CORPORATE BY-LAW NO. 1

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ARTICLE ONE: DEFINITIONS AND INTERPRETATION

1.01 Definitions

In this By-law and all other By-laws of the RHRA, unless the context otherwise requires:

(a) "Act" means the *Retirement Homes Act, 2010* (Ontario) as it may be amended or replaced from time to time, and includes the Regulations;

(b) "Advisory Committee" means the committee established pursuant to Section 6.03 of this By-Law and sub-section 7(29) of the MOU;

(c) "Annual Members' Meeting" means the annual meeting of Members contemplated by the Act and by the MOU;

(d) "Annual Report" means the annual report required by section 31 of the Act and sub-section 10(5) of the MOU, and referred to in Section 8.02 of this By-Law;

(e) "Appointed Director" means a director of the RHRA appointed under section 12 of the Act;

(f) "Board" means the Board of Directors of the RHRA;

(g) "By-law" means this General By-law of the RHRA as it may be amended or replaced from time to time and "By-laws" means any by-law of the RHRA from time to time in force and effect;

(h) "Chair" means the chair of the Board designated by the Minister under sub-section 12(14) of the Act;

(i) "Complaints Review Officer" means the Complaints Review Officer appointed in accordance with Sections 6.01 and 6.07 of this By-law;

(j) "Consumer" means a resident, a family member of a resident, a person of importance to a resident, a representative of a seniors' organization or an individual who advocates for seniors;

(k) "Director" means an Appointed Director or an Elected Director;

(l) "Elected Director" means a director of the RHRA elected under section 12 of the Act in accordance with the by-law of the RHRA described in sub-section 14(2) of the Act;

(m) "Executive Committee" means the committee established pursuant to Section 7.01 of this By-Law;

(n) "Finance and Audit Standing Committee" means the committee established pursuant to Section 7.02 of this By-Law;

(o) "Member" means an individual who is a Director (until that individual ceases to be a Director);

(p) "Minister" means the Minister for Seniors and Accessibility or any other member of the Executive Council (as that term is used in the *Executive Council Act* (Ontario) to whom responsibility for the Act is assigned or transferred under the *Executive Council Act* (Ontario);

(q) "MOU" means the Memorandum of Understanding entered into between the Minister and RHRA, and includes all attached schedules and any agreement or schedule in writing supplementing or amending the memorandum of understanding or any of its schedules;

(r) "Officer" means an officer of the RHRA referred to in Section 6.01 of this By- Law;

(s) "ONCA" means the Ontario *Not-for-Profit Corporations Act*, *2010*, S.O. 2010, c. 15 as it may be amended or replaced from time to time, and includes the regulations made thereunder;

(t) "Person" includes individuals and bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of Persons;

(u) "Registrar" means the Registrar appointed in accordance with Sections 6.01 and 6.04 of this By-law;

(v) "Regulations" means the regulations made under the Act from time to time, as they may be amended or replaced from time to time;

(w) "Retirement Home" means a "retirement home" as defined under the Act and the Regulations;

(x) "Risk Officer" means the Risk Officer appointed in accordance with Sections 6.01 and 6.06 of this By-law; and

(y) "RHRA" means the Retirement Homes Regulatory Authority, a corporation without share capital established under section 10 of the Act.

1.02 Interpretation

This By-law and all other By-laws of the RHRA, unless the context otherwise requires, shall be interpreted in accordance with the following:

(a) all terms which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations;

(b) headings are inserted for reference purposes only and are not to be considered or taken into account in interpreting the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE TWO: OFFICES

2.01 Location of Registered Office; Other Offices

(a) The registered office of the RHRA shall be located at such a place in Ontario as the Board shall from time to time determine.

(b) The RHRA may establish such other offices elsewhere in Ontario as the Directors may from time to time determine.

ARTICLE THREE: DIRECTORS

3.01 Duties

(a) The Board shall manage or supervise the management of the affairs of the RHRA in accordance with the Act and in accordance with the MOU.

(b) In accordance with the MOU, the Board is accountable to the Government and acknowledges that accountability to the government means accountability to the Minister through the Chair.

