

*Niagara Health System
By-law Number 1*

Administrative By-law

TABLE OF CONTENTS

Corporate By-law

Article 1 - Interpretation	1
1.1 Definitions.....	1
1.2 Interpretation.....	3
Article 2 - Membership in the Corporation.....	3
2.1 Members	3
2.2 Fees	3
2.3 Voting	3
2.4 Transferability.....	3
Article 3 - Meetings of Members.....	3
3.1 Location	3
3.2 Annual Meetings.....	4
3.3 Calling Meetings.....	4
3.4 Quorum	4
3.5 Notice.....	4
3.6 Votes	4
3.7 Chair of the Meeting	5
3.8 Adjourned Meetings of Members	5
3.9 Notice of Adjourned Meetings.....	5
3.10 Written Resolution in Lieu of Meeting.....	5
Article 4 - Directors	6
4.1 Composition of Board.....	6
4.2 Duties and Responsibilities.....	6
4.3 Qualifications of Directors.....	6
4.4 Vacation of Office.....	7
4.5 Election and Term.....	7
4.6 Maximum Terms.....	7
4.7 Filling Vacancies	8
4.8 Directors Remuneration	8
Article 5 - Meetings of Directors	8
5.1 Meetings of Directors	8

5.2	Regular Meetings	8
5.3	Notices	8
5.4	Quorum	9
5.5	Meeting of Board after Annual Meeting.....	9
5.6	Persons Entitled to be Present.....	9
5.7	Voting	9
5.8	Casting Vote.....	9
5.9	Written Resolutions in lieu of Meeting.....	9
5.10	Electronic or Telephonic Meetings	9
5.11	Adjournment of the Meeting.....	10
5.12	Notice of Adjourned Meeting	10
	Article 6 - Interest of Directors or Officers in Contracts or Transactions	10
6.1	Declaration of Conflict	10
	Article 7 - Protection of Officers and Directors.....	11
7.1	Directors Liability.....	11
7.2	Indemnities to Directors and Others	11
	Article 8 - Committees.....	12
8.1	Committees	12
8.2	Functions, Duties, Responsibilities and Powers of Committees.....	12
8.3	Committee Members, Chair.....	12
8.4	Procedures at Committee Meetings	12
8.5	Executive Committee.....	12
	Article 9 - Officers	13
9.1	Officers	13
9.2	Terms of Office.....	13
	Article 10 - Duties of Officers	13
10.1	Chair of the Board.....	13
10.2	Vice Chairs.....	13
10.3	Chief Executive Officer	14
10.4	President.....	14
10.5	Secretary	14
10.6	Other Officers	14
	Article 11 - Organization and Financial.....	14

11.1	Seal.....	14
11.2	Execution of Documents.....	14
11.3	Other Signing Officers.....	15
11.4	Banking Arrangements	15
11.5	Financial Year.....	15
11.6	Appointment of Auditor.....	15
11.7	Borrowing Power	15
11.8	Investments	16
Article 12 - Books and Records		16
12.1	Books and Records	16
Article 13 - Confidentiality.....		16
13.1	Confidentiality	16
13.2	Board Spokesperson.....	16
Article 14 - Professional Staff.....		16
14.1	Professional Staff.....	16
Article 15 - Matters Required by the <i>Public Hospitals Act</i> and Applicable Legislation.....		17
15.1	Required Committees and Programs	17
15.2	Fiscal Advisory Committee	17
15.3	Chief Nursing Executive.....	17
15.4	Nurses and other Staff and Professionals on Committees	17
15.5	Retention of Written Statements.....	17
15.6	Occupational Health and Safety Program.....	17
15.7	Health Surveillance Program	18
15.8	Organ Donation.....	18
Article 16 - Rules and Procedures		19
16.1	Rules of Order.....	19
16.2	Rules	19
Article 17 - Notices.....		19
17.1	Notice.....	19
17.2	Computation of Time.....	20
17.3	Omissions and Errors	20
17.4	Waiver of Notice.....	20
Article 18 - Amendment of By-laws.....		20

18.1	Amendment.....	20
18.2	Effect of Amendment.....	20
18.3	Member Approval.....	21
18.4	Amendments to Professional Staff By-law.....	21

By-law Number 1

Niagara Health System

A By-law relating to the transaction of the activities and affairs of **Niagara Health System** (the “**Corporation**”).

