



**Amended and Restated Bylaws
of
Winchester District Memorial Hospital**

June 23, 2015

CERTIFICATE OF ENACTMENT

THIS IS TO CERTIFY

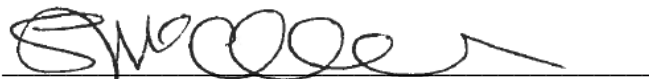
- (1) That the appended copy of the By-laws of the Winchester District Memorial Hospital is a true and complete copy of the By-laws as passed by the Board of the Hospital at properly constituted meeting of the Board held on the 24th day of February, 2015.
- (2) That the Medical Staff part of the appended By-laws was passed by the Board after consideration was given to the recommendations of the Medical Staff and
- (3) That the By-laws were confirmed at a properly constituted meeting of the general membership of the Hospital duly called for that purpose held on the 23rd day of June, 2015.

Seal
of
Hospital

Dated at the Village of Winchester the 23rd day of June, 2015



Cholly Boland
Chief Executive Officer



Stephen McClellan
Chair
Board of Directors

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**AMENDED AND RESTATED BY-LAWS OF WINCHESTER DISTRICT MEMORIAL
HOSPITAL No. 2010-2**

(hereinafter referred to as the “Corporation” or the “Hospital”)

PREAMBLE

WHEREAS it is the purpose of the Corporation to serve the community, and whereas the vision of the Corporation is to respond to the communities’ evolving healthcare needs by enhancing:

- core hospital services;
- the range of services available locally;
- the environment for patients, staff and volunteers through investments in people, technology and facilities;
- the continuum of care through stronger linkages with other local and regional service providers; and,
- efficiency while adhering to established quality standards.

AND WHEREAS our mission is to provide local access to acute and complex continuing care services requiring the expertise and technical support of an accredited hospital;

AND WHEREAS the governing body of the Corporation deems it expedient that all by-laws of the Corporation heretofore enacted be cancelled and revoked and that the following by-laws be adopted for regulating the affairs of the Corporation;

NOW THEREFORE be it enacted and it is hereby enacted that all by-laws of the Corporation heretofore enacted be cancelled and revoked and that the following by-laws be substituted in lieu thereof.

ARTICLE 1 – DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this By-Law, the following words and phrases shall have the following meanings, respectively:

- (a) “Act” means the *Not-for-Profit Corporations Act*, 2010, and, where the context requires, includes the Regulations made under it, all as amended from time to time;
- (b) “Administrator” means, in addition to “administrator” as defined in section 1 of the *Public Hospitals Act*, the President or Chief Executive Officer of the Corporation;
- (c) “Application” means the application for membership prescribed by the Board;
- (d) “Board” means the Board of Directors of the Corporation;
- (e) “By-Law” means any by-law of the Corporation from time to time in effect;
- (f) “Catchment area” means the Counties of Dundas, Stormont, Russell (south western portion), Grenville (eastern portion), and the southern portion of Ottawa;
- (g) “Certification” means the holding of a certificate in a medical or surgical specialty issued by any professional body recognized by the Board after consultation with the Medical Advisory Committee;
- (h) “Chief Executive Officer” means the person who has for the time being the direct and actual superintendence and charge of the Hospital;
- (i) “Chief Financial Officer” means the senior employee responsible to the Chief Executive Officer for the treasury and controllership functions in the Hospital;
- (j) “Chief Nursing Executive” means the senior nurse employed by the Hospital who reports directly to the Chief Executive Officer and is responsible for nursing professional practice in the hospital.
- (k) “Chief of a Department” means a member of the Professional Staff appointed by the Board to be in charge of one of the organized medical departments;
- (l) “Chief of Staff” means a member of the Professional Staff appointed by the Board to be in charge of the medical, dental, midwifery and extended class nursing staff;
- (m) “College” means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Midwives of Ontario, and/or the College of Nurses of Ontario;
- (n) “Conflict of Interest” includes, without limitation, the following three areas that may give rise to a conflict of interest for the Directors;
 - (i) Pecuniary or financial interest – a Director is said to have a pecuniary interest in a decision when the Director (or his Associates) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations. In such

cases, the declaration of any pecuniary interest held by a Director (or his Associates) is essential;

- (ii) Undue Influence – a Director is said to have engaged in undue influence and to have violated his entrusted responsibility to the community at large when he participates or influences Board decisions that selectively and disproportionately benefit particular agencies, companies, organizations, professional groups, or patients from a particular demographic, geographic, political, socio-economic, or cultural group; and
- (iii) Adverse Interest – a Director is said to have an adverse interest to the Corporation when he is in opposition to a claim, application or proceeding against the Corporation;
- (o) “Corporation” means the Winchester District Memorial Hospital with Head Office located in 566 Louise Street, Winchester, Ontario, K0C 2K0, Ontario;
- (p) “Dental Staff” means those Dentists who are appointed by the Board and who are granted specific privileges to practice dentistry in the Hospital;
- (q) “Dentist” means a dental practitioner in good standing with the College of Dental Surgeons of Ontario;
- (r) “Director” means a member of the Board;
- (s) “Excellent Care for All Act” means the *Excellent Care for All Act (Ontario)* and where the context so requires, the regulations thereunder;
- (t) “ex-officio” means membership “by virtue of the office”;
- (u) “Extended Class Nursing Staff” means a member of the College of Nurses of Ontario who is a registered nurse and who holds an extended certificate of registration under the Nursing Act, 1991;
- (v) “Hospital” means the Winchester District Memorial Hospital;
- (w) “Hospital Volunteer Services Organization” means the volunteer services organization located at the Hospital known as the “Winchester District Memorial Hospital Auxiliary”;
- (x) “Medical Staff” means those Physicians who are appointed by the Board and who are granted specific privileges to practice medicine in the Hospital;
- (y) “Member” means member of the Corporation;
- (z) “Midwife” means a midwife in good standing with the College of Midwives of Ontario;
- (aa) “Nurse” means a holder of a current certificate of registration issued by the College of Nurses of Ontario;
- (bb) “Patient” means, unless otherwise specified, any in-patient, out-patient or other patient of the Corporation;

