

**BY-LAW NO. 1**

**OF THE**

**ONTARIO COUNCIL ON COMMUNITY HEALTH ACCREDITATION**

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**By-Law No. 1**

A By-Law relating generally to the affairs of

ONTARIO COUNCIL ON COMMUNITY HEALTH ACCREDITATION

BE IT ENACTED as a by-law of the ONTARIO COUNCIL ON COMMUNITY HEALTH ACCREDITATION, hereafter called the Corporation as follows:-

**1. HEAD OFFICE**

The Head Office of the Corporation shall be in the greater Burlington area in the Province of Ontario and at such place therein as the Directors may from time to time determine, or at such other place the Province of Ontario as shall be approved in accordance with the by-laws of the Corporation.

**2. SEAL**

The seal, an impression whereof is stamped in the margin hereof, shall be the Corporate seal of the Corporation. The Corporation seal shall be affixed to the Documents requiring the Corporate seal by the Chair, Vice-Chair or the Secretary-Treasurer and the Corporate seal shall remain at the Head Office of the Corporation.

**3. OBJECTS**

The objects of the Corporation are:-

To encourage through accreditation and related activities, the provision, throughout Ontario, of public health services of a standard appropriate to the community, and without limiting the generality of the foregoing:-

- (a) To initiate and operate an independent, voluntary accreditation program for local public health agencies;
- (b) To promote wide acceptance of the concept of public health accreditation;
- (c) To educate persons involved or interested in the accreditation process;
- (d) To encourage research into accreditation and related matters, and innovation in the accreditation process;
- (e) To encourage the involvement of other community health agencies in the accreditation process;
- (f) To cooperate in the development of a nation-wide accreditation program;
- (g) To undertake any other activities whose purpose is to further the Corporation's objects as stated herein; and

- (h) To solicit, receive and administer grants, donations, devises, bequests of real and personal property, and other forms of direct and indirect financial support to further the work of the Corporation.

The Corporation shall be carried on without the purpose of gain for its members and any profits or accretions to the Corporation shall be used in promoting its objects.

#### **4. BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of eleven (11) directors, each of whom at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the Corporation. The number of directors may be increased or decreased by by-law, which by-law, unless in the meantime confirmed at a general meeting of the shareholders duly called for that purpose, is effective only until the next annual meeting of members unless confirmed thereat and, in default of confirmation thereat; ceases to have effect at and from that time. The directors of the Corporation shall be elected and shall retire in rotation and at the inaugural meeting of members and the election of directors, three directors shall be elected to hold office for a term of three (3) years from the date of the election or until the third annual meeting of members after such a date, whichever first occurs and three directors for a term of two (2) years from the date of their election or until the second annual meeting of members after such date, whichever first occurs, and three directors for a term of one (1) year from the date of their election or until the next annual meeting after such a date, whichever first occurs. Thereafter at each annual meeting directors shall be elected to fill the positions of those directors whose term of office has expired and each director so elected shall hold office for a term of three (3) years or until the third annual meeting after their election, whichever first occurs.

Each member of the Corporation shall have the right to nominate and elect at the Annual meeting for the election of directors one (1) person for election to the Board of Directors.

No person shall be qualified for election or appointment as a director unless: he/she is active at the governance/management/consultative\* level in a public health unit/department; he/she has a broad understanding of public health structure, programs and services; and he/she has been approved for election or appointment by the member organization which he/she is representing.

\***Consultative** is defined as professional services and/or advice that have the potential to impact across more than one specific program/area within a public health unit/department. This could include, but is not limited to: public health nutritionists/dietitians, epidemiologists, health promotion specialists and health planners and/or evaluators.

