

BENNETT AND ALBERT COUNTY HEALTH CARE FOUNDATION

GENERAL BY-LAWS

Amended and Approved at meeting
of Directors of Bennett and Albert
County Health Care Foundation
on June 17th, 2010.

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**GENERAL BY-LAWS
OF THE
BENNETT AND ALBERT COUNTY HEALTH CARE FOUNDATION INC.**

Be it enacted as By-laws of the Bennett and Albert County Health Care Foundation Inc., a company duly incorporated by letters patent issued pursuant to the companies Act of the Province of New Brunswick, THAT

1. PURPOSES AND OBJECTS

The purposes and objects of the Foundation are to benefit the health care of persons resident within the areas served by the Albert County Health and Wellness Centre.

- 1.01 To apply the income of the Foundation, and such of the capital assets thereof as the Foundation shall from time to time determine and either by way of grant, loan or gift of tangible property towards
- (a) The care, welfare, comfort and well being of the people in the area served by the Albert County Health and Wellness Centre.
 - (b) The cost of additions, improvements and repairs to the building, equipment and furnishings of the Albert County Health and Wellness Centre.
 - (c) The contribution towards the education of staff members and volunteers.
 - (d) To make any other gifts and grants of a charitable nature and to carry out any other activities of a charitable nature to benefit the health care of persons resident within the areas served by the Albert County Health and Wellness Centre.

2. FISCAL YEAR

The Fiscal Year of the Foundation shall end on the thirty-first day of December in each year.

3. MEMBERS

3.1 MEMBERSHIP

3.1.1 CATEGORIES

Members: The annual fee for a Member shall be determined at the annual meeting of the Foundation, and the person upon payment of the annual fee shall be a Member from the date of contribution to the end of the fiscal year the contribution was received.

Honourary Members: Honourary Members may be named at any Members' Meeting. They normally shall have no duties or responsibilities.

Other Categories of Members: Other categories of members shall be determined from time to time and the fee and other conditions for such membership shall be determined at any annual meeting of the Foundation.

3.1.2 RESIGNATIONS

A Member may resign at any time upon giving notice to the Secretary, and such notice shall be effective by the presentation thereof.

3.1.3 SUSPENSION OR EXPULSION

A Member may be suspended or expelled by a majority of the votes cast at a Members' Annual or Special Meeting for any cause or reason deemed sufficient by such meeting of Members or Directors as the case may be, provided, however, that the Member shall first have the right to be heard in person or by representation. Any suspended or expelled Member may be reinstated at the discretion of the Members at a Members' Meeting.

3.1.4 TERMINATION

The interest of a Member in the Foundation is not transferable and lapses and ceases to exist upon the Member's death, or when the term of the membership expires, or when the person ceases to be a member by resignation or otherwise in accordance with these By-laws.

3.1.5 REGISTER

The Secretary shall cause a list of Members of the Foundation to be kept in a book provided for that purpose, which shall be known as the "Foundation Register", and shall at all times during business hours be open for inspection to all Members of the Foundation and the Provincial Secretary or representative.

In case any person resigns or is expelled from the Foundation, the name shall be removed from the Registry, and in case of suspension of any Member, a memorandum thereof shall be inserted in the Registry during such suspension.

3.2 MEMBERS' MEETINGS

3.2.1 Annual Meeting

The Members' Annual Meeting shall be held not later than March 31st in each year at the Chairman's discretion. Such meeting shall be held at the Albert County Health and Wellness Centre, or at such other place as the Directors may by resolution determine, and shall be for the purpose of receiving reports, electing or expelling Members, electing Directors, and the transaction of such other business as may properly come before the meeting.

3.2.1 A Voting at Annual Meetings

Each Member, including the Chairman of the meeting, shall have one vote. Voting members constitute anyone who has made a contribution of the annual fee or more during the fiscal year just ended. Every question submitted to any Annual Meeting shall be decided by a majority of votes. In case of a tie in the number of votes, the Chairman of the meeting shall have an additional casting vote.