Be it enacted as a By-law of the Corporation as follows:

Article 1 Interpretation

1.1 Definitions

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

- (a) “**Act**” means *Corporations Act* (Ontario) including any regulations made pursuant to the Act, and any statute or regulations that may be substituted therefor, as from time to time amended;
- (b) “**Articles**” means any instrument or document that incorporates the Corporation or modifies its incorporating document or instrument, including restated articles of incorporation, articles of amendment, letters patent, and supplementary letters patent;
- (c) “**Board**” means the board of directors of the Corporation;
- (d) “**Chair**” means the chair of the board;
- (e) “**Chief Executive Officer**” means the individual who is, from time to time, the chief executive officer of St. Joseph’s Health System, who is to be designated by the Board as the Chief Executive Officer of the Corporation pursuant to the Management Services Agreement;
- (f) “**Chief Nursing Executive**” means the senior nurse employed by the Hospital who reports directly to the President and is responsible for nursing services provided in the Hospital;
- (g) “**Chief of Staff**” means the member of the Medical Staff appointed by the Board to be the Chief of Staff;
- (h) “**Dentist**” means a dental practitioner in good standing with the College of Dental Surgeons of Ontario;
- (i) “**Dental Staff**” means the Dentists who have been appointed by the Board to the Dental Staff;
- (j) “**Director**” means a member of the Board;

- (k) “*ex officio*” means membership “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (l) “**Extended Class Nursing Staff**” means those Registered Nurses in the Extended Class who are:
 - (i) nurses that are employed by the Hospital and are authorized to admit, discharge, diagnose, prescribe for or treat patients; and
 - (ii) nurses who are not employed by the Hospital and to whom the Board has granted privileges to admit, discharge, diagnose, prescribe for or treat patients;
- (m) “**Hospital**” means the public hospital operated by the Corporation on more than one site;
- (n) “**Management Services Agreement**” means the management services agreement between the Corporation and St. Joseph’s Health System dated as of January 14, 2014;
- (o) “**Medical Advisory Committee**” means the Medical Advisory Committee established by the board as required by the *Public Hospitals Act*;
- (p) “**Medical Staff**” means the Physicians who have been appointed to the Medical Staff by the Board;
- (q) “**Members**” means members of the Corporation as described in Article 2;
- (r) “**Midwife**” means a midwife in good standing with the College of Midwives of Ontario;
- (s) “**Midwifery Staff**” means the Midwives who have been appointed to the Midwifery Staff by the Board;
- (t) “**Person**” means and includes any individual, corporation, partnership, firm, joint venture, syndicate, association, trust, government, government agency, board, commission or authority, or any other form of entity or organization;
- (u) “**Physician**” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (v) “**President**” means the individual appointed by the Board to be the President of the Corporation and to have the duties set out in section 10.4 of this By-law.
- (w) “**Professional Staff**” means the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff;
- (x) “*Public Hospitals Act*” means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;

- (y) “**Registered Nurse in the Extended Class**” means a member of the College of Nurses of Ontario who is a registered nurse and holds an extended certificate of registration under the *Nursing Act, 1991*;
- (z) “**Rules**” means a rule adopted by the Board in accordance with section 16.2; and
- (aa) “**special business**” means any business other than consideration of the financial statements and the audit report, election of Directors and reappointment of the incumbent auditor.

1.2 Interpretation

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular number shall include the plural number and *vice versa* and references to persons shall include firms and corporations and words importing one gender shall include the opposite.

Other than as specifically defined in this By-law, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act.

Article 2 Membership in the Corporation

2.1 Members

The Members of the Corporation shall consist of the elected Directors of the Corporation from time to time who shall be *ex officio* Members for so long as they serve as Directors.

2.2 Fees

No fees shall be payable by the Members.

2.3 Voting

Each Member shall be entitled to one vote.

2.4 Transferability

Membership is not transferrable and ceases upon the Member ceasing to be a Director.

Article 3 Meetings of Members

3.1 Location

Meetings of the Members shall be held at the head office of the Corporation or at any place in Ontario as the Board may determine.

3.2 Annual Meetings

In accordance with the *Public Hospitals Act*, the annual meeting of Members shall be held between the 1st day of April and the 31st day of July of each year.