- (cc) “person” means and includes any individual, corporation, partnership, firm, joint-venture, syndicate, association, trust, government, government agency or board or commission or authority or any other form of entity or organization;
- (dd) “Physician” means a medical practitioner in good standing with the College of Physicians & Surgeons of Ontario;
- (ee) “Privileges” mean those rights or entitlements conferred upon a Physician, Dentist, Midwife or Registered Nurse in the Extended Class at the time of appointment or re-appointment;
- (ff) “Professional Staff” means those Physicians, Dentists, Midwives and Registered Nurses in the Extended Class who are appointed by the Board and who are granted specific privileges to practice in the Hospital;
- (gg) “Professional Staff Rules” means provisions approved by the Board concerning the practice and professional conduct of the members of the Professional Staff;
- (hh) “*Public Hospitals Act*” means R.S.O. 1990, c.P.40, and, where the context requires, includes the Regulations made under it, all as amended from time to time;
- (ii) “Restricted Person” means:
 - (i) any Professional Staff member other than the members of the Medical Staff appointed to the Board pursuant to the Public Hospitals Act;
 - (ii) any employee other than the Chief Executive Officer;
 - (iii) any spouse, dependent child, parent, brother or sister of an employee or member of the Professional Staff;
 - (iv) any person who lives in the same household as a member of the Professional Staff or an employee of the Corporation; and
- (jj) “Special Resolution” means a resolution passed by the Directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the Members duly called for the purpose, or at an annual meeting, or in lieu of such confirmation, by consent in writing of all Members entitled to vote at such meeting.

1.2 **Interpretation**

This By-Law shall be interpreted in accordance with the following unless the context otherwise specifies or requires:

- (a) all terms which are contained in the By-Law of the Corporation and which are defined in the Act, the *Public Hospitals Act*, the *Excellent Care for All Act* or the Regulations made thereunder, shall have the meanings given to terms in the Act, the *Public Hospitals Act*, the *Excellent Care for All Act* or the Regulations made thereunder;
- (b) the use of the singular number shall include the plural and vice versa, the use of gender shall include the masculine, feminine and neuter genders;

- (c) the headings used in the By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (d) any references herein to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

ARTICLE 2 – MEMBERS

2.1 Admission

- (a) Membership in the Corporation shall be limited to the Directors, who shall automatically become Members upon their election as Directors, and to persons interested in furthering the Corporation's objects whose Application for admission as a Member has been approved by a resolution of the Board.

2.2 Qualifications

At the time of Application for Corporate Membership, the person must:

- (i) be of the full age of eighteen (18) years;
- (ii) where a restricted person, membership in the Corporation of such person shall be subject to the terms set out at sub-article 2.2 (b) below;
- (a) Any annual membership in the Corporation shall be effective only from April 1st in one year to March 31st in the following year.

A Member shall not be entitled to vote at any meetings of the Corporation unless the Application for Corporate Membership was received at least sixty (60) days prior to the date of the meeting and approval of the application for membership has been given by resolution of the Board in accordance with subsection 2.1.

- (b) (i) The total number of Restricted Persons shall not in the aggregate exceed thirty (30%) percent of the total number of persons admitted as Annual Members. Furthermore,
 - (A) any employee other than the Chief Executive Officer, and any spouse, dependent child, parent, brother or sister of an employee who can become Annual Members shall not respectively exceed fifteen (15%) percent of the number of persons admitted as Annual Members; and
 - (B) any member of the Professional Staff other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act* and any spouse, dependent child, parent, brother or sister of an employee who can become Annual Members shall not respectively exceed fifteen (15%) percent of the number of persons admitted as Annual Members.

2.3 **Application**

Each Application for membership in the Corporation must be in a form prescribed by the Directors for the then current year and must be received by the Board sixty (60) days prior to the date of the annual meeting in order to be considered in time to allow the prospective applicant an opportunity to vote at the next annual meeting of the Corporation. The decision as to whether a prospective applicant will be admitted will be made by the Board in accordance with subsection 2.1.

The Application shall contain:

- (a) the membership qualifications set out in section 2.2 of the By-Law;
- (b) a statement by the applicant that he has read the membership qualifications and that he meets all of the requirements set forth therein.

2.4 **Withdrawal**

A Member may withdraw from the Corporation by delivering a written resignation to the Secretary. Upon withdrawal, a Member is not entitled to a refund of the membership fees in whole or in part.