3.2.2 Nomination of Directors

At the Members' Annual Meeting the Nominating Committee will place in nomination no more than one name for each vacant position on the board. Additional nominations may be made from the floor if and only if the Secretary has received written notice of each of said nominations a minimum of ten (10) days prior to the Member's Annual Meeting.

3.2.3 Special Meetings

Special Members' Meetings may be called at any time by the Chairman, or on resolution of the Board of Directors, and must be called upon a written requisition from ten percent (10%) or more of the Members of the Foundation.

3.2.4 Notices

A public notice or advertisement of the Members, Annual or Special Meetings, shall be inserted in a local newspaper seven (7) clear days prior to the date of such meeting. This shall be considered adequate notice of meeting. At any such meeting, any business may be transacted which the Members at Annual or Special Meetings may lawfully transact.

3.2.5 Quorum

The quorum at Members' Meetings shall be four (4) Members.

3.2.6 Voting At Members Meetings

Each Member, including the Chairman of the meeting, shall have one vote. Voting members constitute anyone who has made a contribution of the annual fee or more during the fiscal year just ended. Every question submitted to any Members' Meeting shall be decided by a majority of votes. In case of a tie in the number of votes, the Chairman of the meeting shall have an additional casting vote.

3.2.7 Order of Business

In the absence of a resolution to the contrary, the order of business at all Members' Meetings shall be as follows:

- (a) Reading notice calling meeting and proof of advertisement
- (b) Calling roll
- (c) Report as to quorum
- (d) Confirmation of any By-Laws passed by the Directors
- (e) Adoption of minutes of previous meetings
- (f) Presentation of reports
- (g) Unfinished business
- (h) New business
- (i) Election of Directors

3.2.8 Meeting Rules and Procedures

All points of order or procedure not provided for in this by-law shall be decided in accordance with ROBERTS RULES OF ORDER in which case the decision of the Chairman shall be final and decided upon without debate.

4. DIRECTORS

4.1 ELECTION

The Board shall consist of seven (7) Directors who shall be elected for three (3) year terms at each Members' Annual Meeting from the Members of the Foundation.

Although not mandatory, the following distribution of representation shall be considered ideal: one (1) Director from each of the parishes of Hillsborough, Hopewell, Harvey and Alma, and three (3) Directors At Large, one of whom may be a representative of a volunteer organization associated with the Albert County Health and Wellness Centre.

Directors cannot be elected for more than three (3) consecutive, complete terms, except that a person may continue as a Director as long as the person remains an Officer. Following the expiration of one year off the Board, a Director is eligible for re-election to a new term. Directors must continue to be Members of the Foundation.

Any vacancy on the Board of Directors occurring by reason of resignation, death, disqualification, retirement, otherwise may be filled by election by the remaining Directors for the balance of the unexpired term.

4.1.1 The Director of Development and Fund Raising of the RHA B shall attend meetings of the Directors in an ex-officio capacity without a vote.

4.1.2 Each director shall faithfully attend meetings of the directors. If the director is absent from three (3) consecutive regular director's meetings, membership on the Board shall be automatically suspended, pending a review by the Board. Upon review, the Board may either lift the suspension or remove the director from the Board.

4.2 POWERS

The Directors of the Foundation may, from time to time, purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of lands, buildings or other property, moveable or immoveable, real or personal, or any interest therein for such consideration and upon such terms and conditions as they may deem advisable.

The Directors of the Foundation shall administer the affairs of the Foundation in all things and may make or cause to be made for the Foundation any description of contract which the Foundation may by law

enter
into, and generally may exercise any or all of the rights or powers which the Foundation itself may
exercise
under its Charter and the laws governing it, during intervals between Meetings of the Members of the
Foundation.

4.3 DIRECTORS' MEETINGS

Directors' meetings shall be held at the call of the Chairman, or upon the call of five (5) Members of the Board, and shall be held at such times and places as may be found convenient, but a meeting shall be held, without notice, immediately after each Members' Annual Meeting for the purpose of electing the Officers of the Foundation, and for such other business as may properly come before the meeting.