3.3 Calling Meetings

The Board or Chair shall have power to call, at any time, a meeting of the Members of the Corporation. When calling an annual or general meeting of Members, the Board or Chair may provide for attendance by Members by telephonic or electronic means (as may be defined in the Act), in addition to attendance by Members in person.

3.4 Quorum

A majority of the Members entitled to vote in attendance at a meeting will constitute a quorum at a meeting of Members.

3.5 Notice

- (a) Notice of the time and place of a meeting of Members shall be given to each Director, each Member entitled to receive notice and to the auditors by sending it by one of the methods set out in section 17.1 addressed to such person at their most recent addresses as shown on the Corporation's records at least ten (10) days and not more than fifty (50) days prior to the meeting or in any other manner permitted by the *Public Hospitals Act*.
- (b) Notice of a meeting of Members at which special business is to be transacted must:
 - (i) state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and
 - (ii) state the text of any special resolution to be submitted to the meeting.

3.6 Votes

- (a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote.
- (b) At all meetings of Members of the Corporation every question shall be determined by a majority of votes cast unless otherwise specifically provided by statute or by this By-law.
- (c) Members may not vote by proxy.
- (d) Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands or by a voice vote as determined by the chair of the meeting and in the case of an equality of votes, whether on a show of hands or on a voice vote or on a ballot, the chair of the meeting shall not have a second vote to break the tie.

- (e) At any meeting of Members, unless a ballot is demanded, an entry in the minutes of a meeting that the Chair of the meeting declared that a resolution carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be proof of the fact in the absence of evidence to the contrary.
- (f) A poll may be demanded either before or after any vote by show of hands or voice vote by any Member entitled to vote at the meeting. If a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

3.7 Chair of the Meeting

The chair of a meeting of the Members of the Corporation shall be:

- (a) the Chair of the Corporation; or
- (b) a Vice Chair of the Corporation, if the Chair is absent or is unable to act; or
- (c) a chair elected by the Members present if the Chair and Vice Chair(s) are absent or unable to act. The Secretary shall preside at the election of the chair of the meeting, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election.

3.8 Adjourned Meetings of Members

If within one-half ($\frac{1}{2}$) hour after the time appointed for a meeting of the Members of the Corporation, the meeting has not commenced because a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.

3.9 Notice of Adjourned Meetings

If a meeting of Members is adjourned for less than 30 days, no notice of the meeting that continues the adjourned meeting is required other than by announcement at the meeting that is adjourned. If a meeting of Members is adjourned by one or more adjournments for an aggregate of more than 30 days, notice of the meeting that continues the adjourned meeting shall be given in accordance with section 3.5.

3.10 Written Resolution in Lieu of Meeting

Except as provided in the Act, a resolution signed by all of the Members entitled to vote on that resolution at a meeting of Members is valid as if it had been passed at a meeting of Members.

Article 4 Directors

4.1 Composition of Board

The Board shall consist of:

- (a) twelve (12) elected Directors who satisfy the criteria set out in section 4.3 and who are elected by the Members in accordance with section 4.5 or appointed in accordance with section 4.7; and
- (b) the President, the Chief of Staff and the Chief Nursing Executive, and the President of the Medical Staff, as *ex officio* non-voting Directors.

4.2 Duties and Responsibilities

Subject to the Act, the Board shall govern and supervise the management of the activities and affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its Articles or otherwise, authorized to exercise and do.

4.3 Qualifications of Directors

No person shall be qualified for election or appointment as a Director referred to in subsection 4.1(a) if he or she:

- (a) is not an individual;
- (b) is less than eighteen (18) years of age;
- (c) is a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- (d) is a person who has been found to be incapable by any court in Canada or elsewhere;
- (e) has the status of a bankrupt;
- (f) is a current employee or member of the Professional Staff, or a person who lives in the same household as a current employee or member of the Professional Staff; and
- (g) is a former employee or member of the Professional Staff, or a person who lives in the same household as a former employee or member of the Professional Staff, unless the Board otherwise determines.

The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

4.4 Vacation of Office

The office of a Director shall be automatically vacated:

- (a) if a Director dies;
- (b) if a Director resigns;
- (c) if the Director becomes disqualified under subsections 4.3(a) to (e) inclusive; or
- (d) if, in the case of an elected Director, he or she becomes a person referred to in subsection 4.3(f) or (g) except by resolution of the Board.