2.5 **Termination of Membership**

- (a) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:
 - (i) upon death, dissolution, resignation or termination of the Member;
 - (ii) when the Member's period of membership expires (if any);
 - (iii) when the Member ceases to be a Member by resignation or otherwise in accordance with the By-Law;
 - (iv) if at a special meeting of the Board, a resolution is passed to remove the Member by at least two-thirds (2/3) of the votes cast at the special meeting.

2.6 **Information Available to Members**

No Member may have access to information respecting the details of the business of the Corporation which, in the opinion of the Board, would be detrimental to the interests of the Corporation to communicate to the public.

ARTICLE 3 – ANNUAL AND SPECIAL MEETINGS OF THE CORPORATION

3.1 **Annual Meetings**

The annual meeting of Members shall be held at the Head Office of the Corporation or at any place in Ontario as the Board determines between April 1st and July 31st in each year on a date fixed by the Board.

3.2 **Special Meetings**

- (a) The Board or the Chair may call a special meeting of the Corporation.

- (b) (i) Not less than fifty percent (50%) of the Members entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors to call a special meeting of the Members for any purpose connected with the affairs of the Corporation which are properly within the purview of the Members' role in the Corporation and that is not inconsistent with the Act.
- (ii) The requisition shall be deposited at the Head Office of the Corporation and may consist of several documents in like forms signed by one or more requisitioners.
- (c) Notice of a special meeting shall be given in the same manner as provided in section 3.3. If the Directors, acting in their sole discretion, determine that the requisition meets the qualifications set out in paragraph 3.2(b), the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition.
- (d) The notice of a special meeting shall specify the purpose or purposes for which it is called and such meeting will be restricted to the business established for the specified purpose or purposes.

3.3 **Notice**

- (a) Seventeen (17) calendar days' prior written notice of an annual meeting shall be given to each Member. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.
- (b) In lieu of such notice, it is sufficient notice of any annual or special meeting of Members if notice is given by publication at least once a week for two (2) successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipalities in which Members of the Corporation reside as shown by their addresses in the records of the Corporation.

3.4 **Omission of Notice**

No error or omission in giving notice of a meeting of members may invalidate resolutions passed or proceedings taken at the meeting. Any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.

3.5 **Voting**

- (a) At all annual or special meetings, motions shall be determined by a majority of affirmative votes cast by Members present at the meeting, unless otherwise required by statute or the By-laws. In the case of an equality of votes cast at any meeting, the chair does not have a second or casting vote.
- (b) Pursuant to the *Public Hospitals Act*, no Member may vote by proxy.
- (c) At any meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried unanimously or by a particular majority, or lost or not carried by a particular majority, shall be conclusive of the fact.
- (d) A poll may be demanded either before or after any vote by a show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of the chair or on the

motion of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other motion or as to the election of Directors, the vote shall be taken by ballot in such manner 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.

- (e) (i) Any Member entitled to vote at a meeting of the Members may, in writing, requisition the Chair of the Corporation to present a motion to the Members for any purpose connected to the affairs of the Corporation which are properly within the purview of the Member's role in the Corporation and that is not inconsistent with the Act. Provided the above conditions are satisfied and the request is submitted prior to the circulation of the notice for the Members' next meeting, the Chair shall present the motion to the Members, if the Chair believes that additional information or advice is necessary or advisable to assist the Corporation in assessing the impact and value of the motion prior to voting on such a motion. Such motion shall be deferred until the Members' next meeting.
- (ii) The Chair shall have the right to defer the discussion of and voting on any motion made by a Member at any meeting if the Chair believes that additional information or advice is necessary or advisable to assist the Corporation in assessing the impact and value of the motion prior to voting on such a motion. Such motion shall be deferred until the Members' next meeting.
- (f) A resolution in writing, signed by all the Members entitled to vote on that resolution at a meeting of Members, is as valid as if it had been passed at a meeting of the Members. A copy of every such resolution shall be kept with the minutes of the proceedings of the Members.

3.6 **Quorum**

A quorum for any meeting of the Corporation shall be a majority of Directors or twenty-five percent (25%) of the Corporation's voting Members.

3.7 **Chair of the Meeting**

- (a) The chair of a meeting of the Corporation shall be:
 - (i) the Chair of the Corporation;
 - (ii) the Vice-Chair of the Corporation, if the Chair is absent or is unable to act;
 - (iii) a chair elected by the Members present if the Chair and Vice-Chair are absent or are unable to act. The Secretary shall preside at the election of the chair, but if the Secretary is not present, the Directors, from those present, shall choose a director to preside at the election; and
 - (iv) if no director is present or if all the Directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of their number to be the chair.

3.8 **Business at Annual Meetings**

At each annual meeting, in addition to the other business transacted, the following reports and statements shall be presented:

- (a) minutes of the previous annual meeting;
- (b) the report of the Chair of the Board;
- (c) report of the Auditor including a presentation of the audited financial statements;
- (d) the report of the Chair of the Finance/Audit and Property Committee;
- (e) the report of the Chief Executive Officer;
- (f) the report of the Chief of Staff;
- (g) election of new Board members; and
- (h) appointment of Nominating Committee.

3.9 **Adjourned Meeting**

- (a) If, within one-half hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the Board.
- (b) At least three (3) days' notice of the adjourned meeting shall be given in accordance to the provisions of subsection 3.3 above.

3.10 **Written Resolutions and By-laws**

Any by-law passed at any time during the Corporation's existence may, in lieu of confirmation at a meeting, be confirmed in writing by all the Members entitled to vote at such meeting.

