

**CORPORATE BY-LAW OF
NORTH WELLINGTON HEALTH CARE CORPORATION
PART A
OF
BY-LAW NUMBER 10**

JUNE 15, 2017



BY-LAW NUMBER 10

PART A – CORPORATE BY-LAW

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BY-LAW NUMBER 10

NORTH WELLINGTON HEALTH CARE CORPORATION

A by-law relating to the transaction of the business and affairs of North Wellington Health Care Corporation, a corporation resulting from the amalgamation of Louise Marshall Hospital and the Palmerston and District Hospital (the “**Corporation**”).

BE IT ENACTED as a by-law of the Corporation (the “**By-law**”), as follows:

CORPORATE BY-LAW

PART A OF BY-LAW NUMBER 10

PREAMBLE

WHEREAS the objects of the North Wellington Health Care Corporation, as provided in the *North Wellington Health Care Corporation’s Letters Patent, 2001* are:

- (a) To establish, equip, staff, maintain and operate on two or more sites, a hospital or hospitals or health facilities for the accommodation, care and treatment of any person or persons, and research facilities, and provide programs of patient care and community health.
- (b) To conduct programs of education and research in the field of health care either itself or in association with others.
- (c) To establish and operate any health related type of service.

AND WHEREAS the Corporation entered into an alliance agreement dated February 12, 2016 with Groves Memorial Community Hospital (the “**Alliance Agreement**”) pursuant to which the Corporation is a participant in the Wellington Health Care Alliance (the “**Alliance**”),

AND WHEREAS it is expedient that By-law Number 9 be cancelled and revoked and that the following By-law Number 10 be adopted, to facilitate the governance of the Alliance.

NOW THEREFORE be it enacted and it is hereby enacted that By-law No. 9 heretofore enacted be cancelled and revoked and that the following By-law No. 10 be substituted in lieu thereof.

ARTICLE 1 INTERPRETATION

1.1 Definitions

In this Part A of the By-law unless the context otherwise requires, the following words shall have the following meaning:

- (a) “**Act**” means the *Corporations Act* (Ontario) and any statute that may be substituted therefore, as from time to time amended;
- (b) “**Alliance Agreement**” has the meaning ascribed to it in the recitals;
- (c) “**Board**” means the board of directors of the Corporation;
- (d) “**By-law**”, unless otherwise specified, means this By-law and By-laws means the by-laws of the Corporation;
- (e) “**Catchment Area**” means the geographic regions referred to in section 4.1(a) which are served by the Corporation;
- (f) “**Chair**” means the Chair of the Board;
- (g) “**Chief Executive Officer**” means, in addition to “administrator” as defined in section 1 of the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;
- (h) “**Chief Nursing Executive**” means the senior nurse employed by the Hospital who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;
- (i) “**Chief of Staff**” means the member of the Medical Staff appointed by the Board to be responsible for the professional standards of the Professional Staff, and the quality of professional care rendered at a Hospital Site and Site Chief of Staff means the Chief of Staff at a particular Hospital Site;
- (j) “**Committee**” means any committee created by the Board or pursuant to the By-laws;
- (k) “**Community Member**” means an individual who is not a Director but is a Member in good standing and is appointed by the Board to a Board standing committee, but only for so long as such individual is serving on such committee;
- (l) “**Corporation**” means the North Wellington Health Care Corporation;
- (m) “**dentist**” means a dental practitioner in good standing with the College of Dental Surgeons of Ontario;
- (n) “**Director**” means a member of the Board;
- (o) “*ex officio*” means membership “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified or legislated;
- (p) “**Executive Committee**” has the meaning ascribed in Section 8.6;