A resignation of a Director becomes effective at the time the resignation is received by the Corporation or at the time specified in the resignation, whatever is later.

Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

4.5 Election and Term

Directors shall be elected and shall retire in rotation as herein provided. The Directors referred to in subsection 4.1(a) shall be elected for a term of up to three (3) years provided that each such Director shall hold office until the earlier of the date on which his or her office is vacated pursuant to section 4.4 or until the end of the meeting at which his or her successor is elected or appointed. Four (4) Directors terms shall expire each year however such Directors shall be entitled to be re-elected as permitted by section 4.6.

4.6 Maximum Terms

Subject to subsection 4.1(c), each elected Director shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than nine (9) consecutive years. Such Director may also be eligible for re-election for another term or terms (to a maximum of nine (9) consecutive years) if two (2) or more years have elapsed since the termination of his or her last term. In determining a Director's length of service as a Director, service prior to the annual meeting of Members in 2014 shall be excluded. Despite the foregoing a Director may, by resolution of the Board, have their maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair, or serving a one year term as Immediate Past Chair. Despite the foregoing, where a Director was appointed to fill an unexpired term of a Director such partial term shall be included in the calculation of the maximum years of service.

4.7 Filling Vacancies

So long as there is a quorum of Directors in office, any vacancy occurring in the Board of Directors may be filled by a qualified person appointed for the remainder of the term by the Directors then in office.

A Director appointed or elected to fill a vacancy shall hold office for the unexpired portion of the term vacated.

4.8 Directors Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his or her position as such provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of his or her duties.

Article 5 Meetings of Directors

5.1 Meetings of Directors

The Board shall meet at such times and in such places as may be determined by the Board, the Chair, a Vice Chair or the President. Meetings of the Board shall be called by the Secretary upon receipt of the written request of four (4) Directors.

5.2 Regular Meetings

The Board may appoint one (1) or more days for regular meetings of the Board at a place and time named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given to each Director forthwith after being passed and no other notice shall be required for any such regular meeting.

5.3 Notices

Notice of meetings, other than regular meetings, shall be given to all Directors at least 48 hours prior to the meeting. The Chair, a Vice Chair or the President may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the majority of the Directors consent to the holding of such meeting. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.

Notice of a meeting of the Board is not necessary if all Directors are present and none objects to the holding of the meeting, or if those absent have waived notice or otherwise signified their consent to the holding of the meeting.

5.4 Quorum

A majority of the voting Directors shall constitute a quorum for any meeting of the Board. A Board hearing pursuant to the Niagara Health System, By-Law Number 2, Professional Staff By-Law or pursuant to the Public Hospitals Act shall be before a panel of not less than three (3) voting Directors.

5.5 Meeting of Board after Annual Meeting

Provided a quorum of Directors is present, the Board may, without notice, hold a meeting immediately following the annual meeting of Members.

5.6 Persons Entitled to be Present

Guests may attend meetings of the Board with the consent of the meeting on the invitation of the Chair or President. The Board may adopt a policy from time to time with respect to the attendance of the public at meetings of the Board.

5.7 Voting

- (a) Except as provided in subsection 5.7(b), each Director present at a meeting of the Board shall be entitled to one (1) vote on each matter. A Director shall not be entitled to vote by proxy. Any question arising at any meeting of the Board or any committee of the Board, shall be decided by a majority of votes.
- (b) As required by the regulations under the *Public Hospitals Act*, the Directors referred to in subsection 4.1(b) shall not be entitled to vote as members of the Board but shall otherwise be entitled to notice of, to attend and to participate in meetings of the Board and to receive the materials that are distributed to voting Directors.

5.8 Casting Vote

In the case of an equality of votes, the Chair shall not have a second vote and the motion shall be lost.

5.9 Written Resolutions in lieu of Meeting

A resolution, signed by all of the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors.

5.10 Electronic or Telephonic Meetings

The Directors may meet by such electronic or telephonic means as may be permitted from time to time by the Act.

5.11 Adjournment of the Meeting

If within one-half (½) hour after the time appointed for a meeting of the Board a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair of the meeting.