3.02 Number

(a) The Board shall consist of nine Directors (unless the number of Directors is changed in accordance with the Act).

(b) A maximum of five of the Directors will be Elected Directors.

(c) A minimum of four of the Directors will be Appointed Directors.

3.03 Designation of the Chair

The Chair is designated by the Minister from amongst the Directors in accordance with section 12(14) of the Act.

3.04 Vacancies

The office of an Elected Director shall automatically be vacated if:

(a) the Elected Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;

(b) the Elected Director is found under the *Substitute Decisions Act, 1992* (Ontario) or under the *Mental Health Act* (Ontario) to be incapable of managing property, or is found to be incapable by any court in Canada or elsewhere;

(c) the Elected Director by notice in writing to the RHRA resigns from the Board, which resignation shall be effective at the time it is received by the RHRA;

(d) the Elected Director fails or refuses to attend at least two thirds (2/3) of the meetings of the Board held in any twelve (12) month period of his or her term;

(e) the Elected Director dies; or

(f) the Elected Director is removed from office as an Elected Director in accordance with Section 3.08 of this By-law.

3.05 Deleted and moved to By-law 2

3.06 Agents and Employees

(a) The Board may assign to the Registrar or other Officer the power to appoint such agents and engage such employees as the Registrar deems necessary from time to time and such agents and employees shall have such authority and shall perform such duties as shall be prescribed by the Registrar at the time of such appointment or engagement.

(b) The remuneration and terms of engagement or employment of all agents and employees shall, subject to the By-laws and Board resolutions, be fixed by the Registrar, or other Officer as determined by the Board under sub-section 3.06(a).

3.07 Compensation

(a) Subject to Sub-sections 3.07(b) and (c) of this By-law, the Board shall determine the reasonable remuneration to be paid to each Director to attend Board meetings and committee meetings.

(b) Directors who are employed by the Crown, including as a public servant pursuant to the *Public Service of Ontario Act, 2006*, shall not receive additional compensation as a Director.

(c) The Board, after advance consultation with the Minister, may determine that the Chair shall receive an annual payment in addition to any remuneration paid to each Director.

(d) Any Director, as a result of any employment or other obligation, may decline any remuneration payable to him or her by advising the Minister.

(e) Pursuant to sub-section 12(8) of the MOU, Board remuneration will be made public.

3.08 Removal

(a) Any Elected Director may be removed from office as an Elected Director at any time by a resolution passed at a special meeting of the Members duly called for the purpose, by a simple majority of the votes of the Members present in person and eligible to vote on the motion. For greater certainty, a Director that has been removed will, at that time, cease to be a Member.

(b) An Elected Director so removed from office may be replaced in accordance with Sub-section 3.05(b) of this By-law.

ARTICLE FOUR: MEETINGS OF THE BOARD OF DIRECTORS

4.01 Board Meetings

(a) Meetings of the Board may be held at any time and place to be determined by the Board.

(b) Notice of every Board meeting shall be delivered or given by telephone, facsimile or electronic message to each Director not less than forty-eight hours before the day of the meeting or shall be mailed to each Director not less than ten days before the day of the meeting. The statement of the Chair or Secretary that notice has been given pursuant to the By-laws shall be sufficient and conclusive evidence of the giving of such notice. The Board may appoint a day or days in any month or months for regular meetings at an hour and place to be named, and no notice of such regular meetings need be sent.

(c) The Directors may consider or transact any business, either special or general, at any Board meeting.

(d) There shall be at least four meetings per year of the Board.

(e) No error or omission in giving notice of any Board meeting or any adjourned Board meeting shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

4.02 Calling Meetings

Meetings of the Directors may be formally called by the Chair, or by the Secretary on the direction of the Chair or on a request signed by at least one-third of the Directors, in accordance with Sub-section 4.01(a) of this By-law.

4.03 Emergency Meetings

(a) An emergency meeting of the Board may be called by the Board Chair or by any two members of the Board other than the Board Chair. An "emergency" is defined as "circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board and for which it is impractical to provide notice.