- (q) “**Hospital**” means the public hospital or hospitals operated by the Corporation;
- (r) “**Hospital Site(s)**” means any one or combination of the following respective hospital sites – Louise Marshall Hospital and Palmerston and District Hospital;
- (s) “**Independent**” means free from outside influences that could impact one’s ability to make impartial and objective decisions;
- (t) “**Joint Executive Committee**” has the meaning ascribed in Section 8.6;
- (u) “**Legislation**” means relevant statutes and regulations that govern the provision of health care to patients of the Hospital;
- (v) “**Majority**” means fifty percent plus one unless otherwise specified;
- (w) “**Member**” means member of the Corporation;
- (x) “**midwife**” means a midwife in good standing with the College of Midwives of Ontario;
- (y) “**Officer**” means those officers of the Corporation set out in section 9.1;
- (z) “**Past Chair**” means, the most recent past chair able and willing to serve in this role. The Past Chair shall be a DirectorThe Past Chair shall act in an advisory capacity to the Chair and to other members of the Board. The Past Chair shall perform such other duties as may be required by the Board;
- (aa) “**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;
- (bb) “**physician**” means a medical practitioner in good standing with the College of Physicians & Surgeons of Ontario;
- (cc) “**President of the Professional Staff**” means the physician who has been elected or acclaimed to the position of President of the Professional Staff Association, in accordance with the By-laws and rules governing the Professional Staff Association;
- (dd) “**Professional Staff**” means those physicians, dentists, midwives or registered nurses in the extended class, who are appointed by the Board and who are granted specific privileges to practice at the Hospital;

- (ee) “**Professional Staff Association**” means the Professional Staff Association comprising all physicians, dentists, midwives or registered nurses in the extended class, who hold an appointment to the Professional Staff;
- (ff) “**Public Hospitals Act**” means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the Regulations made under it;
- (gg) “**registered nurses 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* and who is (i) employed by the Hospital and authorized to diagnose, prescribe for or treat out-patients in the Hospital; or (ii) not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat out-patients in the Hospital;
- (hh) “**Related Person**” means the parent, child, spouse or brother or sister of a person or the spouse of a parent, child, brother or sister of a person;
- (ii) “**Residency Requirement**” means that an individual has been either a resident, employed or carry on a business in the Catchment Area for a continuous period of three (3) months immediately prior to their admission as a member; 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 of the Corporation 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

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

- (a) Any Director, Community Member, Member, Officer, Professional Staff member or employee, as the context requires, and unless expressly prohibited by the By-laws or rules and policies of the Corporation, may occasionally participate in a meeting of the Board or of a Committee of the Board by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed, for the purposes of the Act and this By-Law, to be present at the meeting.
- (b) A By-law or resolution in writing signed by all the Members or Directors entitled to vote on that By-law or resolution at a meeting of Members or



Directors, respectively, is as valid as if it had been passed at a meeting of Members or Directors, respectively.

- (c) 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.

ARTICLE 2 ORGANIZATION

2.1 Head Office

Until changed in accordance with the Act, the head office of the Corporation shall be in the former Town of Mount Forest in the Township of Wellington North in the Province of Ontario.

2.2 Seal

Until changed in accordance with the Act, the seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

2.3 Execution of Documents

Subject to sections 2.4 and 2.5, deeds, transfers, assignments, contracts, 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 together with the Chief Executive Officer and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

2.4 Other Signing Officers

In addition, 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.

2.5 Cheques, Drafts and Notes

Cheques on bank accounts, drafts drawn or accepted by the Corporation, promissory notes given by it, acceptances, bills of exchange, orders for payment of money and other instruments of a like nature may be made, signed, drawn, accepted or endorsed, as the case may be, by such officer or officers, person or persons, as the Board may by resolution from time to time name for that purpose. Cheques, promissory notes, bills of exchange, orders for payment of money and other negotiable instruments may be endorsed for deposit to the credit of any of the Corporation's bank accounts by such officer or officers, person or

persons as the Board may by resolution from time to time name for that purpose or they may be endorsed for such deposit by means of a stamp bearing the Corporation's name.

2.6 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.

2.7 Financial Year

Unless otherwise determined by the Board, the fiscal year-end of the Corporation shall be the last day of March in each year.

ARTICLE 3 MEMBERS

3.1 Categories of Members

There shall be one category of Members: Annual Members.