5.12 Notice of Adjourned Meeting

At least 24 hours' notice of the adjourned meeting by an appropriate means shall be given to each Director.

Article 6

Interest of Directors or Officers in Contracts or Transactions

6.1 Declaration of Conflict

- (a) Any Director or officer who:
- (i) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
 - (ii) is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation

shall disclose to the Corporation the nature and extent of his or her interest at the time and in the manner provided by the Act.

- (b) Except as permitted by the Act, a Director referred to in subsection 6.1(a) shall not attend any part of a meeting of the Directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.
- (c) For the purposes of this subsection 6.1(a), a general notice to the Directors by a Director declaring that the person is a director or officer of, or has a material interest in, a person and is to be regarded as interested in any contract or transaction entered into with that person is sufficient declaration of interest in relation to any contract or transaction so made.
- (d) The provisions of this Article are in addition to any conflict of interest policy adopted by the Board from time to time.

Article 7

Protection of Officers and Directors

7.1 Directors Liability

Any Director or officer or committee member of the Corporation shall not be liable for any act, receipt, neglect or default of any other Director, officer, committee member or employee or for any loss, damage or expense happening to the Corporation through any insufficiency or deficiency of title to any property acquired by the Corporation or for any insufficiency or deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's or officer's or committee member's respective office unless such occurrence is as a result of such Director's or officer's own wilful neglect or default.

7.2 Indemnities to Directors and Others

- (a) Every Director or officer or former Director or officer of the Corporation or an individual who acts or acted at the request of the Corporation as a director or officer, or in a similar capacity of another entity, shall be indemnified and saved harmless out of the funds of the Corporation from and 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 or administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.
- (b) The Corporation shall not indemnify an individual under subsection 7.2(a) unless:
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforceable by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- (c) The indemnity provided for in subsection 7.2(a) shall not apply to any liability which a Director or officer or former Director or officer of the Corporation or individual may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Corporation.

Article 8 Committees

8.1 Committees

The Board may establish committees from time to time. The Board shall determine the duties of such committees. The committees of the Board shall be:

- (a) Standing Committees, being those committees whose duties are normally continuous; and
- (b) Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

8.2 Functions, Duties, Responsibilities and Powers of Committees

The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board.

8.3 Committee Members, Chair

Unless otherwise provided by by-law or by Board resolution, the Board shall appoint the members of committees, the chair of each committee and, if desirable, the vice chair thereof.

The members of any committee (other than a committee referred to in section 8.5 or a committee to which the Board has delegated any powers of the Board, if any) need not be Directors of the Corporation. The members and the chair and vice chair of a committee will hold their office at the will of the Board. Each chair of a Standing Committee shall be a member of the Board. Unless otherwise provided, the President and the Chair, or if the Chair so designates, the Vice-Chair, shall be *ex officio* members of all committees.

8.4 Procedures at Committee Meetings

Procedures at and quorum for committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee regulations from time to time.

8.5 Executive Committee

The Board may, but shall not be required to, elect an Executive Committee consisting of not fewer than three (3) elected Directors and may delegate to the Executive Committee any powers of the Board, subject to such restrictions, as may be imposed by the Board by resolution. The Executive Committee shall fix its quorum at not less than a majority of its members. Any Executive Committee member shall be removed by a majority vote of the Board.

Article 9 Officers

9.1 Officers

The officers of the Corporation shall include:

- (a) Chair of the Board;
- (b) Chief Executive Officer;
- (c) President; and
- (d) Secretary;

and may include one or more Vice Chairs and any such other officers as the Board may by resolution determine. The officers shall be elected or appointed by resolution of the Board at the first meeting of the Board following the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur. Subject to the Act, the Board may specify the duties of officers and delegate to them powers to manage the activities and affairs of the Corporation. A person may hold more than one office.

9.2 Terms of Office

Unless otherwise provided in this By-law, the officers appointed by the Board shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead and shall be eligible for reappointment. Officers shall be subject to removal by resolution of the Board at any time.

Article 10 Duties of Officers

10.1 Chair of the Board

The Chair shall be elected by the Board from among the elected Directors. The Chair shall, when present, preside at all meetings of the Members and the Board and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify. The Chair shall be an *ex officio* member of all committees of the Board. The Chair shall be elected annually and shall be eligible for re-election provided that the Chair shall serve no longer than two (2) consecutive years.

