

## **LUMSDEN & DISTRICT HERITAGE HOME INC.**

### **CONSTITUTION**

#### **1. INTERPRETATION**

##### **1.1. Definitions**

Defined terms appearing in this bylaw, and which are not defined below shall have the meaning set out in this bylaw. The following words have the meaning set out:

- 1.1.1. "Act" means The Non-profit Corporations Act, 1995, SS c N-4.2 as it may be amended from time to time, or any successor or replacement legislation as may be in force from time to time in the Province of Saskatchewan.
- 1.1.2. "Board" means the Board of Directors of the Corporation.
- 1.1.3. "Corporation" means LUMSDEN & DISTRICT HERITAGE HOME INC. or LDHH.
- 1.1.4. "Director" means any person elected or appointed to the Board.
- 1.1.5. "Fiscal Year End" means the financial year end of LDHH.
- 1.1.6. "Member" means any person who has applied to become a member and whose application has been approved and has paid their required membership fee (or is excused payment by Board resolution). In addition to individuals, business or corporation, proprietorship, or partnership; group, agency, or organization

##### **1.2. Statutory Terms**

Unless otherwise defined in these Bylaws, all terms shall have the meaning defined in the Act.

##### **1.3. General Interpretation**

- 1.3.1. The singular includes the plural and vice versa, where the context so requires.
- 1.3.2. The masculine includes the feminine and the neuter in the case of the Corporation, where the context so requires. The feminine includes the masculine and neuter, where the context requires. The neuter includes the masculine and the feminine, where the context so requires.
- 1.3.3. This constitution of the Corporation shall be governed by the laws of the Province of Saskatchewan and Canada.

## **2. NAME**

- 2.1. The name of the corporation shall be the "Lumsden and District Heritage Home Inc." hereafter called "LDHH".

## **3. PLACE OF ACTIVITIES**

- 3.1. The activities of LDHH shall be carried on in the Province of Saskatchewan, and primarily in and around the Town of Lumsden and the surrounding district.

## **4. THE AIMS & OBJECTIVES**

- 4.1. The aims and objectives of LDHH shall be to:
  - 4.1.1. Provide 24-hour nursing care to the elderly and infirm.
  - 4.1.2. Provide adult day programs.
  - 4.1.3. Provide home care supports to the elderly and infirm.
  - 4.1.4. Provide assisted-living accommodation and community meal service to the elderly.
  - 4.1.5. Establish a licensed personal care facility as permitted under The Personal Care Homes Act.
  - 4.1.6. Do all things incidental to the achievement of these objectives.
  - 4.1.7. Raise funds for the purpose of advancing its objectives.
  - 4.1.8. To provide all other health care services that are beneficial to the community and consistent with these aims and objectives.

## **5. MEMBERSHIP**

- 5.1. Membership shall be open to any person or group of people interested in promoting the aims and objectives of LDHH.

### **5.2. Membership Term and Fees**

- 5.2.1. The term of the membership is life for individuals. For existing community groups, businesses, or municipalities, the membership will remain in place until the entity ceases to exist.
- 5.2.2. A member is permitted to leave once they or an agent representing them provides their written request to be removed from the membership register.
- 5.2.3. The membership fee shall be such amount as may be set by the Board of Directors, due and payable by each member.
- 5.2.4. Memberships are subject to Board approval.

5.3. **Types of Memberships**

- 5.3.1. Individual
- 5.3.2. Group, agency, or organization who shall designate one of their membership for voting privileges in LDHH and an alternate to act in the event the designate is not present.
- 5.3.3. Business or corporation, proprietorship, or partnership.
- 5.3.4. Municipal, including rural municipalities, towns, resort villages and villages.

5.4. **Fees and List**

- 5.4.1. Fees shall be set by the Board of Directors.
- 5.4.2. A membership list shall be kept in the office of LDHH and listed publicly.

5.5. **Rights of Membership**

- 5.5.1. To elect the Board of Directors.
- 5.5.2. To have one vote on each matter presented to each Annual or Special Meetings of LDHH.
- 5.5.3. Each member, other than employees of LDHH, is eligible for a position on the Board of Directors of the LDHH.