(b) Email or other means of discussion of Director availability for the meeting and the date and time for the meeting is allowed.

(c) Providing advance notice not less than forty-eight (48) hours before the day of the meeting and an agenda is not necessary, since the meeting, by its nature, is unexpected and immediate.

4.04 Adjournment

(a) Any Board meeting may be adjourned by the chair of the meeting to a fixed time and place.

(b) Notice of any adjourned Board meeting is not required to be given to the attending Directors if the time and place of the adjourned meeting is announced at the original meeting.

(c) Any Director not in attendance at the original meeting will receive notice in accordance with Sub-section 4.01(b) of this By-law.

(d) Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

(e) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.05 Quorum

A majority of the number of Directors required to be on the Board constitutes a quorum.

4.06 Voting

(a) Each Director is authorized to exercise one vote.

(b) Unless otherwise provided in the Act or the By-laws, questions arising at any Board meeting shall be decided by a majority of votes.

4.07 Non-Directors attendance at Board meetings

(a) With the consent of the Chair, observers may attend Board meetings. Observers attending a Board meeting must sign confidentiality agreements prior to the start of the meeting.

(b) With the consent of the Chair, the Registrar shall be entitled to attend Board meetings as an advisor.

(c) The Chair may require that the Registrar or any observer leave any Board meeting or any portion of any Board meeting.

4.08 Transacting Business by Written Resolution; Telephone, Electronic Or Other Communication Facilities

(a) A resolution, signed by all the Directors entitled to vote on that resolution at a Board meeting or a meeting of a committee of Directors is as valid as if it had been passed at a Board or a meeting of a committee of Directors duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterpart. Resolutions in writing signed by one or more Directors and transmitted electronically to the Secretary shall be deemed to be duly signed by such Director or Directors.

(b) If the majority of the Directors consent thereto generally or in respect of a particular meeting, a Director may participate in a Board meeting by means of such conference telephone or other communications facilities as permit all those participating in the meeting to communicate with each other simultaneously and instantaneously. A Director who is participating in such a meeting by such means is deemed to be present at the meeting. The chair of any such meeting shall be responsible for establishing procedures designed to ensure that security issues concerning the meeting are adequately addressed and shall ensure that the secretary of the meeting establishes that a quorum is participating in accordance with the By-laws and records the votes taken.

ARTICLE FIVE: CONFLICT OF INTEREST

5.01 Disclosure of Interests in Contracts

A Director or Officer who is a party to a material contract or transaction or proposed material contract or transaction with the RHRA must disclose and resolve it in accordance with section 41 of ONCA. Except as provided by ONCA, a Director must not attend any part of a Board meeting or vote on any resolution to approve such contract or transaction.

ARTICLE SIX: OFFICERS

6.01 Appointment

(a) As set out in Section 3.03 of this By-law, the Chair shall be designated by the Minister from amongst the Directors in accordance with section 12(14) of the Act.

(b) The Board shall appoint a Registrar (in accordance with section 23 of the Act and Section 6.04 of this By-law).

(c) The Board shall appoint a Risk Officer (in accordance with section 24 of the Act and Section 6.07 of this By-law).

(d) The Board shall appoint a Complaints Review Officer (in accordance with section 25 of the Act and Section 6.08 of this By-law).

(e) The Board may appoint a Vice-Chair (who must be a Director who is not from industry to address potential conflicts of interest) and may revoke such appointment.

(f) The Board shall appoint a Secretary (who need not be a Director) and may revoke such appointment.

(g) Each of the Chair and the Vice-Chair must be a Director; the Secretary may but need not be a Director; and none of the other Officers shall be a Director.

(h) The Board may from time to time appoint such other Officers and agents as it shall deem necessary, on a permanent or an interim basis, who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board and may revoke such appointments.

(i) The duties of the Officers shall include the following and such other duties as may from time to time be assigned by the Board and as permitted by the Act.

6.02 Duties of Chair

(a) The duties of the Chair shall include but not be limited to ensuring that the objects of the RHRA are fulfilled, and that policies, priorities and goals, as established by the Board, are attended to in accordance with the By-laws.