10.2 Vice Chairs

A Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time assigned to the Vice Chair by the Board. Where two (2) or more Vice Chairs are elected they shall be designated First Vice Chair, Second Vice Chair and so on.

The Chair, or failing the Chair, the Board, shall designate which of the Vice Chairs shall perform the duties of the Chair in the Chair's absence.

10.3 Chief Executive Officer

The Chief Executive Officer shall have the duties as set out in the Management Services Agreement, in particular, in section 5.4 of such Agreement.

10.4 President

The President shall be an *ex officio*, non-voting Director, the President of the Corporation and the administrator of the Hospital for the purposes of the *Public Hospitals Act*. Subject to the authority of the Board, the President shall be responsible for the administration, organization and management of the activities and affairs of the Corporation.

10.5 Secretary

The Secretary shall carry out the duties of the secretary of the Corporation generally and shall attend, or cause a recording secretary to attend, all meetings of the Members, Board, and committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors and shall perform such other duties as may be prescribed by the by-laws or the Board.

10.6 Other Officers

The powers and duties of all other officers shall be such as the Board may from time to time determine. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

Article 11 Organization and Financial

11.1 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

11.2 Execution of Documents

Subject to section 11.3, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed by any one of the Chair or a Vice Chair or the President together with a Director and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

11.3 Other Signing Officers

In addition to the provisions of section 11.2, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.

11.4 Banking Arrangements

The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.

11.5 Financial Year

Unless otherwise determined by the Board and subject to the *Public Hospitals Act*, the fiscal year end of the Corporation shall be the last day of March in each year.

11.6 Appointment of Auditor

The Members entitled to vote shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors shall immediately fill a vacancy in the office of auditor in accordance with the Act. The remuneration of the auditor shall be fixed by the Board.

11.7 Borrowing Power

Subject to the Corporation's Articles, the Board may from time to time, on behalf of the Corporation, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, for any money borrowed or other debt, or any other obligation or liability of the Corporation.

11.8 Investments

Subject to the Corporation's Articles or any limitations accompanying a gift, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

Article 12 Books and Records

12.1 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 statute or law are regularly and properly kept.

Article 13 Confidentiality

13.1 Confidentiality

Every Director, officer, member of the Professional Staff, member of a committee of the Board, employee and agent of the Corporation shall respect the confidentiality of matters:

- (a) brought before the Board;
- (b) brought before any committee;
- (c) dealt with in the course of the employee's employment or agent's activities; or
- (d) dealt with in the course of the Professional Staff member's activities in connection with the Corporation.

13.2 Board Spokesperson

The Board may give authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters brought before the Board.

Article 14 Professional Staff

14.1 Professional Staff

There shall be a Professional Staff of the Hospital whose appointment and functions shall be as set out in the Professional Staff By-law of the Corporation.

Article 15

Matters Required by the *Public Hospitals Act* and Applicable Legislation

15.1 Required Committees and Programs

The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to applicable legislation, including the *Public Hospitals Act* and the *Excellent Care for All Act, 2010*, including a medical advisory committee, a fiscal advisory committee and a quality committee.

15.2 Fiscal Advisory Committee

The President shall appoint the members of the fiscal advisory committee required to be established pursuant to the regulations under the *Public Hospitals Act*.

15.3 Chief Nursing Executive

The President shall ensure there are appropriate procedures in place for the appointment of the Chief Nursing Executive.

15.4 Nurses and other Staff and Professionals on Committees

The President shall from time to time approve a process for the participation of the Chief Nursing Executive, nurse managers, and staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial, operational and planning matters and for the election or appointment of the Chief Nursing Executive, staff nurses or nurse managers and other staff and professionals of the Corporation to those administrative committees approved by the President to have a nurse, staff or professional representation.

15.5 Retention of Written Statements

The President shall cause to be retained for at least twenty five (25) years, all written statements made in respect of the destruction of medical records, notes, charts and other material relating to patient care and photographs thereof.