**6. MEETINGS & QUORUMS**

- 6.1. LDHH shall hold its Annual General Meeting within three months of the end of the fiscal year.
- 6.2. Special meetings of the membership shall be called by the Board of Directors at its discretion at any time or when requested by the general membership in accordance with the Act.
- 6.3. A minimum of 15 days' notice must be given prior to convening any membership meeting of LDHH.
- 6.4. A quorum at any Annual General Meeting or Special Meeting shall consist of the number of Board of Directors plus one.
- 6.5. All meetings shall be conducted in accordance with the rules governing the Canadian Parliamentary Practices.
- 6.6. Voting
  - 6.6.1. Only Members in good standing are entitled to vote at any meeting of Members.
  - 6.6.2. A Member entitled to vote shall be permitted to cast one (1) vote per resolution.

## **7. BOARD OF DIRECTORS**

7.1. The Board of Directors shall be elected at the Annual General Meeting or a Special Meeting of LDHH.

7.2. Each Director must be a member in good standing in LDHH.

7.3. Slate of nominations

At each Annual General Meeting of Members where director positions are open for election, a slate of Director nominees shall be presented by the Board of Directors to the Members for election. These nominees will be assembled by the Nominating and-Membership Committee and presented by the Board of Directors to the Members for election.

7.4. Any additional nominations for a Director position must be received no less than sixty (60) days prior to the Annual General Meeting.

7.5. The Board of Directors shall be composed of a minimum of 8 and a maximum of 14 elected members.

7.6. Subject to Article 7.7, Directors shall be elected to a term of office for 3 years. In the event of vacancy on the Board of Director an appointment shall be made to complete the term of the vacated position until the next Annual General Meeting.

7.7. Staggered terms will be followed.

7.8. Retiring Directors shall be eligible for re-election.

7.9. Elections shall be by show of hand or secret ballot if requested by three members.

## **8. CONDUCT AND DUTIES OF DIRECTORS**

8.1. Conduct

Every Director and officer of LDHH shall act honestly and in good faith with a view to the best interests of LDHH and shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

8.2. Board of Directors

The affairs of the Corporation shall be governed by a Board of Directors. The Board may pass resolutions and adopt policies as part of the governance of affairs.

### **8.3. Duties**

#### **8.3.1. Chair**

The Chair shall preside at all general meetings of LDHH and at all Directors' meetings and shall be an ex-officio member of all committees.

#### **8.3.2. Vice Chair**

The Vice-Chair shall perform the duties of the President in his/her absence of inability to act.

### **8.4. Eligibility of Directors**

Individuals who are eligible to be nominated and serve as a Director must meet the requirements set out in this section. Any nomination that does not meet these requirements is disqualified from being nominated or elected as a Director. Nominations are limited as follows:

#### **8.4.1. Membership**

Directors must be Members in good standing of LDHH prior to being nominated or elected as a Director.

#### **8.4.2. Qualifications**

Each Director shall be an individual, at least eighteen (18) years of age, shall not have the status of a bankrupt, shall not have a record of indictable criminal conviction, and shall not have been declared incapable by a court in Canada or in another country. If a person being a Director:

- a. resigns from office by delivering a written resignation to LDHH;
- b. dies.
- c. is declared incapable by a court in Canada or another country.
- d. makes an assignment for the benefit of creditors, becomes bankrupt or insolvent, or becoming bankrupt or insolvent, takes the benefit of any legislation that may be in force for bankrupt or insolvent debtors;
- e. is removed pursuant to Section 8.6.
- f. is convicted of an offense under the Criminal Code of Canada.
- g. In the case of 8.4.2.(f), the Executive Committee may, in exceptional circumstances, permit a Director to remain if convicted of a summary conviction offense.

such person thereupon ceases to be a Director.

#### 8.5. Vacancies

In the event that a vacancy occurs on the Board:

- 8.5.1. The remaining Directors, provided there is quorum, may fill any vacancy of the Board by appointment by way of a special resolution of the Board, requiring no less than a two-thirds majority of Directors who are present at the meeting of the Board to be in favour of appointing a director candidate, or the Board may call a meeting of Members for the purpose of having an election to fill the vacancy on the Board.
- 8.5.2. A Director appointed to fill a vacancy holds office for the unexpired term of her or his predecessor and may stand for re-election following expiry of the unexpired term.
- 8.5.3. During the period of time commencing on the occurrence of the vacancy on the Board until the election/appointment of a replacement Director, the Directors remaining in office may exercise all of the powers of the Board, provided that the minimum number of directors is met and there is a quorum.
- 8.5.3. In the event that a vacancy on the Board results in the number of Directors being below the minimum required by the Articles and these Bylaws, the Board vacancy must be filled within thirty (30) days. If the minimum number of directors is not met, then the Board may not conduct business except to call for a Meeting of Members for the purposes of holding an election to meet the minimum director requirement in accordance with the director nomination process set out in these Bylaws.