(b) In accordance with the MOU:

(i) the Board is accountable to the Government and acknowledges that accountability to the government means accountability to the Minister through the Chair;

(ii) the Chair is accountable to the Government for the performance of the RHRA; and

(iii) accountability to the Government means accountability to the Minister.

(c) The Chair is a principal spokesperson for the Board and the RHRA.

(d) The Chair shall, when present, preside at all Board meetings and meetings of Members.

(e) The Chair shall sign all instruments that require his or her signature on behalf of the RHRA.

6.03 Duties of the Vice-Chair

The Vice-Chair, if one is appointed, may fulfil the duties and responsibilities of the Chair during the Chair's absence or inability to act.

6.04 Registrar

(a) The Board shall appoint the Registrar for a term to be determined by the Board. The appointee will be eligible to be re-appointed.

(b) The Registrar shall have the powers and duties established by the Act and shall perform the duties assigned to the Registrar under Schedule "E" to the MOU.

(d) The Registrar shall report directly to the Board.

(e) Neither the Registrar nor any other employee of the RHRA shall be a Director.

6.05 Secretary

The Secretary shall give or cause to be given notices for all meetings of the Board, committees of the Board, and Members when directed to do so, and shall have charge

of the minute books and records referred to in section 92 of ONCA).

6.06 Risk Officer

(a) The Board shall, with the approval of the Minister, appoint a Risk Officer by a resolution approved by at least two-thirds of the Directors.

(b) The Risk Officer is eligible to be re-appointed.

(c) The Risk Officer may be removed from office only by a resolution approved by at least two-thirds of the Directors.

(d) The Risk Officer shall have the powers and duties established by the Act and Schedule "C" to the MOU.

(e) The Risk Officer shall report directly to the Board or through a Committee of the Board.

6.07 Complaints Review Officer

(a) The Board shall appoint a Complaints Review Officer by a resolution approved by at least two-thirds of the Directors.

(b) The Complaints Review Officer is eligible to be re-appointed.

(c) The Complaints Review Officer may be removed from office only by a resolution approved by at least two-thirds of the Directors.

(d) The Complaints Review Officer shall have the powers and duties established by the Act and Schedule "D" to the MOU.

(e) The Complaints Review Officer shall report directly to the Board or through a Committee of the Board.

6.08 Vacancies

(a) Each Officer shall continue in office until the earlier of:

(i) that Officer's resignation;

(ii) the appointment of a successor;

(iii) that Officer's removal; or

(iv) that Officer's death.

(b) If the office of any Officer (except the office of Chair) shall be or become vacant, the Board may, in accordance with the requirements of the Act, appoint an individual to fill such vacancy for the duration of the term.

6.09 Acting Registrar

(a) If a vacancy occurs in the office of the Registrar, the Board shall appoint an employee as Acting Registrar.

(b) During any extended absence or inability to act, the Registrar shall appoint an employee as an Acting Registrar.

(c) In emergency situations, the Chair may appoint an employee as Acting Registrar.

(d) If the board has appointed one or two Deputy Registrars pursuant to section 23.1 of the Act, then one or both of such Deputy Registrars will be appointed as Acting Registrar when fulfilling the provisions of subsections 6.09 (a), (b) or (c).

(e) The Acting Registrar shall have the authority and powers, and shall perform all of the duties and responsibilities, of the Registrar.

ARTICLE SEVEN: COMMITTEES

7.01 Executive Committee

(a) The Board may establish an Executive Committee to provide counsel and guidance to the RHRA, its Chair and the Registrar at such times as the Board is not in session, but at all times in a manner consistent with the Board's policies and practices.

(b) The Executive Committee shall be comprised of such Directors appointed by the Board, provided that:

(i) the Chair of the Board shall be the chair of the Executive Committee ;

(ii) there will be at least three and not more than four Directors on the Executive Committee; and

(iii) Directors appointed by the Lieutenant Governor in Council shall not constitute a majority on the Executive Committee;

(iv) any Executive Committee member (other than the Chair) may be removed as a member of the Executive Committee by a Board resolution;

(c) The Board may delegate to the Executive Committee any of the powers of the Board, subject to restrictions, if any, contained in the Act, ONCA or the

By-laws or imposed from time to time by the Board.