3.11 **Financial Year End**

The financial year of the Corporation shall end on the 31st day of March in each year.

ARTICLE 4 – BOARD OF DIRECTORS

4.1 **Nominations to Board**

Subject to this section and all other provisions of these by-laws, nominations for elections as Director at the annual meeting of the Corporation may be made only by the Executive Committee or other committee designated by the Board to conduct the nomination process. Members may submit nominees for Director to the Board for consideration, provided that each such nomination:

- (a) is in writing and signed by at least two members in good standing;
- (b) is accompanied by:
 - (i) a written declaration signed by the nominee that he will serve as a Director in accordance with this By-law if elected, and
 - (ii) where the nominee is not currently a Director, a one-page summary of the nominee's qualifications;
- (c) is submitted to and received by the Secretary at least twenty-one (21) calendar days before the date of the annual meeting.

4.2 **Board Composition**

The affairs of the Corporation shall be managed by a Board of not less than fifteen (15) but in any event, not more than seventeen (17) Directors, which number shall be fixed by Special Resolution of the Board and the composition of which shall include the following:

Elected Director

- (a) A minimum of nine (9) and a maximum of twelve (12) Directors shall be elected by the Members as hereinafter set forth:
 - (i) at each annual meeting of the Corporation, four (4) directors will be elected and/or re-elected for three (3) years terms;

Appointed Directors

- (b) Two (2) Directors shall be appointed, one (1) by the Winchester District Memorial Hospital Auxiliary and one (1) by the Winchester District Memorial Hospital Foundation for a term of one (1) year.

Ex-Officio Director

- (c) The following shall be non-voting ex-officio Director:
 - (i) the President of the Medical Staff;
 - (ii) the Chief of Staff of the Hospital;
 - (iii) the Chief Executive Officer; and
 - (iv) the Chief Nursing Officer.

4.3 **Qualification of Directors**

- (a) Every Director shall be eighteen (18) or more years of age and shall automatically become a Member of the Corporation upon their election as Directors.
- (b) No Restricted Person shall be eligible for election or appointment to the Board except where otherwise provided in this By-Law.

4.4 **Term of Office Restrictions**

- (a) No person may be elected or appointed a Director for more terms than will constitute nine (9) consecutive years of service, except;

- (i) an immediate past Chair of the board;
 - (ii) a Vice-Chair of the Board whose appointment to the Board terminates before the term of office; or
 - (iii) a Chair whose appointment to the Board terminates before the term of office;
- may be appointed a Director for one (1) additional year.

- (b) A former Director restricted by paragraph 4.4(a) may be re-elected or re-appointed a Director following a break in the continuous service of at least one (1) year.
- (c) No Director may serve as Chair, Vice-Chair or Treasurer of the Board for longer than two (2) consecutive years; however, in exceptional circumstances as determined by the Board, the Board may, by a two-thirds vote, permit the Chair, Vice-Chair and Treasurer to serve an additional year. Following a break in continuous service of at least one (1) year, any person who previously served as Chair, Vice-Chair or Treasurer may be re-elected or re-appointed to any office.

4.5 **Vacancy and Termination of Office**

- (a) The office of a Director shall automatically be vacated:
 - (i) if the Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
 - (ii) if a Director is absent two (2) consecutive regular meetings of the Board, or if a Director is absent for one-third (1/3) or more of all Board and Board Committee meetings of the board in any twelve (12) month period, the Board may declare his seat vacant;
 - (iii) if the Director is found to be a mentally incompetent person or becomes of unsound mind;
 - (iv) if the Director, by notice in writing to the Corporation, resigns office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
 - (v) if at a special meeting of Members a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members at the special meeting removing the Director before the expiry of the Director's term of office;
 - (vi) if a Director fails to comply with the *Public Hospitals Act*, the Act, the Corporation's Letters Patent, By-Law, Rules, Regulations, policies and procedures, including without limitation, the confidentiality and conflict of interest requirements;
 - (vii) if the Director dies; or
 - (viii) if the Director becomes a Restricted Person within the meaning of Article 1.1(ag) except where otherwise provided in this By-Law.
- (b) If a vacancy occurs at any time among the Directors either by a resignation, by death or removal by the Members in accordance with clause (v) above, or by any other cause, such vacancy may be filled by a qualified person elected by the Board to serve until the next annual meeting.

- (c) At the next annual meeting in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the meeting shall elect an additional Director to fill the unexpired term created by any vacancy referred to in paragraph (a) above.