4.3.1 Notice

Notice of meetings of Directors stating in general terms the purpose or purposes of such meeting shall be given five (5) days before such meeting, except when all Directors waive such notice. Any notice of meeting addressed to the Directors at their latest address, as recorded in the Foundation Register, shall be deemed sufficient notice, provided, however, that a meeting of Directors may be held at any time or place without previous notice if all of the Directors are present, or if the absent Directors subsequently
sign
a written waiver of notice of the time, place and purpose of such meeting.

The accidental omission to give notice of any meeting, or the non-receipt of any notice by any Director, shall not invalidate any resolution passed or any proceedings taken or any business transacted at any meeting of the Directors.

4.3.2 Voting

Each Director, including the Chairman of the meeting, shall have one vote. Every question submitted to any meeting of Directors shall be decided by a majority of votes. In case of a tie in the number of votes, the Chairman of the meeting shall have an additional casting vote.

4.3.3 Quorum

At all meetings of the Board of Directors, the presence of four (4) Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of the majority of the
Directors
present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or in the By-Laws of the Foundation. If less than a quorum shall be in attendance at the time for which any meeting of the Directors shall have been called, the meeting may, after the lapse of fifteen (15) minutes from the time appointed for holding the meeting, be adjourned from time to time by the Directors present for a period not exceeding one month at any one time, without any notice other than by announcement made until a quorum shall attend. Any meeting at which a quorum is present may also be adjourned in like manner for such time as may be determined by vote. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

4.3.4 Order Of Business

In the absence of a resolution to the contrary, the order of business at meetings of the Board of Directors shall be as follows:

- (a) Adoption of meeting agenda
- (b) Adoption of minutes of last meeting and confirmation of same
- (c) Presentation of reports
- (d) Unfinished business
- (e) New business

4.4 REMUNERATION

Directors shall receive no remuneration for their services as such.

4.5 VALIDATION OF IRREGULARITIES

All acts done by any meeting of the Board of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any such Director or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if such person had been duly elected or appointed and was qualified to be a Director.

4.6 DELEGATION

The Directors shall have power to delegate their authority to an Executive Committee, or to such other Committees or Officers or Members of the Foundation as they see fit.

5. OFFICERS

5.1 ELECTION

The Officers of the Foundation shall be elected by the Directors immediately following the Members' Annual Meeting. The Officers shall be the immediate past Chairman, a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. The Chairman and Vice Chairman shall be chosen from amongst the Directors; the Secretary and Treasurer may or may not be chosen from amongst the Directors. The offices of Secretary and Treasurer may be combined.

Honorary Officers may be named from time to time. They normally shall have no duties or responsibilities.

5.2 CHAIRMAN

The Chairman shall preside at meetings of the Board of Directors. The Chairman shall act as Chairman of the Members' meetings, if present; shall call the Members' Annual Meeting; shall call special meetings whenever the Chairman deems it necessary; shall act as an ex-officio member of all Committees; shall see that all orders and resolutions of the Board are carried into effect; and shall carry out such other

duties
as usually pertain to this office.

5.3 VICE-CHAIRMAN

The Vice-Chairman, shall perform all the duties of the Chairman in the Chairman's absence or inability to serve.

5.4 ABSENCE OF CHAIRMAN AND VICE-CHAIRMAN

In the absence of the Chairman and the Vice-Chairman, the meeting shall appoint a Chairman of the meeting.

5.5 SECRETARY

The Secretary shall keep proper records of all meetings of Members of the Foundation and Directors, and shall have charge of the books and records of the Foundation, except insofar as may be otherwise arranged by the Directors; shall perform such other duties as may be assigned; and shall have the custody of the seal of the Foundation.

5.6 TREASURER

The Treasurer shall have charge of all accounts, monies and securities of the Foundation unless otherwise arranged by the Directors; shall keep full and accurate records of all receipts and disbursements; and shall perform such other duties as may be assigned.

6. SIGNING AUTHORITY

General Authority: The signing officers shall be any two of the Chairman, Vice-Chairman, Treasurer or Secretary.

Financial Authority: For the purposes of cheques and receipts the signing officers shall be as designated from time to time by the Directors.