(d) Subject to the By-laws and any Board resolution, the Executive Committee may from time to time adopt, amend or repeal rules or procedures regarding the holding of its meetings (provided that the quorum for the Executive Committee shall be three Executive Committee members present, and provided that each member of the Executive Committee shall have one vote).

(e) The Executive Committee shall report to the Board at the Board's next meeting all actions taken by the Executive Committee since the Board's last meeting.

7.02 Standing Committees; Finance and Audit Standing Committee

(a) The Board shall establish a Finance and Audit Standing Committee, and may by resolution from time to time establish and appoint any other standing committees with such terms of reference as the Board determines.

(b) Membership on a standing committee will be limited to Directors.

(c) Subject to the By-laws and any Board resolution, a standing committee may from time to time adopt, amend or repeal rules or procedures regarding the holding of its meetings (provided that the quorum for a standing committee shall be at minimum three committee members present and each member of a standing committee shall have one vote).

(d) Any standing committee member may be removed as a member of the standing committee by a Board resolution.

(e) The Board shall appoint a minimum of three Directors to the Finance and Audit Standing Committee, except that the Board Chair may not be a member of the Finance and Audit Standing Committee. One of the Directors will be appointed by the Board as the Chair of the Finance and Audit Standing Committee.

(f) The Finance and Audit Standing Committee will report to the Board on the results of the audit and the integrity of the Board's financial procedures and on enterprise risk assessment and management processes, including financial risk.

(g) The RHRA shall give the auditor notice of the time and place of any meeting of the Finance and Audit committee. The auditor is entitled to attend the meeting at the expense of the RHRA and be heard, and shall attend every meeting of the committee if requested to do so by one of its members.

7.03 Advisory Committee

(a) The Board shall establish the Advisory Committee.

(b) The Advisory Committee shall be comprised of at least one consumer and at least one representative of the retirement homes sector and such other individuals selected by the Board.

(c) The terms of reference for and manner of appointment to the Advisory Committee will be posted on the RHRA's website.

(d) A report on the activities and advice provided by the Advisory Committee will be included in the Annual Report.

(e) The RHRA may pay reasonable remuneration and expenses properly incurred in the performance of their duties to individuals other than employees of the RHRA who may serve on the Advisory Committee.

7.04 Other Committees and Task Forces

The Board may by resolution appoint any special committees or ad hoc committees with a specific purpose and limited duration; or any such committees or task forces that will serve in an advisory capacity as the Board deems necessary or appropriate for such purposes, with terms of reference to be developed by the Board.

7.05 Committees and Task Forces: Telephone, Electronic or Other Communication Facilities

If the majority of the members of a Committee or Task Force consent thereto generally or in respect of a particular meeting, a member of a Committee or Task Force may participate in a Committee or Task Force meeting by means of such conference telephone or other communications facilities as permit all those participating in the meeting to communicate with each other simultaneously and instantaneously. A member of a Committee or Task Force who is participating in such a meeting by such means is deemed to be present at the meeting. The chair of any such meeting shall be responsible for establishing procedures designed to ensure that security issues concerning the meeting are adequately addressed and shall ensure that the secretary of the meeting establishes that a quorum is participating in accordance with the By-laws and records the votes taken.

ARTICLE EIGHT: INDEMNITY, INSURANCE AND EXPENSES

8.01 Indemnities to Directors and Others

(a) RHRA shall from time to time and at all times indemnify each Director or Officer of RHRA, each former Director or Officer of RHRA, and each individual who acts or acted at RHRA's request as a Director or Officer, or in a similar capacity, of another entity:

(i) in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other action or proceeding to which the individual is subject because of the individual's association with RHRA or other entity as described above, if the individual:

(I) was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and

(II) fulfils the conditions set out in Sub-section 8.01(c) of this By-law.