## **5. VACANCIES, BOARD OF DIRECTORS**

- (a) The position of a director of the Corporation shall be vacated automatically:-
- (I) If a person resigns his office by delivering a written resignation to the Chair, or, in the case of the Chair, to the Vice-Chair;
  - (II) if he is found to be incapacitated by physical or mental illness;
  - (III) if he becomes bankrupt or suspends payment with his creditors;
  - (IV) if he is convicted of a criminal offense;
  - (V) if a resolution is passed by two-thirds of the directors present at a Board meeting that he be removed from office;
  - (VI) on death.
- (b) Vacancies on the Board, however caused, may be filled by the Directors from among the qualified members of the Corporation, so long as quorum of directors remain in office. Otherwise such vacancy shall be filled at the next annual meeting of the members, at which the directors for the ensuing year are elected. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, shall thereby be deemed to have occurred, which may be filled in the manner provided above.

## **6. QUORUM AND MEETINGS, BOARD OF DIRECTORS**

A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places, or by teleconference or any other means of telecommunications, as it may from time to time determine. No formal notice of such meetings shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the Chair or by the Secretary on the direction of any two directors. Notice of such meetings shall be delivered telephoned or telecopied to each Director not less than seven days before the meeting is to take place or shall be mailed to each director not less than seven days before the meetings is to take place. The Board may appoint a day or days in a month or months for regular meetings at any hour to be named and of such regular meeting no notice need to be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the Board.

## **7. ERRORS IN NOTICE, BOARD OF DIRECTORS**

No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceeding taken at such meeting and any director may, at any time, waive notice of any such meeting and may ratify and approve of any or all proceedings taken thereat.

## **8. VOTING, BOARD OF DIRECTORS**

- (a) Questions arising at any meeting of directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any director present. If no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chair that a resolution has been carried, without proof of the number or proportion of votes in favour or against, shall be made and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact. In the absence of the Chair, his duties may be performed by such other director as the Board may from time to time appoint for the purpose.
- (b) It shall be the responsibility of each member of the Board of Directors to identify any conflict of interest which he has with respect to any item on the agenda and upon so doing he shall not be permitted to vote on that issue. A conflict of interest arises when a member has either a monetary interest in the issue or by virtue of his employment has a direct involvement in that issue. In the event it is necessary to decide as to whether a conflict exists, a majority vote of directors shall decide the question.

## **9. POWERS**

The directors of the Corporation may manage the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, and subject to the provisions of this by-law, the directors are expressly empowered, from time to time, to establish policies for the Corporation, to set fees, to authorize and make expenditures, to manage the Corporation's affairs, to appoint standing and special committees and set their terms of reference to appoint an Executive Director and set terms and conditions of his appointment, to employ staff, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

The directors may, by resolutions, delegate to any officer, director or committee of directors of the Corporation the carrying out of any of the duties of the directors; however, such delegation shall not relieve the Board of Directors from their responsibility for the management of the affairs of the Corporation in all things.

#### **10. REMUNERATION OF DIRECTORS**

The directors shall receive no remuneration for acting as such, but may be compensated for their expenses while carrying out their duties as directors. The directors, however, may from time to time determine that those directors who are not receiving salaries while carrying out their duties on behalf of the Corporation should receive honoraria and the directors may determine the amount of such honoraria.

#### **11. BOARD OF DIRECTORS: LIABILITY**

Subject to the provisions of the Corporations Act, and the by-laws of the Corporation, no director or officer of the Corporation shall be liable for:-

- (a) the acts, receipts, neglects or defaults of any other director or officer, or for assisting in any receipts or other act for conformity;
- (b) any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any properly acquired by order of the Board or on behalf of the Corporation;
- (c) the insufficiency or lack of any security upon which any monies of the Corporation shall be invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited;
- (e) any loss occasioned by any error of judgement or oversight on his part;
- (f) any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office, or in relation thereto, unless the same shall happen through his own dishonestly or willful neglect.

## **12. INDEMNITY OF DIRECTORS AND OFFICERS**

Subject to the provisions of the Corporation Act, every director and officer of Corporation and his heirs, executors, administrators, and other legal personal representatives shall, from time to time and all times, be indemnified and saved harmless by the Corporation from and against,

- (a) any costs, charges and expenses whatsoever that he sustains or incurs in or about any actions, suite or proceeding that is brought, commenced or prosecuted against him, for, or in respect of, any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office, and
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

## **13.COMMITTEES OF THE BOARD OF DIRECTORS**

The Directors shall have the right to establish whatever committees they deem advisable for the purpose of carrying out their duties as directors and to determine the constitution and purposes of such committees.