#### 8.6. Removal

The Board, by two-thirds resolution of the Directors present at the meeting of which notice specifying the intention to put forward the resolution to remove a director has been given, may remove any Director before the expiration of the term of office of such Director. If any Director is removed from office, her or his office shall become vacant.

#### 8.7. Resolutions in Writing in Lieu of Meetings

A resolution in writing and signed by all the Directors that would be entitled to vote on that resolution at a Board meeting is as valid as if it had been passed at a meeting of Directors.

### 9. DUTY OF CARE OF DIRECTORS AND OFFICERS

#### 9.1. Duty of Care

Every Director and Officer, in exercising their powers and discharging her or his duties, shall:

- 9.1.1. Act honestly and in good faith with a view to the best interests of LDHH; and

- 9.1.2. Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.
- 9.2. Protection of Directors and Officers
  - 9.2.1. Subject to the Act, no Director or officer shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee of the Corporation, provided that the Director or officer has acted in accordance with her or his duty of care.
  - 9.2.2. No Director or officer shall be liable for any loss, damage, expense, or misfortune to the Corporation including through the insufficiency, deficiency or loss of any investment of the Corporation occasioned by any error of judgment or oversight on the part of the Directors or liable for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of the office or in relation thereto, provided that such Director or officer has met her or his duty of care and that nothing herein shall relieve any Director or officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.
  - 9.2.3. Except as provided in the Act, no Director will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Corporation unless it results through her or his failure, when exercising the powers and discharging the duties of her or his office, to act honestly and in good faith with a view to the best interests of the Corporation, or to exercise the care, diligence, and skill that a reasonably prudent person would make in comparable circumstances.

## 10. INDEMNIFICATION

- 10.1. Subject to the limitations contained in the Act, LDHH shall hereby indemnify a Director or officer, a former Director or officer, or another individual who acts or acted at LDHH' request as a Director or officer, and her or his heirs and legal representatives, against all actions, claims, costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by her or him in respect of any civil, criminal, administrative, investigative or other proceeding to which she or he is made party by reason of being a Director or officer of the Corporation if:
  - 10.1.1. She or he acted honestly and in good faith with a view to the best interests of the Corporation; and
  - 10.1.2. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, she or he had reasonable grounds for believing that her or his conduct was lawful.

The Corporation will also indemnify the persons listed in this Section 10 in any other circumstance that the Act permits or requires.

- 10.2. The Corporation may purchase and maintain insurance for the benefit of any person referred to in this section 8 against any liabilities and in any amount the Board may determine.
- 10.3. The right to indemnify provided in this Section 10 will include the right to the advance of monies from the Corporation for the costs, charges, and expenses of a proceeding referred to above, which monies must be repaid to the Corporation if the individual to whom they were advanced has not fulfilled the conditions set out in this section.
- 10.4. The Directors of the Corporation who vote for or consent to a resolution authorizing the payment of an indemnity contrary to section 10 of these Bylaws or contrary to the Act shall be liable to restore to the Corporation any monies or property paid or distributed and not otherwise recovered by the Corporation. The Corporation must first take reasonable steps to recover such monies or property from the payee.
- 10.5. The payment of an indemnity must be authorized by way of a resolution of the Board.

## **11. CONFLICT OF INTEREST**

- 11.1. Directors and employees shall comply with any conflict-of-interest policy adopted by the Board in force.
- 11.2. Directors, employees, or Corporations in which any preceding person hold interests shall not, while they are holding such position or interest or within one year after leaving or withdrawing from such positions or interests, enter into any business arrangement with the Corporation, except as permitted by a special resolution of the Board of Directors.