(ii) against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with RHRA or other entity.

(b) RHRA may advance money to a Director, Officer or other individual referred to in Clause 8.01(b)(ii) for the costs, charges and expenses of an action or proceeding referred to in that Clause, but the individual shall repay the money if the individual does not fulfil the conditions set out in Sub-section 8.01(c) of this By-law.

(c) RHRA shall not indemnify an individual under Sub-section 8.01(a) of this By-law unless:

(i) the individual acted honestly and in good faith with a view to the best interests of RHRA or other entity, as the case may be; and

(ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

8.02 Insurance

Subject to compliance with applicable law, RHRA may purchase and maintain insurance for the benefit of each Director or Officer of RHRA, each former Director or Officer of RHRA, and each individual who acts or acted at RHRA' request as a Director or Officer, or in a similar capacity, of another entity against any liability incurred by the individual:

(a) in the individual's capacity as a Director or Officer of RHRA; or

(b) in the individual's capacity as a Director or Officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at RHRA's request.

8.03 Expenses

The Directors, Officers and employees shall be entitled to be reimbursed for their travel and other reasonable out-of-pocket expenses properly incurred by them in the performance of their duties in accordance with RHRA policy developed in accordance with the Ontario Public Service (OPS) "Broader Public Service (BPS) Expense Directive", including attending any Board meetings, meetings of Members, or committee meetings.

ARTICLE NINE: MEMBERS' MEETING

9.01 Annual Members' Meeting; Other Members' Meetings

(a) The Annual Members' Meeting shall be held on such day in each year and at such time as the Board may determine at any place within Ontario as determined by the Board.

(b) The Board may at any time call a special meeting of the Members, at such time and place as the Board may determine, for the transaction of any business the general nature of which is specified in the notice calling the meeting.

(c) The Members may consider or transact any business at any meeting of the Members.

(d) If the majority of the Members consent thereto generally or in respect of a particular meeting, a Member may participate in a meeting of Members by means of such conference telephone or other communications facilities as permit all those participating in the meeting to communicate with each other simultaneously and instantaneously. A Member who is participating in such a meeting by such means is deemed to be present at the meeting. The chair of any such meeting shall be responsible for establishing procedures designed to ensure that security issues concerning the meeting are adequately addressed and shall ensure that the secretary of the meeting establishes that a quorum is participating in accordance with the By-laws and records the votes taken.

(e) At all meetings of Members, every question shall be decided by a majority of the votes of the Members present in person and eligible to vote, unless otherwise required by the Act or the By-laws.

(f) Each Member is authorized to exercise one vote.

(g) A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the members.

(h) Voting by proxy is not permitted.

9.02 Annual Members' Meeting

(a) Every Annual Members' Meeting shall be open to the public.

(b) At every Annual Members' Meeting, in addition to any other business that may be transacted:

(i) the Board's Annual Report shall be presented;

(ii) the report of the Registrar shall be presented;

(iii) the report of the Risk Officer shall be presented by the Board;

(iv) the audited financial statements and the report of the auditors shall be presented; and

(v) auditors shall be appointed for the ensuing year.

9.03 Notice

(a) Notice to the public of the Annual Members' Meeting will be posted on the RHRA website.

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(b) Notice of the Annual Members' Meeting shall be given to the Members in accordance with the By-laws, and to the Minister and the RHRA's auditor. Additional notices of the Annual Members' Meeting may be provided at the Board's discretion.

(c) Notice of every meeting of the Members shall be delivered or given by telephone, facsimile or electronic message to each Member not less than ten and not more than 50 days before the meeting is to take place .

The statement of the Chair or Secretary that notice has been given pursuant to the By-laws shall be sufficient and conclusive evidence of the giving of such notice.

(d) No error or omission in giving notice of any meeting of the Members or any adjourned meeting of the Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

ARTICLE TEN: FINANCIAL YEAR AND AUDITORS

10.01 Financial Year

The financial year of the RHRA shall terminate on the 31st day of March in each year or on such other date as the Board may from time to time determine.

