Sandy Hill Community Health Centre
Centre de santé communautaire Côte-de-Sable

Sandy Hill Community Health Centre, Inc. / Centre de santé communautaire Côte-de-Sable, inc.

By-laws Review 2026

To: Members of the Corporation **Date: June 10, 2026**

Prepared by: Karen Capen, Board Secretary

Statement of Purpose (Issue):

To incorporate changes to the By-laws and to ensure that the changes meet the legislative requirements conform to the *Ontario Not-for-Profit Corporations Act*, R.S:O. 1990, chap. C.38 ("ONCA") ("the Act").

Recommendation(s):

That the Members of the Corporation consider and approve the following changes to the By-laws, as reviewed by the Nominations and Governance Committee, and endorsed by the Board of Directors.

1. **Section 4. Directors**
   - 4.01 Duties and Number:
     (b): *The Board of Directors shall normally consist of thirteen (13) Directors. In any event, unless approved by Special Resolution, the number of Directors shall not be fixed below seven (7) or above thirteen (13).* (Instead of "The Board of Directors shall normally consist of fourteen (14) Directors. In any event, unless approved by Special Resolution, the number of Directors shall not be fixed below ten (10) or above sixteen (16).")
     (c): A minimum of *two (2)* Directors shall be clients of the Corporation. (Instead of three (3).)
   - 4.07 Executive Committee:
     (a): change the title of Executive Director to *Chief Executive Officer (CEO).*
2. **Section 5. Meetings of Directors**
   - 5.11 Guests at Board Meetings: change the title of Executive Director to *Chief Executive Officer (CEO).*
3. **Section 13. Execution of Instruments:**
   - 13.01 Execution of Instruments:
     (a) change the title of Executive Director to *Chief Executive Officer (CEO).*

Decision Making Strategy:

The Nominations and Governance Committee of the Sandy Hill Community Health Centre's Board of Directors performed the annual review of the Centre's By-laws. The proposed changes are in accordance with the new requirements by the ONCA.

The Board of Directors reviewed and unanimously approved the amendments at their meeting on March 25, 2026.

In order for these changes to take effect legally, the members of the corporation must vote on the proposal at the Annual General Meeting (AGM) on June 24, 2026.