

Governance & Audit Committee

AGENDA

Thursday January 14, 2022, 5:00pm

[Governance & Audit Q3 Meeting](#)

Meeting ID: 849 0532 3775

Passcode: 734318

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: October 14, 2021	Gary Beattie
4.0	Business Arising	
4.1	By-laws	Gary Beattie
5.0	New Business	
5.1	Updating Governance Policies – Gov-C-110, 125, 135, 126, 127	Tony Weeks
5.2	YCC Board of Directors Term Dates	Gary Beattie
6.0	Date of Next Meeting: June 9, 2022	Gary Beattie



**Minutes of meeting of the
Governance & Audit Committee Virtual meeting,
October 14, 2021 at 5pm**

Virtual: Lyne St. Pierre-Ellis, Trina MacDonald, Keith McAlpine,
Staff: Tony Weeks

1. Welcome

Ms. St. Pierre-Ellis (Acting Chair) called the meeting to order. Due to COVID-19 the meeting was held virtually.

2. Approval of Previous Minutes, May 9, 2021

It was moved by Ms. MacDonald and seconded by Mr. McAlpine that the minutes of May 9, 2021 Governance and Audit Committee be approved as presented. Motion carried

3. Declarations of Conflict of Interest

Ms. St. Pierre-Ellis asked members if there was a need to register a conflict of interest. No conflicts raised.

4. Business Arising

4.1 2021 YCC Board Assessments

Mr. Weeks noted the results of the assessments were good. Orientation will be address at the next Board of Directors meeting. Ms. St. Pierre-Ellis suggested blocking off 30 minutes before the Board Meeting commences for SLT introductions.

4.2 Board & Committee schedule

Ms. St. Pierre-Ellis explained how the schedule was previously approved but an amendment was made to the Governance & Audit Meeting, new scheduled date June 9, 2022.

4.3 York Care Centre Name Change

Mr. Weeks confirmed that by June 2021, he had received approval from the Province to change the name from York Manor Inc. to York Care Centre Inc. The next step is to update the by-laws and looking for Governance and Audit to support the edits that have been made across the three different companies and take forward to the Board as a recommendation. There are no changes to CIRA. Mr. Weeks clarified the last step for YCC Inc bylaws will be sent to the Minister for sign off to finalize the process of the name change.

5. New Business

5.1 York Care Centre, YCP & YDI By-Laws

Mr. McAlpine referenced 14. G in the Bylaws regarding YCP and asked why this company is mentioned so frequently. Mr. Weeks said, it goes back to the fact that YCP was the founding company and that board and committees reflect all of the companies.

It was moved by Ms. MacDonald and seconded by Mr. McAlpine that the Governance and Audit Committee recommend the draft YCC, YCP & YDI By-Laws go to take to the Board of Directors for approval. Motion carried

5.2 Appointment of Auditors

Mr. Weeks summarized the Memorandum prepared by Mr. Smith regarding the Appointment of the new Auditors. PwC are experiencing staffing issues and so therefore, are no longer able to carry out the annual audits but can recommended Teed Saunders Doyle to carry out the 2121/22 company audits. Mr. Weeks explained that because of the urgency of the appointment, the Chair of the Board of Directors and the Chair of Governance & Audit was consulted and approved the proposal prior to today.

It was moved by Mr. McAlpine and seconded by Ms. MacDonald that the Governance & 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. Motion carried

5.3 Report from the President & CEO

Mr. Weeks commented that in the interest of time, he would be happy to take any questions regarding the report. No questions were raised.

5.4 Resignations & Appointments

Ms. St. Pierre -Ellis noted the new members, Pierre LeBlanc and Doug Holt were approved via email. Ms. St. Pierre-Ellis confirmed the Board is still looking for one other member.

It was moved by Mr. McAlpine and seconded by Ms. MacDonald that the Governance & Audit Committee recommend to the Board of Directors that Pierre LeBlanc and Doug Holt are appointed to the YCC Board of Directors. Motion Carried

Ms. St. Pierre-Ellis confirmed that one other resume was received and will be reviewed.

