly meetings are held in each fiscal year.
- b) A meeting of the Board may be held without notice immediately following the Annual Members Meeting of the Corporation.
- c) Any other Notice of regular meetings may be served at least 24 hours in advance of the meeting.
- d) Non-Board Members may attend meetings of the Board, only upon:
  - (1) Invitation by the Chair.
  - (2) Invitation by a resolution of the Board.

**8. QUORUM OF BOARD AND COMMITTEES**

A quorum for meetings of the Board and Committees of the Board shall consist of not less than fifty percent (50%) of the Members of the Board or the Committee respectively.

**9. ATTENDANCE AT MEETINGS**

Regular attendance at board and committee meetings is essential for the effective functioning of the Board. Board members are expected to attend a minimum of 75% of all scheduled meetings. Should a member be unable to attend meetings, regrets must be given within twenty four hours prior to the meeting. Members who fail to meet the 75% attendance threshold without preauthorization from the Chair may be asked to vacate the board membership.

**10. CHAIR**

- a) The Chair of the Board.
- b) The Vice-Chair of the Board if the Chair is absent.
- c) An elected Chair if the Chair and Vice-Chair are absent.

**11. SPECIAL MEETINGS OF THE BOARD**

- a) The Chair or, in his or her absence, a Vice-Chair of the Board may call special meetings.
- b) If three Directors request in writing, which writing shall contain details on the topic to be considered, the Secretary of the Board shall call a meeting of the Board.
- c) Notification of any such meeting shall be given by telephone or in writing to each Director at least 24 hours in advance of the meeting, and such notification shall specify the topic to be considered.
- d) Such meeting shall be held no later than one week from the date when the Secretary has been requested to call the meeting. If the Secretary does not call the meeting, any Director may call such meeting by one-quarter of the Directors acting jointly.

**12. VOTING**

- a) At any meeting, each Member or Director shall have the right to exercise one vote. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote.
- b) Unless the Chair deems it desirable to take a secret ballot, every question shall be decided in the first instance by a show of hands.
- c) For other matters, a ballot may be held if so demanded any member or Director present.

**13. OFFICERS OF BOARD AND CHAIRS OF STANDING COMMITTEES**

- a) The Chair, Vice-Chair, Secretary, and Treasurer of the Board shall be the same persons as are elected to the same positions of York Manor Inc.
  
- b) The Standing Committees of the Corporation shall be:
  - (1) Executive
  - (2) Finance and Administration
  - (3) Care Services
  - (4) Governance and Audit
  - (5) Ethics and Research

**14. COMMITTEES OF THE BOARD**

- a) The Chair of each Committee shall select their Committee members on an annual basis, subject to review and approval by the Executive Committee.
- b) Each Standing Committee of the Corporation shall develop Terms of Reference to be approved by the Board and reviewed from time to time.
- c) The Board may, at any meeting, appoint any Special Committee and name the Chair and its members.
- d) Special Committees shall confine their deliberations to the matters prescribed in their terms of reference.
- e) The Board may dissolve any Special Committee at any time.
- f) The Committee Chair, with the approval of the Board, may appoint non-members of the Board to the committee he/she chairs. A non-member shall have the same privileges as a regular Board member, but only at the committee level. A non-member shall be appointed for a two year term which will be renewable at the discretion of the Board.
- g) The following shall be members of the appropriate Committees:

- (1) Executive Committee

The Executive Committee shall be the same Committee as that established for York ~~Manor~~ Care Centre Inc.

- (2) Finance and Administration Committee

The Finance and Administration Committee shall be the same Committee as that established for York ~~Manor~~ Care Centre Inc.

- (3) Care Services

The Care Services Committee shall be the same Committee as that established for York ~~Manor~~ Care Centre Inc.

(4) Governance and Audit

The Governance and Audit Committee shall be the same committee as that established for York ~~Manor~~ Care Centre Inc.

(5) Ethics and Research

The Ethics and Research Committee shall be the same committee as that established for York ~~Manor~~ Care Centre Inc.

(6) Standing Committees shall have at least two other Board Members in addition to the Chair.

## **15. EXECUTIVE COMMITTEE**

The Executive Committee shall exercise the full powers of the Board, except those duties stated in Article 27, in the management and direction of the Corporation: when delegated by the Board; in emergency circumstances between Board meetings; and during the months in which the Board does not hold regular meetings.

## **16. PROCEDURES**

- a) The statutory declaration of the Secretary that notice has been given pursuant to the Bylaws shall be sufficient and conclusive evidence of the giving of such notice.
- b) No error or omission in giving notice for a meeting of the Board shall invalidate or make void any proceedings taken or had at such meeting and any member may, at any time, waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- c) Minutes shall be kept for all meetings of the Board and all meetings of the Committees.
- d) Questions arising at any meeting of the Board and Committees shall be decided by majority of votes. The Chair shall not vote with the exception that, in the case of an equality of votes, the Chair shall have the deciding vote, all votes to be taken by a show of hands. A declaration by the Chair that a resolution has been carried and any entry to that effect in the Minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The names of the Proposer and Seconder of each resolution shall be recorded in the Minutes.