## **14. OFFICERS OF THE CORPORATION**

There shall be a Chair, Vice-Chair, a Secretary-Treasurer and such other officers as the Board of Directors may from time to time determine. The Chair shall be elected or appointed provided that, in default of such election or appointment, the then incumbents shall hold office until the successors are elected or appointed.

It shall be determined herewith that the Vice-Chair, as elected by the Directors from amount their number, will automatically proceed to the Position of Chair upon the completion of the term of office of Vice-Chair.

## **15. DUTIES OF THE CHAIR AND VICE-CHAIR**

The Chair shall, when present, preside at all meetings of the members of The corporation and of the Board of Directors. The chair shall also be charged with the general management and supervision of the affairs and operations of the Corporation and shall be an ex-officio member of all committees. The Chair with the Secretary-Treasurer or other officer appointed by the Board for the purpose, shall sign all by-laws and membership certificates. During the absence or inability of the Chair his duties and powers may be exercised by the Vice-Chair.

**16. DUTIES OF THE SECRETARY-TREASURER**

The Secretary-Treasurer shall generally supervise and coordinate all matters relating to the internal financial and administrative matters of the Corporation. The holder of the office shall be responsible for the preparation of an annual budget in cooperation with the Executive Director for submission to, and approval by, the Board of Directors.

**17. DUTIES OF THE EXECUTIVE DIRECTOR**

The Executive Director shall be the chief administrative officer of the Corporation. The Executive Director shall be responsible to the Chair and the Board of Directors for all duties assigned to the Executive Director. The Executive Director shall also have the responsibility of receiving all fees and other monies of the Corporation and ensuring that they are deposited to the credit of the Corporation. A proper accounting shall be kept of all receipts and disbursements with all vouchers. Whenever required by the Board of Directors, the Executive Director shall render an account of all transactions and the financial position of the Corporation. An auditor's report and financial statements shall be submitted at the Annual General Meeting for approval.

**18. FISCAL YEAR**

Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 31st day of March in each year.

**19. BORROWING**

The directors may from time to time:-

- (a) borrow money on the credit of the Corporation; or
- (b) issue, sell or pledge securities of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property, of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation;
- (d) Authorize any director, officer, employee of the corporation or any other person to act on their behalf in respect of a), b) and c) above.

## **20. AUDITORS**

At each annual meeting the members shall, by resolution, appoint Auditors of the Corporation for next year. No officer or director of the Corporation or firm of which an officer or director of the Corporation is a member shall be the Auditor of the Corporation. The Board of Directors of the Corporation shall determine the remuneration of the Auditors by resolution.

## **21. EXECUTION OF DOCUMENTS**

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time, by resolution, direct the manner in which, and the person or persons by whom any particular instrument, contract or obligation of the Corporation may or shall be executed.

Any document requiring certification by the Corporation shall be so certified by the person or persons duly authorized by resolution of the Board of Directors.

## **22. BOOKS AND RECORDS**

The directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable status or law are regularly and properly kept.

## **23. MEMBERSHIP**

The membership shall consist of:-

- (a) Ontario Public Health Association,
- (b) Association of Local Public Health Agencies, Board of Health Section,
- (c) Association of Local Public Health Agencies  
Council of Ontario Medical Officers of Health
- (d) Ontario Association of Public Health Dentistry,
- (e) Ontario Society of Nutrition Professionals in Public Health,
- (f) ANDSOOHA – Public Health Nursing Management,
- (g) Association of Supervisors of Public Health Inspectors of Ontario,
- (h) Association of Ontario Public Health Business Administrators,
- (i) Health Promotion Ontario (public health),
- (j) Association of Public Health Epidemiologists in Ontario,
- (k) Ontario Public Health Libraries Association,

And other such bona fide Ontario provincial public health organizations as are admitted as members by the Board of Directors.