15.6 Occupational Health and Safety Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be an Occupational Health and Safety Program for the Corporation.
- (b) The program referred to in subsection 15.6(a) shall include procedures with respect to:
 - (i) a safe and healthy work environment in the Corporation;
 - (ii) the safe use of substances, equipment and medical devices in the Corporation;
 - (iii) safe and healthy work practices in the Corporation;

- (iv) the prevention of accidents to persons on the premises of the Corporation; and
 - (v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.
- (c) The person designated by the President to be in charge of occupational health and safety in the Corporation shall be responsible to the President or his or her delegate for the implementation of the Occupational Health and Safety Program.
 - (d) The President shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

15.7 Health Surveillance Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a Health Surveillance Program for the Corporation.
- (b) The program referred to in subsection 15.7(a) shall:
 - (i) be in respect of all persons carrying on activities in the Corporation, and
 - (ii) include a communicable disease surveillance program.
- (c) The person designated by the President to be in charge of health surveillance in the Corporation shall be responsible to the President or his or her delegate for the implementation of the Health Surveillance Program.
- (d) The President shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

15.8 Organ Donation

Pursuant to the regulations under the *Public Hospitals Act*, the Board shall approve procedures to encourage the donation of organs and tissues including:

- (a) procedures to identify potential donors; and
- (b) procedures to make potential donors and their families aware of the options of organ and tissue donations, and shall ensure that such procedures are implemented in the Corporation.

Article 16 Rules and Procedures

16.1 Rules of Order

Any questions of procedure at or for any meetings of Members of the Corporation, or the Board, or the Professional Staff, or of any committee, which have not been provided for in this By-law or by the Act or by the *Public Hospitals Act* or regulations thereunder, or the Rules adopted from time to time by the Board or the Professional Staff Rules and Regulations, shall be determined by the chair of such meeting in accordance with the rules of procedure adopted by resolution of the Board, or failing such resolution, adopted by the chair of the meeting.

16.2 Rules

The Board may, from time to time, make such Rules as it may deem necessary or desirable in connection with the management of the business and affairs of the Board and the conduct of the Directors and officers, provided however that any such Rule shall be consistent with the provision of this By-law.

Article 17 Notices

17.1 Notice

Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission or by electronic transmission addressed to the Director, officer, member of a committee, Member or auditor at the postal address, the facsimile number or electronic transmission address, as the case may be, as the same appears on the books of the Corporation.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of facsimile transmission or electronic transmission shall be deemed to have been given when transmitted.

A declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive of the giving of such notice.

The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, auditor or member of a committee of the Board in accordance with any information believed by him or her to be reliable.

17.2 Computation of Time

Subject to the *Corporations Act*, in computing the date or time when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the notice period shall expire at midnight of the last day of the notice period except if the last day is a holiday, the period shall terminate at midnight of the next day that is not a holiday.

17.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, officer, member of a committee or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, officer, member of a committee or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

17.4 Waiver of Notice

Any Member, Director, officer, member of a committee or the auditor of the Corporation may waive any notice required to be given to him or her under any provision of the *Public Hospitals Act*, the Act or the Articles or the by-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice unless such attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

Article 18 Amendment of By-laws

18.1 Amendment

Subject to applicable legislation, the provisions of the by-laws of the Corporation may be repealed or amended by by-law enacted by a majority resolution of the Directors at a meeting of the Board of Directors and sanctioned by at least a majority of the Members entitled to vote and voting at a meeting duly called for the purpose of considering the said by-law.

18.2 Effect of Amendment

Subject to the Act and to section 18.3 below, a by-law or an amendment to a by-law passed by the Board has full force and effect:

- (a) from the time the motion was passed, or
- (b) from such future time as may be specified in the motion.

18.3 Member Approval

A by-law or an amendment to a by-law passed by the Board shall be presented for confirmation at the next annual meeting or to a special meeting of the Members of the Corporation called for that purpose.

The Members entitled to vote at the annual meeting or at a special meeting may confirm the by-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect and if amended, it takes effect as amended.

In any case of rejection, amendment, or refusal to approve the by-law or part of the by-law in force and effect in accordance with any part of this section, no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or refusal to approve.

18.4 Amendments to Professional Staff By-law

Prior to submitting all or any part of the Professional Staff By-law to the process established in sections 18.1 and 18.3, the procedures set out in the Professional Staff By-law shall be followed.

The foregoing by-law was approved by the Board on and confirmed by the Members on June 23, 2020.



John Bragagnolo, Chair



Lynn Guerriero, Secretary