7. COMMITTEES

7.1 STANDING

The following shall be the Standing Committees of the Board:

- (1) Executive Committee
- (2) Nominating Committee

7.1.1 Executive Committee

The Executive Committee shall consist of the Officers of the Board of Directors. A quorum of the Executive Committee shall be any three officers.

Three (3) days prior notice shall be given to Members of the Executive Committee for their meetings, which are to be called at the direction of the Chairman. Minutes of the Executive Committee shall be circulated among the Directors.

The Executive Committee shall have the power to transact all regular business between the regular

meetings of the Directors unless otherwise specified by the Directors, and shall report such actions to the Directors at the next meeting. The decisions of the Executive Committee as recorded in the minutes of the Committee shall be effective until such time as they are overruled by the Board. The Executive Committee shall carry out such other duties as may be delegated from time to time by the Board of Directors.

7.1.2 Nominating Committee

No later than thirty (30) days before the annual meeting the Chairman shall appoint a Nominating Committee. The duties of the Nominating Committee shall be to present to the Annual General Meeting of the Members a proposed list of Directors to fill vacancies on the Board of Directors, and to present to the Annual Meeting of the Directors a list of the nominations for Officers.

7.2 OTHER

The Board may appoint such other Committees and their Terms of Reference and Chairmen as may be desirable from time to time.

8. INDEMNITY TO DIRECTORS, MEMBERS AND OFFICERS

Every Member, Director and Officer of the Foundation and their respective heirs, executors, administrators and other legal personal representatives shall, from time to time, be indemnified and saved harmless by the Foundation from and against any liability and all costs, charges and expenses that such Member, Director or Officer sustains or incurs in respect of any action, suit or proceeding that is proposed or commenced against the person for or in respect of anything done, or permitted by the person in respect of the execution of their duties, and all other costs, charges and expenses that they sustain or incur in respect of the affairs of the Foundation, except such costs, charges or expenses as are occasioned by the person's own willful neglect or default.

9. SEAL

The seal of the Foundation shall consist of the words "Bennett and Albert County Health Care Foundation Inc., Incorporated New Brunswick ___", written, printed, engraved or impressed, and shall be attested by the signatures of the signing officers unless otherwise ordered by the Directors.

10. AUDITORS

The Foundation at its Annual General Meeting shall appoint an auditor. Any interim vacancy in the office of auditor may be filled by the Board of Directors.

11. BORROWING

The Directors of the Foundation are hereby authorized from time to time:

- (a) to borrow money upon the credit of the Foundation in such amounts and on such terms as may be deemed expedient, by obtaining loans or advances, or by way of overdraft, or otherwise;
- (b) to issue debentures or other securities of the Foundation;

- (c) to pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- (d) to mortgage, hypothecate, charge, or pledge, or give security in any manner whatever upon all or any of the property, real or personal, immoveable and moveable, undertaking and rights of the Foundation, present and future, to secure any debentures or other securities of the Foundation, present or future, or any money borrowed, or to be borrowed, or any obligation or liability of the Foundation, present or future;
- (e) to delegate to such Officer or Director of the Foundation as the Directors may designate all or any of the foregoing powers to such extent and in such manner as the Directors may determine.

12. DISSOLUTION OR WINDING UP

In the event of the dissolution or winding up of the Foundation, all of the assets remaining after payment of all liabilities shall be distributed to one or more charitable organizations in Canada to be selected by the Board of Directors, in accordance with the rules, regulations and requirements of the Income Tax Act (Canada).

13. AMENDMENTS

- 12.1 These By-Laws may be enlarged, amended, or repealed in whole or in part, by a two-thirds vote of the Members present at any Members' Meeting, provided that notice of intention of such enlargement, amendment, or repeal shall have been given in the notice of the meeting at which such enlargement, amendment or repeal is to be considered.
- 12.2 The Board of Directors may repeal, amend or re-enact any such By-Law; but every such By-Law, and every repeal, amendment, or re-enactment thereof, unless in the meantime confirmed at the next Annual Meeting of the Members, shall only have force until the next Annual Meeting, and in default of confirmation thereat shall at and from that time cease to have force.