Member organizations may resign in writing, which resignation shall be effective upon acceptance by the Board of Directors.

In case of resignation, a member organization shall remain liable for payment of any assessment or other sum levied, or which became payable by it to the Corporation, prior to acceptance of its resignation.

Each member organization in good standing shall have the right to send three representatives to any special or general meeting of the members. However, each member organization shall only be entitled to one vote on each question arising at any such special or general meeting.

Each member organization shall be promptly informed by the Secretary-Treasurer of its admission as a member.

#### **24. DUES**

There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by the Board of Directors. Such dues or fees shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

The Secretary-Treasurer shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notices, the members in default shall thereupon automatically cease to be members of the Corporation. Any such members may, on payment of all unpaid dues or fees, be reinstated by unanimous vote of the Board of Directors.

#### **25. ANNUAL OR OTHER MEETING OF MEMBERS**

The annual meeting, or any other general meeting of the members, shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented. In addition, a board of directors shall be elected and auditors shall be appointed for the ensuing year. The members may consider and transact business, either special or general, without any notice thereof at any meeting of the members. Any two directors or the Chair shall have power to call, at any time, a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required.

However, notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid mail or facsimile, ten days before the time fixed for the holding of such meeting. Meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat. At such meetings, any business may be transacted which the Corporation, at annual or general meetings, may transact.

## **26. QUORUM OF MEMBERS**

A quorum for the transaction of business at any meeting of member organizations shall consist of the present, in person or by teleconference, of not less than twenty-five percent (25%) of the member organizations present.

Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member organization of the Corporation shall, at all meetings of members, be entitled to one vote and it may not be by proxy. No member shall be entitled to vote at meetings of the Corporation unless the member organization has paid all dues, if any, payable by him.

At all meetings of members, every question shall be decided by a majority of the votes of the members present, unless otherwise required by the by-laws of the Corporation, or by law. Every questions shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall vote, and a declaration by the Chair that a resolution has been carried (or not carried), without proof of the number or proportion of votes in favour or against, shall be made. An entry to that effect shall be recorded in the minutes of the Corporation. The demand for a poll may be withdrawn, but if a poll be demanded the question shall be decided by a majority of votes given by the members present in such a manner as the Chair shall direct. The result of such poll shall be deemed the decision of the Corporation.

## **27. NOTICE OF MEETING OF MEMBERS**

Whenever, under the provisions of the by-laws of the Corporation, notice of meetings of members is required to be given, such notice may be given either personally, by facsimile, by e-mail, or by depositing same in a post office or a public letter box, in a prepaid, sealed envelope addressed to the member organization at the address which appears on the books of the Corporation. A notice or other document so sent by post, facsimile or e-mail, shall be held to be sent at the time when the same was deposited in a post office or public letter box or sent by facsimile machine or e-mail.

No error or omission in giving notice of any annual or general meeting of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat. Any member may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.

### **28. CHEQUES**

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such person or persons as determined by a resolution of the Board of Directors.

### **29. DEPOSIT OF SECURITIES FOR SAFEKEEPING**

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn only upon written order of the Corporation signed by such officer or officers, agent or agents of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board of Directors. Such authority may be general or confined to specific instances. The institutions which may be so selected as custodians for the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall, in no event, be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

### **30. AMENDMENTS TO BY-LAWS**

Any amendment, repeal or re-enactment to the by-laws of the Corporation, unless in the meantime, confirmed at a general meeting of the members duly called for that purpose, is effective only until the next annual meeting of the members unless confirmed thereat.

### **31. RULES AND REGULATIONS**

The Board of Directors may from time to time establish any rules and regulations for the operation of the Corporation which are not inconsistent with the by-laws of the Corporation.

**32. DISSOLUTION OF THE CORPORATION**

Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed or disposed of to charitable organizations or organizations the objects of which are beneficial to the community.

**33. INTERPRETATION**

In these by-laws and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words imparting the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references made to persons shall include firms and corporations.