It was moved by Mr. McAlpine and seconded by Ms. MacDonald that pending an interview with the potential Board member that Governance and Audit Committee recommend the new appointment to the Board of Directors. Motion Carried

It was moved by Mr. McAlpine that the meeting is adjourned.

Lyne St. Pierre-Ellis (Acting Chair)

Caroline Marygold, Minutes

**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 30th 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.~~

27-26. 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.

28-27. 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~~

29-28. 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.

30-29. 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 Seconder 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.

31-30. 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.

32-31. COMING INTO FORCE

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

Enacted this ~~23rd~~ _____ day of ~~January~~ January, 20~~17~~21.

WITNESS the Corporate Seal of the Corporation.

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

**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 30th 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 23rd day of January, 2017.

WITNESS the Corporate Seal of the Corporation.

Gary Beattie Lyne St. Pierre-Ellis, Chair

Mel McGuigan _____, Secretary

**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 19692021" 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 30th 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 23rd 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 CARE CENTRE Corporate Governance Policy	
Type: Governance Process	Date Issued: November 30, 2009
Title: Board Job Description	Page: 1 of 1
Approved by: Board of Directors	Gov-B-110
Date Reviewed/Revised: 11/16, 01/22	

Policy:

The job of the Board is to consider stakeholder values in determining and demanding appropriate organizational performance.

Procedure:

1. The Board shall produce written governing policies that, at the broadest levels, address each category of organizational decisions.
 - a. Ends: Organizational products, effects, benefits, outcomes, recipients, and their cost or relative worth (what good, for which recipients, at what cost).
 - b. Executive Limitations: Constraints on executive authority that establish the prudence and ethical boundaries within which all executive activity and decisions must take place.
 - c. Governance Process: Specification of how the Board conceives, carries out, and monitors its own tasks.
 - d. Board-President & CEO Linkage: How responsibility is delegated and its proper use monitored; the President & CEO role, authority and accountability.
2. The Board shall hire the President & CEO. The Board shall give direction to and monitor President & CEO performance for adherence to established and approved policies.
3. The Board shall deal with and make decisions regarding activities and assets that it has placed off limits for the President & CEO.
4. The Board shall appoint the external auditors, and shall ensure there is an internal audit plan in place. The Board shall set fees for the audit, define the audit management plan, and approve the annual financial statements of the Corporation.

The Board shall approve, prior to implementation, all strategic plans and business plans as well as all operating and capital budgets.

**YORK CARE CENTRE
Corporate Governance Policy**

Type: Governance Process	Date Issued: November 30, 2009
Title: Chairperson's Role	Page: 1 of 1
Approved by: Board of Directors	Gov-Exec-C-125
Date Reviewed/Revised: 11/16, 01/22	

Policy:

The chairperson assures the integrity and fulfillment of the Board's processes and, secondarily, occasionally represents the Board to outside parties and the public.

Procedure:

1. The job result of the chairperson is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a. Meeting discussion content shall be only issues that, according to Board policy, clearly belong to the Board to decide, not the President & CEO.
 - b. Deliberation shall be fair, open, and thorough but also timely, orderly, and to the point.
2. The authority of the chairperson consists of making decisions that fall within topics covered by Board policies on Governance Process and Board-President & CEO Linkage, except where the Board specifically delegates portions of this authority to others. The chairperson is authorized to use any reasonable interpretation of the provisions in these policies.
 - a. The chairperson is empowered to chair Board meetings with all the commonly accepted authority of that position (for example, ruling, recognizing).
 - b. The chairperson has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the chairperson has no authority to supervise or direct the President & CEO, except when so directed by the Board.
 - c. The chairperson, when the Board so directs, shall represent the Board to outside parties.
 - d. The chairperson may delegate this authority but remains accountable for its use.

