

YORK CARE CENTRE INC.

GENERAL BYLAWS

November 2022

Table of Contents

YORK CARE CENTRE INC.GENERAL BYLAWS	3
1. CORPORATE SEAL	4
2. HEAD OFFICE	4
3. INTERPRETATION	4
4. ANNUAL MEMBERS MEETING OF THE CORPORATION	4
5. MEMBERS	5
6. BOARD OF DIRECTORS	5
7. CONFLICT OF INTEREST	5
8. COMPOSITION OF THE BOARD	6
9. REGULAR MEETINGS OF THE BOARD	6
10. QUORUM OF BOARD AND COMMITTEES.....	7
11. ATTENDANCE AT MEETINGS	7
12. CHAIR	7
13. SPECIAL MEETINGS OF THE BOARD.....	7
14. VOTING	7
15. OFFICERS OF BOARD AND CHAIRS OF STANDING COMMITTEES.....	8
16. COMMITTEES OF THE BOARD.....	8
17. EXECUTIVE COMMITTEE	9
18. PROCEDURES	9
19. DUTIES OF THE CHAIR.....	9
20. DUTIES OF THE VICE- CHAIR	10
21. DUTIES OF THE TREASURER.....	10
22. DUTIES OF THE SECRETARY	10
23. BONDING	11
24. PROTECTION OF DIRECTORS	11
25. BANKING	12
26. EXECUTION OF CONTRACTS.....	12
27. CORPORATE FUNDS	13
28. AUDITOR	13
29. OTHER SERVICES	13
30. APPOINTMENT AND DUTIES OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER	14
31. RESERVE OR TRUST FUNDS	14
32. AMENDMENT OF BYLAWS	14
33. REPEAL.....	15
34. COMING INTO FORCE	15

YORK 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 Care Centre Inc., shall be the same persons as those of York County Properties Inc.;

AND WHEREAS the affairs of YORK 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 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 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 2021" as shown on the margin thereof.

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

2. HEAD OFFICE

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

3. INTERPRETATION

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

4. ANNUAL MEMBERS MEETING OF THE CORPORATION

- a) Notice of the Annual Members Meeting and regular meetings of the Board shall be given in such manner as the Board shall determine.
- b) The Annual Members Meeting of the Corporation shall be held on or before the 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) 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.

7. CONFLICT OF INTEREST

- a) 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.
- b) 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.

- c) The declaration of interest shall be carried out prior to the entering of the contract.
- d) 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.
- e) 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.

8. COMPOSITION OF THE BOARD

- a) The Board shall have a minimum of ten to a maximum of fifteen members
- b) No person shall serve more than nine consecutive years as a member of the board.
- c) A person who has served nine consecutive years as a member of the board is not eligible to serve again as a member of the board of directors until one year after the person ceased to serve as a member of the board of directors.
- d) The following persons are not eligible to serve as members of the board:
 - (1) An employee of the nursing home;
 - (2) The spouse, child, parent, brother or sister of an employee of the nursing home;
 - (3) An employee of the Department of Social Development;
 - (4) A member of the Legislative Assembly of New Brunswick; or
 - (5) A health care professional delivering health care services to the residents of the nursing home or receiving a retainer from the nursing home.
- e) A person who selects or appoints a member to the board of directors shall attempt to ensure that the selection or appointment results in the composition of the board of directors generally reflects the composition of the population of the community served by York Care Centre.

9. 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.

10. 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.

11. 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.

12. 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.

13. 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.

14. 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.

15. 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 a reelected 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

16. 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 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 to the committee he/she chairs. A community member shall have the same privileges as a director of the board, but only at the committee level. A community 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.

17. 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.

18. 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.

19. 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 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.

20. 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.

21. 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 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.

22. 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.

23. 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.

24. PROTECTION OF DIRECTORS

- a) Each and every Director of the Corporation, each and every member of any Committee created hereunder of York 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 willful 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 willful 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.

25. 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 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.

26. 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.

27. 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.

28. 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.

29. 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.

30. APPOINTMENT AND DUTIES OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

- a) The President and Chief Executive Officer shall be appointed or dismissed, only by resolution of the Board of Directors.
- b) 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 Care Centre Inc.
- c) The President and Chief Executive Officer should be qualified by education and/or experience appropriate to the discharge of the required duties.
- d) 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 Care Centre Inc.
- e) 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.

31. 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.

32. AMENDMENT OF BYLAWS

These Bylaws may be amended at an annual, regular or special Meeting of the Board of York 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 Board of Directors and subject to conformity with the Provincial Acts and Regulations.

33. 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.

34. COMING INTO FORCE

Enacted this 13th day of February, 2023

WITNESS the Corporate Seal of the Corporation



Lyne St. Pierre-Ellis, Chair



Wayne Snowdon, Secretary