## **12. MEETINGS OF THE BOARD OF DIRECTORS**

- 12.1. There shall be a minimum of six (6) regularly scheduled meetings in one fiscal year; however, the Chair or one-half (1/2) of the directors may request additional meetings.
- 12.2. Directors shall be deemed to have resigned after missing three (3) consecutive regularly scheduled meetings of the Board of Directors, or after having missed a total of five (5) regularly scheduled meetings of the Board of Directors since the previous Annual Meeting. A new Director may be appointed at the next regularly scheduled meeting. This directive may be set aside where the Board of Directors have agreed, by motion, to this absence.
- 12.3. No business shall be transacted at a meeting of the Board of Directors unless a quorum of one-half of the members of this body is present.
- 12.4. Directors who are not able to meet in person may participate in Board meetings by teleconference, televideo or other digital communication.

## **13. COMMITTEES OF LDHH SHALL BE**

### **13.1. Standing Committees:**

- 13.1.1. The Chair is a member of all standing committees.
- 13.1.2. The Executive Committee shall include the Chair, Vice Chair and a minimum of one other Board member to be determined by the Board annually;
- 13.1.3. The Finance Committee shall include a minimum of three Board members to be determined by the Board annually;
- 13.1.4. The Quality and Service Delivery Committee shall include a minimum of three Board members to be determined by the Board annually;
- 13.1.5. The Strategic Planning and Communication Committee shall include a minimum of three Board members to be determined by the Board annually;
- 13.1.6. The Nominating & Membership Committee shall include a minimum of three Board members to be determined by the Board annually; and
- 13.1.7. Governance Committee shall include a minimum of three Board members to be determined by the Board Annually.

- 13.2. Ad hoc working groups will be established as needed to carry out specific mandates as determined by the Board of Directors.
- 13.3. All Board members are to be members of at least one of the six standing committees.

## **14. FINANCES**

- 14.1. LDHH shall have the right to solicit funds for the purpose of advancing its objectives.

## **15. AUDIT**

- 15.1. The Chair of the Finance Committee shall ensure that the accounts of LDHH are examined, and their correctness shall be ascertained and certified by one or more auditors who shall be appointed by the membership at the Annual General Meeting.
- 15.2. The Chair of the Finance Committee shall undertake to have LDHH's books audited at any time during the operating year upon the written request of the Chair, or upon the majority vote at a meeting of LDHH.

## **16. AMENDMENTS**

- 16.1. The constitution of LDHH may be amended by a majority vote of two-thirds (2/3) of the voting members present at the Annual General Meeting.

- 16.2. Any proposed amendments by the Board of Directors to the constitution shall be set out in writing and delivered to all members, together with a notice of the meeting at which such amendment(s) to be considered, no less than fifteen (15) days prior to the date of such meeting.
- 16.3. Copies of any alteration or addition to the constitution of LDHH shall be certified in the following manner:
- 16.4. "Certified to be a true copy of an amendment approved by special resolution passed at a general meeting of members held on the \_\_\_\_ date of \_\_\_\_, 20\_\_\_\_."

## 17. DISSOLUTION

- 17.1. In the event of dissolution of LDHH, the remaining assets after payment of all liabilities shall be given to a registered Canadian charity chosen by the Directors.

Formally agreed to by the 2024 municipal appointed board recommended on 22<sup>nd</sup> of April, 2024.



Byron Tumbach  
Chair, Lumsden and District  
Heritage Home Inc.



Sara Cox  
Secretary to the Board, Lumsden and District  
Heritage Home Inc.



Approved by the following municipal stakeholders:

Town of Lumsden

R.M. Lumsden No. 189

Resolution dated, 7th day of May, 2024

Resolution dated, 16<sup>th</sup> day of May, 2024

Town of Regina Beach

Village of Bethune

Resolution dated, 28th day of May, 2024

Resolution dated, 7th day of May, 2024

RM of Dufferin No. 190

Village of Craven

Resolution dated 16th day of May, 2024

Resolution dated, 14<sup>th</sup> day of May, 2024

RM of Pense No. 160	Village of Dilke
Withdrawn on the 10 <sup>th</sup> day of January 2024	Resolution dated, 7th day of May, 2024
RM of Sarna No 221	Village of Disley
Resolution dated, 8th day of May, 2024	Resolution dated, 10 <sup>th</sup> day of May, 2024
Village of Silton	Village of Holdfast
Resolution dated, 15 <sup>th</sup> day of May, 2024	Resolution dated, 10 <sup>th</sup> day of May, 2024