## **17. DUTIES OF THE CHAIR**

The Chair of the Board shall:

- a) Preside at the Annual Members Meeting and at all meetings of the Board of Directors.
- b) Be Chair of the Executive Committee.
- c) Be a member ex-officio, with voting privileges, of all Standing and Special Committees.
- d) Report at each Annual Members Meeting concerning the operation of the Corporation.

- e) Represent York Developments Inc. at public or official functions.
- f) Sign all instruments that require the Chair's signature, perform all duties incident to the office and shall have such powers and duties as may from time to time be assigned by the Board.

#### **18. DUTIES OF THE VICE-CHAIR**

The Vice-Chair of the Board shall:

- a) Be the Vice-Chair of the Corporation.
- b) Have all the powers and perform all the duties of the Chair in the absence or disability of the Chair.
- c) Perform such other duties as the Board may direct.

#### **19. DUTIES OF THE TREASURER**

The Treasurer of the Corporation shall:

- a) Be the custodian of the Books of Accounts and accounting records of the Corporation as required to be kept by provisions of the Companies Act and other applicable Legislation.
- b) Submit a financial statement at each regular meeting of the Board, indicating the financial position of York Developments Inc. at the close of the preceding period.
- c) Have all accounts audited by an auditor appointed at the Annual Members Meeting of the Corporation.
- d) Perform such other duties as the Board may direct.
- e) The Treasurer shall, upon request by a Member of the Board, make available for examination the books and accounts of the Corporation at all reasonable times during normal business hours.

#### **20. DUTIES OF THE SECRETARY**

The Secretary shall:

- a) Attend the Annual Members Meeting and all meetings of the Board.
- b) Keep a record of all Minutes.
- c) Attend to all official Board correspondence.
- d) Prepare all reports required under any Act or Regulation of the Province of New Brunswick.
- e) Be the custodian of all Minute Books, Documents and Registers of the Corporation required to be kept by the provisions of the Companies Act.
- f) Be the custodian of the Corporate Seal.
- g) Keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to or for the use of the Corporation.
- h) Perform such other duties as the Board may direct.

- i) Sign with the Chair or other signing officer or officers of the Corporation such instruments as require such signature.
- j) Issue or cause to be issued Notices of all Meetings.
- k) Keep a book wherein shall be recorded the following:
  - 1) A copy of the Letters Patent and Supplementary Letters Patent and copies of all Bylaws.
  - 2) The names of all persons who are or have been Members of the Corporation.
  - 3) The address of every person while a Member.
  - 4) The names and addresses of all persons who are or have been Directors of the Corporation, with the several dates at which each became or ceased to be such a Director.

## **21. BONDING**

- a) Directors, Officers and Employees, as the Board may designate, shall secure from a guarantee company, a bond of fidelity in an amount approved by the Board.
- b) At the discretion of the Board, the requirements of subsection a) may be met by a blanket position bond.
- c) All costs of fidelity bonds shall be paid by the Corporation.

## **22. PROTECTION OF DIRECTORS**

- a) Each and every Director of the Corporation, each and every member of any Committee created hereunder of York Developments Inc., hereinafter referred to as the Director or member, shall assume office on the express understanding, agreement and condition that every Director or member of the Corporation and his or her heirs, executors or administrators, 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 all costs, losses, charges and expenses whatsoever which such Director or member 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 to any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office, and also against all other costs, losses, charges and expenses whatsoever, including travelling expenses, which he or she sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, losses, charges or expenses as are occasioned by his or her own wilful neglect or default. No Director or member, for the time being, of the Corporation shall be liable for the acts, receipts, neglects or defaults, of any other Director, member, Officer or Employee of the Corporation 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 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 money of or belonging to the Corporation shall be placed out or invested, or for 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 of the Corporation shall be lodged or deposited or for any loss, damage or misfortune whatsoever which may happen to the Corporation in the execution of the duties of his or her respective office or trust or in relation thereto unless the same shall happen by or through his or her own wilful neglect or default.

- b) In addition to and not to restrict the generality of the foregoing, the Corporation shall further indemnify and save harmless any Director or member, its staff and any witnesses or proceedings or investigations before the Board or any Committee for anything said or done in good faith in the course of any meeting, proceedings or other investigation or other witnesses of a Committee of the Board.

### **23. BANKING**

- a) The Chair, Treasurer or Secretary, and the President and Chief Executive Officer or Comptroller, jointly are hereby authorized for and in the name of the Corporation:
- 1) To draw, accept, sign and make all or any bills of exchange, promissory notes, cheques and orders for payment of money.
  - 2) Subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds and other securities.
  - 3) Subject to the approval of the Board, from time to time to borrow money from a bank by incurring an overdraft or otherwise.
  - 4) Generally, for and in the name and on behalf of York Developments Inc., to transact with the said bank any business they may think fit.
- b) Any officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized on behalf of the Corporation:
- 1) To negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper.
  - 2) From time to time to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's Bank.
  - 3) To receive all paid cheques and vouchers.
  - 4) To sign the Bank's form of settlement of balances and release.
  - 5) To receive all monies and to give receipts for same.