4.6 **Conflict of Interest**

- (a) Every Director who, either directly or through one of his Associates, has or thinks he may potentially have a Conflict of Interest shall disclose the nature and extent of the interest at a meeting of the Board.
- (b) A Conflict of Interest may occur with respect to a proposed or current contract, transaction, matter, or decision of the Corporation or any other matter that competes for the interest of the Director.
- (c) The declaration of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised.
- (d) If the Director (or his Associates) becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a conflict.
- (e) In the case of an existing contract, transaction, matter or decision the declaration shall be made at the first meeting of the Board after the member becomes a Director and is aware that he or she may potentially have a conflict of interest or the interest comes into being.
- (f) After making such a declaration no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting on a contract, transaction, matter or decision, nor shall the member be counted in any required quorum with respect to the vote, unless a determination is made otherwise.
- (g) If a Director has made a declaration of interest in compliance with this By-Law the Director is not accountable to the Corporation for any profit he may realize from the contract, transaction, matter or decision.
- (h) If the director fails to make a declaration of his interest in a contract, transaction, matter or decision as required by this By-Law, this shall be considered grounds for termination of his position as a Director.
- (i) The failure of any Director to comply with the Conflict of Interest By-Law of the Corporation does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- (j) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes. Thereafter, at the request of the Director who recorded the initial concern, the Board shall, after the Director alleged to have a conflict has absented himself from the room, vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Board, in a Conflict of Interest. If the Board so finds the person in a Conflict of Interest, the Board member shall absent himself during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director has a Conflict of Interest shall be determined by a simple majority of the Board and shall be final.
- (k) If the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.

- (l) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.
- (m) Where the number of Directors who, by reason of the provisions of this Section 4.6, are prohibited from participating in a meeting is such that at that meeting, the remaining members are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this by-law, the remaining number of voting members shall be deemed to constitute a quorum, provided such number is not less than three (3).
- (n) Where in the circumstances mentioned in subsection (m) above, the remaining number of members who are not prohibited from participating in the meeting is less than three (3), the Chief Executive Officer may apply to a judge on an ex parte basis for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises.
- (o) The judge may, on an application brought under subsection (n) above, by order, declare that section 4.6 does not apply to the Board, as the case may be, in respect of the matter in relation to which the application is brought, and the Board thereupon may give consideration to, discuss and vote on the matter in the same manner as though none of the
- (p) members had any interest therein, subject only to such conditions and directions as the judge may consider appropriate and so order.

4.7 **Confidentiality**

- (a) Every Director, officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board, as well as the business of the Hospital in general, keeping in mind that unauthorized statements could adversely affect the interests of the Corporation.
- (b) The Board shall give authority to the Chief Executive Officer or his designate to make statements to the news media or public about matters brought before the Board.

4.8 **Responsibilities of the Board**

The Board shall manage the affairs of the Corporation and:

- (a) develop and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the community;
- (b) establish procedures for monitoring compliance with the requirements of the *Public Hospitals Act*, the hospital management regulations thereunder, the By-Laws of the Corporation and other applicable legislation;
- (c) establish specific policies which will provide the general framework within which the Chief Executive Officer, the Medical Advisory Committee, the medical, dental, midwifery and extended class nursing staff, and the Hospital staff will establish procedures for the management of the day-to-day processes within the Corporation;
- (d) establish the selection process for the appointment of the Chief Executive Officer and the Chief Nursing Officer and appoint the Chief Executive Officer and the Chief Nursing Officer in accordance with such process;

- (e) delegate responsibility and concomitant authority to the Chief Executive Officer for the operation of the Corporation and require accountability to the Board;
- (f) appoint the Chief of Staff;
- (g) delegate responsibility and concomitant authority to the Chief of Staff for the operation of the general clinical organization of the Corporation and the supervision of the practice of medicine in the Corporation, and require accountability to the Board;
- (h) appoint and re-appoint Physicians, dentists, midwives and extended class nurses to the professional staff , and delineate the respective Privileges after considering the recommendations of the Medical Advisory Committee, community need and impact on hospital resources, in accordance with legislative and By-Law requirements;
- (i) through the Medical Advisory Committee, assess and monitor the acceptance by each member of the medical, dental, midwifery and extended class nursing staff of responsibility to the patient and to the Corporation concomitant with the Privileges and duties of the appointment and with the By-Laws;
- (j) review regularly the functioning of the Corporation in relation to the objects of the Corporation as stated in the letters patent, supplementary letters patent and the By-Laws, and demonstrate accountability for its responsibility to the annual meeting of the Corporation;
- (k) review on a regular basis the role and responsibility of the Corporation to its community in relation to the provision, within the means available, of appropriate types and amounts of services;
- (l) subject to the fiscal and human resources available to the Hospital, ensure that the services which are provided have properly qualified staff and appropriate facilities;
- (m) ascertain that methods are established for the regular evaluation of the quality of care, and that all Hospital services are regularly evaluated in relation to generally accepted standards, and require accountability on a regular basis;
- (n) ensure that an occupational health and safety program, health surveillance program, and organ donation program is established and require accountability on a regular basis;
- (o) ensure that all staff, including clinical nurses, are involved in decision making within the Hospital on administrative, financial, operational and planning matters, as well as on appropriate hospital committees, including but not limited to the Fiscal Advisory Committee to be established by action of the Board;
- (n) ensure that there are By-Laws for the Hospital, including procedures for the election of Medical Staff officers and the appointment of a Chief of Staff, and to approve such By-Laws;
- (o) ensure that policies are in place to facilitate organ procurement and donation;
- (p) ensure that the Chief Executive Officer, medical staff, Chief Nursing Officer, staff nurses and nurses who are managers develop plans to deal with,
 1. emergency situations that could place a greater than normal demand on the services provided by the Hospital or disrupt the normal Hospital routine, and
 2. the failure to provide services by persons who ordinarily provide services in the hospital;

- (q) ensure that a system for the disclosure of every critical incident is established and that the Chief Executive Officer, the Chief of Staff and the Chief Nursing Officer will be responsible for the system;
- (r) appointment of the Auditors; and
- (s) establish a Quality Committee further to the Excellent Care for All Act to monitor and report on the overall quality of care and make recommendations to the Board regarding quality improvement initiatives and policies and to oversee the preparation of annual quality improvement plans, comprised of:
 - (i) the Chief Executive Officer;
 - (ii) one member of the Medical Advisory Committee;
 - (iii) the Chief Nursing Officer;
 - (iv) one member of a health professional within the meaning of the Regulated Health Professions Act, 1991, who is not a physician or a nurse and who provides care at the Hospital; and
 - (v) such other persons as are selected by the Board such that one third of the members of the Quality Committee shall be voting members of the Board.