The Chairperson and the President & CEO shall confer on communications with the government and the public as required in the circumstances.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: March 2005
Title: CHANGE IN MEMBERSHIP	Page: 1 of 1
Approved by: Board of Directors	Gov-C-126
Date Reviewed/Revised: 11/16, 01/22	

Policy:

The President and Chief Executive Officer shall notify the Director of Nursing Home Services, of any change in membership of the Board of Directors within 15 days of the change.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: September 13, 2012
Title: CONFLICTS OF INTEREST (RESOLVING)	Page: 1 of 1
Approved by: Board of Directors	#: Gov-C-127
Date Reviewed/Revised: 11/16, 01/22	

Policy:

Further to the policy entitled "Board Members Code of Conduct" the process herein described is intended to inform members on how to declare and seek resolution of any situation where they may have a private or personal interest sufficient to appear to influence the objective exercise of their responsibilities.

Procedure:

1. At the outset it must be recognized by all that a conflict of interest is not an accusation.
2. Members must be prepared to take action on any conflict of interest situation by recognizing it, disclosing it and removing themselves from decision making and ideally from the entire discussion.
3. Members, depending on the sensitivities and complexities of the situation, are to disclose immediately any conflict of interest situation to either the Board as a whole or privately to the Chair of the Board.
4. The Board or Chair will undertake whatever investigation is required and inform the member and the Board of the outcome and action to be taken.
5. The Board or Chair will ensure that conflict of interest situations are resolved on a timely basis.
6. Should the Board or Chair have reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest situations the member will be informed of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
7. After hearing the member's response and after making further investigation as warranted by the circumstances should the Board or Chair determine that the member has failed to disclose an actual or possible conflict of interest situation the member will be informed of any appropriate disciplinary and corrective action that will be taken.

YORK CARE CENTRE
Corporate Governance Policy

Type: Governance Process	Date Issued: November 30, 2009
Title: Communication to Government, Regulators and Stakeholders	Page: 1 of 1
Approved by: Board of Directors	Gov-C-135
Date Reviewed/Revised: 11/16, 01/22	

Policy:

The Board shall communicate in an open and transparent manner through the President & CEO and the Board chair to keep the government, regulators, stakeholders and the public informed about the status of the Corporation.

Procedure:

Public

1. The Board shall, as a minimum, produce and publish an annual public report which shall be forwarded to key stakeholders and media in New Brunswick and shall be made available to the public upon request.
2. The Board shall generally respond to the media through the President & CEO. With respect to specific issues the Board may choose to respond through the Chair.
3. Information regarding the Corporation shall be made available upon request except that which is protected by law or is deemed confidential by senior management to protect the interests of the Corporation or market participants. .

Government

1. The Chair and the President & CEO shall establish and maintain a communication link with government representatives. The Chairperson and the President & CEO shall confer on communications with the Government and the public as required in the circumstances.

Regulators

1. The Board shall ensure that corporate communication with regulators occurs in a transparent and cooperative fashion and that all filings occur in a timely manner.

**YORK CARE CENTRE
MEMBERS & DIRECTORS**

	Joined	Maximum Term (9 Years)
Gary Beattie, Chair Governance & Audit	(2014)	(2023)
Trina MacDonald	(2017)	(2026)
Wayne Snowdon	(2016)	(2025)
Jim Wolstenholme,	(2016)	(2025) (2024 if completing full 3-yr terms)
Lyne St. Pierre Ellis, Chair	(2018)	(2027)
Keith McAlpine, Chair Research & Ethics	(2018)	(2027)

ELIGIBLE FOR RE-APPOINTMENT 2022

Martin Ferguson	(2016)	(2025)
Marilyn Born	(2017)	(2026) (2025 if completing full 3-yr terms)
Marjorie Belzile, Chair Care Services	(2019)	(2028)
Sonya Gilks	(2019)	(2028)
Pierre LeBlanc Chair Finance & Admin	(2021)	(2030)
Doug Holt	(2021)	(2030)
Brenda Bosse	(2022)	(2031)

Vacancies

Vice Chair