10.02 Auditor

(a) The Members shall at each Annual Members' Meeting appoint an auditor to audit the accounts of the RHRA who shall hold office until the next Annual Members' Meeting; provided, however, that the Board may fill any casual vacancy in the office of the auditor.

(b) Regardless of the length of the term of appointment, the Members will continue to have the authority to change and/or renew the auditor on a yearly basis.

(c) The appointed auditor shall provide a report to the Board on the audited accounts of the RHRA at a time determined by the Board, to be reviewed and approved by the Board prior to its inclusion in the Annual Report which is made public at the next Annual Members' Meeting.

(d) The remuneration of the auditor shall be fixed by ordinary resolution of the Members or, if not so fixed, shall be fixed by the Board.

ARTICLE ELEVEN: GENERAL PROVISIONS

11.01 Execution of Instruments

(a) Contracts, documents or any instruments in writing requiring the signature of the RHRA may be signed by any two Directors and all contracts, documents and instruments in writing so signed shall be binding upon the RHRA without any further authorization or formality.

(b) The Board shall have power from time to time to also delegate these powers to one Director and the Registrar or appoint any Officer or Officers or any Person or

Persons on behalf of the RHRA to either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

(c) The term "contracts, documents or instruments in writing" as used in this By-law shall include but not be limited to deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings.

11.02 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such Officer or Officers or Person or Persons whether or not Officers and in such manner as the Board may from time to time determine.

11.03 Service

Unless provided otherwise in the By-laws, any notice or other document required by the Act, the Regulations or the By-laws to be sent to any Director or to the auditor shall be delivered personally or sent by prepaid mail or by electronic mail or facsimile to any such Director at their latest address as shown in the records of the RHRA and to the auditor at its business address, or if no address be given therein then to the last address of such Director known to the Secretary or by such other methods of service as the Board may direct; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the Person entitled thereto, which consent may be sent to the RHRA by electronic mail or facsimile.

11.04 Signature to Notices

The signature of any Director or Officer to any notice or document to be given by the RHRA may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

11.05 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws of the RHRA on the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

11.06 Proof of Service

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed and put into a Post Office or into a letter box. With respect to every notice or other document sent electronically or by electronic mail or facsimile or by such other methods of service as the Board may direct, it shall be sufficient to prove that such notice was sent from the RHRA. A certificate of an Officer in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Director, Officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Director, Officer or auditor of the RHRA as the case may be.

11.07 Policies and Rules

The Board may make or prescribe such policies or rules not inconsistent with the Act, the By-laws, the MOU or any applicable law relating to the management and operation of the RHRA and such other matters as in any way relate to the RHRA, its objects or the conduct of its affairs.

ARTICLE TWELVE: BY-LAWS

12.01 By-laws

(a) Subject to the Act, the MOU and applicable law, the Board may from time to time enact By-laws relating in any way to the management of the RHRA and for the conduct and administration of the RHRA's affairs.

(b) The Board shall also make a by-law regarding who can serve as Directors elected to the Board, the criteria for their nomination, the process for their election, the length of their term and whether they can be re-elected, provided that such by-law may be made by the Board only with the approval in writing of the Minister and any changes thereto or repeal thereof must also be approved in writing by the Minister before being made.

12.02 Available to the Public

Pursuant to section 14(4) of the Act, the RHRA shall make the By-laws available for public inspection within thirty days after they are made by the Board and shall post all such By-laws on the RHRA website.

12.03 By-law comes into force

This By-law shall come into force following approval by the Board.

Alex Yuan
Name

Jay O'Neill
Name

June 9, 2020
Date

History
March 30, 2011 – Corporate By-Law No. 1 approved by the Board of Directors.
November 18, 2015 – Section 5.01, Disclosure of Interests in Contracts shortened.
June 9 2020 – Section 4.03, Emergency Meetings added; Section 6.06(e), Risk Officer and 6.07(e) Complaints Review Officer clarified; Section 7.01(b), Executive Committee clarified; and Section 7.02(e) Standing Committees; Finance and Audit Standing Committee clarified.