4.9 **Standards of Care**

Every Director and officer of the Corporation in exercising his powers and discharging his duties shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

4.10 **Board Evaluation**

The Board shall, not less than once in each fiscal year, complete a self-assessment which shall include, at a minimum, an evaluation of the Board's internal functioning, its effectiveness and identify potential areas of improvement. The process for such self-evaluation shall be determined annually by the Board in consultation with the Chief Executive Officer.

4.11 **Resolution of Conflict**

Each Board member has an obligation to respect and comply with the Bylaws of the Hospital. Article 4.9 of the Bylaws establishes standards of care to be exercised by every Director and specifically states that a Director, in exercising their duty shall act honestly and in good faith with a view to the best interest of the Corporation. The Bylaws provide for the vacancy of a Director's position and in so doing, state that a Director's position shall be deemed to have been vacated in circumstances where the Director fails to comply with the Bylaws of the Hospital which would include the standard of care provision set out at Article 4.9.

Where a conflict arises between one or more members of the Board, an adhoc committee of the Board will be established to address the issue at hand. The adhoc committee shall not involve those members directly involved in the conflict at hand. If the issue cannot be resolved through this adhoc committee, the assistance of a qualified mediator will be solicited. The mediator will meet individually with each member involved in the conflict and any other member wishing to offer information. The mediator will then make a

formal report to the Chair of the adhoc committee outlining the factual information gathered, in addition to his/her recommendations. The report will then be forwarded to the involved parties and to the Board.

ARTICLE 5 – OFFICERS OF THE BOARD AND OF THE CORPORATION

5.1 Voting Officers

The Board shall elect from amongst the slate of member candidates recommended by the Nominating Committee, the following officers at the special meeting immediately following the Annual meeting:

- (a) the Chair;
- (b) the Vice-Chair; and
- (c) the Treasurer.

5.2 Duties of Chair

The Chair of the Board shall:

- (a) preside at all meetings of the Board;
- (b) be Chair of the Executive Committee;
- (c) be an ex officio member of all committees of the Board;
- (d) be responsible for the naming of Directors to committees not otherwise provided for in the By-Laws;
- (e) report to each annual meeting of Members concerning the operations of the Corporation;
- (f) represent the Corporation at public or official functions; and
- (g) perform such other duties as may from time to time be determined by the Board.

5.3 Duties of Vice-Chair

The Vice-Chair of the Board shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and any other duties assigned by the Board.

5.4 Duties of Treasurer

The Treasurer of the Corporation shall ensure that:

- (a) the books of account and accounting records of the Corporation are kept by the provisions of the Act;
- (b) financial statements are regularly submitted to the Board indicating the financial position of the Corporation;
- (c) all the accounts are audited annually; and

- (d) other duties as may be established by resolution of the Board are carried out.

5.5 **Duties of Secretary**

The Secretary shall ensure that:

- (a) a record of the minutes of all meetings are kept;
- (b) a roll of names and addresses of the Members of the Board are kept;
- (c) correspondence is attended to;
- (d) all reports required under any Act or regulation of the Province of Ontario are prepared;
- (e) all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act are kept;
- (f) the seal of the Corporation is kept;
- (g) copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation and provide the office of the Public Guardian and Trustee in accordance to the provisions of the *Charities Accounting Act* (Ontario) are kept; and
- (h) other duties as the Board may direct are performed.

5.6 **Duties of Chief Executive Officer**

- (a) The Chief Executive Officer shall be the Secretary of the Board.
- (b) The Chief Executive Officer shall:
 - (i) be responsible to the Board for the general administration, organization and management of the Corporation in accordance with policies established by the Board;
 - (ii) attend all meetings of the Board and of its committees;
 - (iii) be responsible to the Board, for taking such action as the Chief Executive Officer considers necessary to ensure compliance with the Act, the *Public Hospitals Act* and the Regulations made thereunder and the By Laws;
 - (iv) employ, control and direct all employees of the Corporation;
 - (v) notwithstanding the provisions of section 8.2, be responsible for payment of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget, or otherwise as may be established from time to time by resolution of the Board;
 - (vi) report to the Board any matter about which it should have knowledge;

- (vii) report to the Chief of Staff or appropriate Department Chief:
 - (1) any oversight of medical practice in the Hospital;
 - (2) any failure of a member of the Medical Staff to act in accordance with statute law or regulations thereunder, or Corporation By-Laws and rules;
 - (3) any patient who does not appear to be making reasonable progress towards recovery or who is not being visited frequently enough by the attending member of the Medical Staff; and
 - (4) any other matter about which he or they should have knowledge;
- (viii) represent the Hospital externally to the community, government, media and other organizations and agencies;
- (ix) communicate with related healthcare agencies to promote co-ordination and/or planning of local healthcare services;
- (x) establish an organizational structure to ensure accountability of all programs, services and staff for fulfilling the mission, objectives and strategic plan of the Hospital;
- (xi) be a member of the Medical Advisory Committee and participate with the Medical Advisory Committee in the provision of quality care;
- (xii) prepare and forward the reports to the College of Physicians and Surgeons of Ontario which are required under the Public Hospitals Act; and
- (xiii) cause to be retained, all written statements made in respect of the destruction of medical records, notes, charts and other materials relating to patient care and photographs thereof.