**24. EXECUTION OF CONTRACTS**

- a) The Chair or, in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, shall sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements or other documents requiring the Corporate Seal.
- b) The Board shall, by resolution, authorize for execution any other document by the President and Chief Executive Officer or such other officers or employees as the Board may deem necessary.
- c) Deeds, transfer documents, assignments, contracts and obligations on behalf of the Corporation may be signed by the Chair, or in the Chair's absence, the Vice-Chair and the Secretary or, in the Secretary's absence, the Treasurer, and the Corporate Seal shall be affixed to such instruments.

**25. CORPORATE FUNDS**

- a) The Board may transfer or loan funds, or other financial instruments, with interest to be established by the Finance and Administration Committee, to Corporate Affiliates or to a Foundation that has as its purposes and objects those that are in agreement with the purposes and objects of this corporation.
- b) The Board may invest in securities authorized by the Trustee Act of the Province of New Brunswick, the following:
  - 1) All endowment monies bequeathed in trust to the Board for the use of the Corporation or other monies accruing to the Corporation by lawful means;
  - 2) All Corporation monies not required for operating expenses.
- c) Notwithstanding the provision of Paragraph a), the Board may, in its discretion, retain investments not authorized by the Trustee Act which are given or bequeathed to the Corporation in specie.
- d) No benefit given, devised or bequeathed in trust to or for the use of the Corporation for endowment purposes, shall be hypothecated, transferred or assigned to obtain credit or to receive funds.

**26. AUDITOR**

At each Annual Members Meeting of the Corporation, an Auditor shall be appointed for the purpose of auditing and verifying the accounts of the Corporation for the current year, and the report shall be submitted at the next Annual Members Meeting.

The Auditor shall not be a Member of the Corporation.

The Auditor shall not be in partnership with a Member of the Corporation nor be an employee, nor spouse of a Member of the Corporation. The remuneration of the Auditor shall be determined from time to time by the Board.

## **27. OTHER SERVICES**

The Board may also from time to time require other services, such as legal and medical, which may be required on an ongoing basis, and for which a professional fee may be paid, or require the provision of goods with a high service content and not ordinarily subject to the tendering process. Should such a service be required, the individual or firm may be appointed by the Board, by appropriate means.

The individual or individuals so appointed shall not be a Member of the Corporation, nor shall they be in a partnership with a Member of the Board, nor an employee, nor a spouse of a Member of the Corporation.

The remuneration for such a service shall be determined from time to time by the Board.

## **28. APPOINTMENT AND DUTIES OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER**

The President and Chief Executive Officer shall be appointed or dismissed, only by resolution of the Board of Directors.

The Board of Directors shall appoint a President and Chief Executive Officer whose qualifications, authority and duties shall be defined in a written statement approved by the Board of Directors.

The President and Chief Executive Officer shall be responsible to the Board for the operation of York Developments Inc.

The President and Chief Executive Officer should be qualified by education and/or experience appropriate to the discharge of the required duties.

The President and Chief Executive Officer, acting within policies and authority established by the Board of Directors, shall be the Chief Executive Officer and responsible for the management of York Developments Inc.

The President and Chief Executive Officer shall be a non-voting ex-officio member of all Standing Committees of the Board except the Governance and Audit Committee.

## **29. RESERVE OR TRUST FUNDS**

The Board may from time to time set aside such sums as they deem fit as a reserve fund or funds to meet contingencies for repairing, improving and maintaining any of the property of the Corporation, replacing wasting assets, forming an insurance fund and for such other purposes as the Board shall, in their absolute discretion, think conducive to the interest of the Corporation. It may divide the reserve fund into such special funds as may be thought fit, with full power to employ the assets constituting the reserve fund in the business of the Corporation without being bound to keep the same separate from other assets.

**30. AMENDMENT OF BYLAWS**

These Bylaws may be amended at an annual, regular or special Meeting of the Board of York Developments Inc., but such amendments require a minimum of one month's Notice of Motion. The Notice of Motion must be submitted in writing with the proposed amendment, together with the names of the Mover and Seconder and shall be posted at York Developments Inc. for a period of at least ten days prior to the meeting at which the amendment is to be moved. Such amendment shall be circulated to the Board Members and, for adoption, shall require a two-thirds majority of those present, provided a quorum is present. Such amendments shall be effective when approved by the Board of Directors and subject to conformity with Provincial Acts and Regulations.

**31. REPEAL**

ALL BYLAWS hereto enacted are repealed from and after coming into force of this Bylaw No. 1 without prejudice to any action theretofore taken hereunder.

**32. COMING INTO FORCE**

This Bylaw shall come into force on through a Board of Directors meeting of the Corporation. Enacted this 23<sup>rd</sup> day of January, 2017.

WITNESS the Corporate Seal of the Corporation.

\_\_\_\_\_  
Gary Beattie Lyne St. Pierre-Ellis, Chair

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Mel McGuigan \_\_\_\_\_, Secretary