5.7 **Protection of Directors and Officers**

Except as otherwise provided in any legislation or law, no Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or officer's own failure to act honestly and in good faith in the performance of the duties of office or other willful neglect or default.

5.8 **Indemnification of Officers and Directors**

Every Director or officer of the Corporation and every member of a committee, or any other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation or any corporation controlled by it, and the person's respective heirs, executors and administrators, and estate and effects, successors and assigns, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such Director, officer, committee member or other person sustains or incurs in or in relation to any action, suit or proceeding which is brought, commenced or prosecuted against the Director, officer, committee member or other person, for
- (b) or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or in relation to the execution of the duties of such office or in respect of any such liability; and
- (c) all other costs, charges and expenses which the Director, officer, committee member or other person sustains or incurs in or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own failure to act honestly and in good faith in the performance of the duties of office, or by other willful neglect or default.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-Law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-Law to the extent permitted by the Act or law.

5.9 **Insurance**

The Corporation shall purchase and maintain insurance for the benefit of any Director, officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Director, officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

Provided however that before purchasing such insurance, the Board shall consider:

- 1. The degree of risk to which the director or officer is or may be exposed.
- 2. Whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance.
- 3. Whether the amount or cost of the insurance is reasonable in relation to the risk.
- 4. Whether the cost of the insurance is reasonable in relation to the revenue available.
- 5. Whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

ARTICLE 6 -REGULAR AND SPECIAL MEETINGS OF THE BOARD

6.1 **Quorum**

A quorum for any regular or special meeting of the Board shall be a majority of the Directors entitled to vote.

6.2 **Rules of Order**

Any questions of procedure at or for any meetings of the Corporation, of the Board, of the medical or dental 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 made thereunder, or the Professional Staff Rules, shall be determined by the Chair in accordance with the rules of procedure, if any, relevant in the circumstances.

6.3 **Rules**

The Board may, from time to time, make such Rules as it may deem necessary or desirable for the better management, operation, and maintenance of the Hospital, provided however that any such rule shall conform with the provision of these By-Laws, and the requirement of the federal and provincial Acts governing hospitals.

6.4 **Chair**

The chair of a meeting of the Board shall be:

- (a) the Chair of the Board;
- (b) the Vice-Chair of the Board if the Chair of the Board is absent or unable to act; or
- (c) a Chair elected by the Directors present if the Chair of the Board and Vice-Chair of the Board are absent or unable to act.

6.5 **Regular Meetings**

- (a) The Board shall meet at such time, day and place as the Board may from time to time determine. The Secretary of the Board shall give notice of the meeting to the Directors if the meeting is to be held at another time or day or at a place other than the Head Office.
- (b) There shall be at least four (4) regular meetings per annum.

6.6 **Special Meetings**

- (a) The Chair or Vice-Chair of the Board may call special meetings of the Board.
- (b) The Secretary of the Board shall call a meeting of the Board if four (4) Directors so request in writing.
- (c) Notice of a special meeting of the Board shall specify the purpose of the meeting, may be given by telephone, and/or email and shall be given at least forty-eight (48) hours in advance of the meeting. In circumstances where the Chair or Vice-Chair or Directors requesting a special meeting, declare the meeting, declare the subject of the meeting as an emergency, notice requirements in respect of special meetings may be waived by a majority of directors voting at the special meeting.

6.7 **Procedures for Board Meetings**

- (a) The declaration of the Secretary or Chair that notice has been given pursuant to this By-Law, shall be sufficient and conclusive evidence of the giving of such notice.
- (b) No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate any proceedings at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings.
- (c) Members of the Hospital and the public may attend meetings of the Board of Directors of the Hospital, subject to the Board policy on closed sessions (Policy No. AB0701) of meetings of the Board.
- (d) Minutes shall be kept for all meetings of the Board.
- (e) Subject to section 6.3 above, business arising at any meeting of the Board shall be decided by a majority of the Directors entitled to vote, provided that:
 - (i) except as provided by clause (ii) votes shall be taken in the usual way by a show of hands.
 - (1) The Chair must declare his intention to vote prior to the votes being cast. The Chair shall not have a second or casting vote.
 - (2) If there is an equality of votes, the chair shall rule that the motion has been defeated.
 - (ii) votes shall be taken by written ballot if so demanded by any voting member present.
 - (1) The Chair shall have a vote.
 - (2) If there is an equality of votes, the motion is defeated.
 - (iii) a declaration by the Chair that a resolution, vote or motion has been carried or defeated and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
 - (iv) A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board, is as valid as if it had been passed at a meeting of the Board. A copy of every such resolution shall be kept with the minutes of the proceedings of the Board.
- (f) **Meetings by Remote Access**

Where all the Directors present at or participating in the meeting have consented thereto, any Director may participate in a meeting of the Board or of a committee of the Board by means of conference telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously and a Director participating in such a meeting by such means is deemed for the purposes of the Corporations Act and this By-Law to be present at the meeting.

Each Director may attend no more than two (2) regular board meetings in a year via remote access.

ARTICLE 7 - COMMITTEES OF THE BOARD

7.1 Establishment of Committees

- (a) The Board may appoint standing committees, and name the Chair and Vice-Chair of each committee.
- (b) The Board may at any meeting appoint and prescribe the duties of any Committee and the name of the Chair and Vice-Chair of each special committee.
- (c) The Board may by resolution dissolve any committee at any time.
- (d) Meetings of the respective committees shall be held at the call of the respective committees' chair.

7.2 Terms of Reference

The terms of reference for the Board committees are contained in the Board Policies.

ARTICLE 8 - FINANCIAL

8.1 Bonding-Fidelity Insurance

- (a) Directors, officers and employees, as the Board may designate, shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.
- (b) The requirements of paragraph (a) above may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.
- (c) The Corporation shall pay the expense of any fidelity bond or policy secured under paragraphs (a) or (b) above.

8.2 Banking and Borrowing

- (a) The Board shall by resolution, from time to time, designate the Bank in which the bonds or other securities of the Corporation shall be placed for safekeeping.
- (b) The Board shall by resolution, from time to time, designate the signing officers of the Corporation, and they are hereby authorized for and in the name of the Corporation:
 - (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques, and orders for payment of money;
 - (ii) to receive and deposit all Corporation monies in the Bank designated under paragraph (a) above, and give receipts for same;
 - (iii) subject to the approval of the Board, to assign and transfer to the Bank all or any stocks, bonds, or other securities;

- (iv) from time to time, to borrow money from the Bank;
- (v) to transact with the said Bank any business which they may think fit;
- (vi) to negotiate with, deposit with, endorse or transfer to the Bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
- (vii) from time to time, to arrange, settle, balance, and certify all books and accounts between the Corporation and the Bank designated by the Board under paragraph (a) above;
- (viii) to receive all paid cheques and vouchers; and
- (ix) to sign the Bank's form of settlement of balance and release.

8.3 **Signing Officers**

- (a) Either the Chair or Vice-Chair of the Board, together with either the Chief Executive Officer or the Treasurer shall sign on behalf of the Corporation all contracts, agreements, conveyances, mortgages and other documents, for which Board approval is required.

8.4 **Seal**

The seal of the Corporation, if any, shall be in the form impressed hereon.

8.5 **Investments**

The Board may invest in any investments which are authorized by the Corporation's investment policy.

8.6 **Endowment benefits**

- (a) No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by section 8.5.
- (b) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of, the Corporation.
- (c) The Secretary shall by registered mail, give notice to the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in paragraph 8.6(b) which come into the control or possession of the Corporation.
- (d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).
- (e) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

8.7 **Auditor**

- (a) The Corporation shall at its annual meeting appoint an auditor who shall not be a Director or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of *The Public Accountancy Act* (Ontario), to hold office until the next annual meeting of the Corporation.
- (b) The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.
- (c) In addition to making the report at the annual meeting of the Corporation, the auditor shall from time to time report through the Audit Committee to the Board on the audit work with any necessary recommendations.

ARTICLE 9 - VOLUNTARY ASSOCIATIONS9.1 **Authorization**

The Board may sponsor the formation of a voluntary association(s) as it deems advisable.

9.2 **Purpose**

Such associations shall be conducted with the advice of the Board for the general welfare and benefit of the Corporation and the patients treated in the Hospital.

9.3 **Control**

Each such association shall elect its own officers and formulate its own by-laws, but at all times the by-laws, objects and activities of each such association shall be subject to review and approval by the Board.

9.4 **Representation on Board**

The Board may determine a mechanism to provide for representation by the voluntary association(s) on the Board.

9.5 **Auditor**

- (a) Each unincorporated voluntary association shall have its financial affairs reviewed for the purposes of assuring reasonable internal control. Subject to Board approval, a review engagement is acceptable for this purpose.
- (b) The auditor for the Hospital shall be the auditor for the voluntary association(s) under this section.

ARTICLE 10 – NURSES AND OTHER STAFF AND PROFESSIONALS ON COMMITTEES

The Chief Executive Officer 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 Chief Executive Officer to have a nurse, staff or professional representation.

ARTICLE 11- AMENDMENTS TO BY-LAW

11.1 Amendments to By-Law

- (a) The Board may pass or amend the By-Law of the Corporation from time to time.
- (b)
 - (i) Where it is intended to pass or amend the By-Law at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his address as shown on the records of the Corporation by ordinary mail not less than ten (10) days before the meeting.
 - (i) Where the notice of intention required by clause (b)(i) is not provided, any proposed By-Law or amendments to the By-Law may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
- (c) Subject to clauses (d)(ii) and (d)(iii) below, a By-Law or an amendment to a By-Law passed by the Board has full force and effect:
 - (i) from the time the motion was passed, or
 - (ii) from such future time as may be specified in the motion.
- (d)
 - (i) 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 general meeting of the Members called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-Law or amendment to be presented.
 - (ii) The Members at the annual meeting or at a special general 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.
- (e) In any case of rejection, amendment, or refusal to approve a By-Law or part of a 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.