3.2 Annual Members

The Annual Members of the Corporation shall consist of:

- (a) the Directors and Community Members from time to time of the Corporation, who shall be *ex officio* Annual Members;
- (b) those individuals who:
 - (i) support and promote the objects of the Corporation;
 - (ii) are at least 18 years of age;
 - (iii) have been either a resident, employed or carry on a business in the Catchment Area for a continuous period of three (3) months immediately prior to their admission as a member;
 - (iv) pay the annual individual membership fee, as determined from time to time by the Board; and
 - (v) are admitted as Annual Members by resolution of the Board.



3.3 Fees

Fees for Annual Members shall be set by the Board from time to time.

3.4 Voting Rights

Those entitled to vote at any annual or special meeting of Members are:

- (a) Annual Members who have been admitted in accordance with section 3.2 and paid the annual membership fee at least thirty (30) calendar days prior to the date of any annual or special meeting of Members; and
- (b) Directors

Each Member entitled to vote at an annual or special meeting of Members shall have one vote on each question arising at any annual or special meeting of Members.

3.5 Term of Annual Membership

The term of membership for Annual Members referred to in paragraph 3.2(b) shall run from the first day of June of the year admitted to first day of June of the following year regardless of the date of admission.

3.6 Termination of Membership

Membership in the Corporation terminates automatically upon the happening of any of the following events:

- (a) if the Member resigns in writing as a Member;
- (b) if the Member dies;
- (c) if the Member is expelled by a resolution of the Board;
- (d) in the case of an Annual Member by virtue of subsection 3.2(b) when their term of membership expires;
- (e) in the case of an Annual Member by virtue of subsection 3.2(a), upon ceasing to be a Director; and

3.7 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 if communicated to the public.

ARTICLE 4 DIRECTORS

4.1 Composition of Board and Term

The Board shall consist of:

- (a) Twelve (12) directors, who are Independent, and who are elected by the Members from the following geographic areas for a term of three years provided that each such Director shall hold office until the end of the annual meeting when his or her term expires or until his or her successor is elected or appointed;
 - (i) Five (5) from the Louise Marshall Hospital (LMH) catchment areas – Town of Minto, Townships of Wellington North, Southgate and West Grey – Normanby Ward.
 - (ii) Five (5) from the Palmerston and District Hospital (PDH) catchment areas – Town of Minto, Township of Mapleton, and Town of North Perth – Wallace Ward.
 - (iii) Two (2) from either the Louise Marshall Hospital (LMH) or Palmerston and District Hospital (PDH) catchment areas.
- (b) The Chief of Staff, President of the Professional Staff Association, Chief Executive Officer, and the Chief Nursing Executive of the Corporation as *ex officio* (non-voting) members of the Board shall hold office for a term commensurate with his or her holding of one of the respective offices;
- (c) a member of the Council of The Corporation of the Town of Minto appointed by the Council as an *ex officio* member of the Board shall hold office for a term commensurate with his or her holding of the respective office; and
- (d) a member of the Council of The Corporation of the Township of Wellington North appointed by the Council as an *ex officio* member of the Board shall hold office for a term commensurate with his or her holding of the respective office.

4.2 Duties and Responsibilities

The Directors of the Corporation shall govern and manage the 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 charter or otherwise, authorized to exercise and do.

4.3 Qualifications of Directors

No person shall be qualified for election as a Director if he or she:

- (a) is less than eighteen (18) years of age;
- (b) is of unsound mind and has been so found by a court in Canada or elsewhere;
- (c) is not an individual;
- (d) has the status of a bankrupt;
- (e) is not a resident of the catchment area and does not meet the Residency Requirement.
- (f) is a member of the Professional Staff of the Hospital or an employee of the Corporation, except for the Directors referred to in section 4.1(b); or
- (g) is a Related Person of a member of the Professional Staff of the Hospital or a Related Person of an employee of the Corporation, except by unanimous resolution of the members of the Board present and voting at a meeting of Directors.

4.4 Vacation of Office

The office of Director shall be automatically vacated:

- (a) if a Director shall resign such office by delivering a written resignation to the Secretary of the Corporation;
- (b) if the Director is found by a court to be of unsound mind;
- (c) if the Director becomes bankrupt;
- (d) he or she becomes a person referred to in section 4.3(f) or (g), unless the Board by resolution determines that the Director may continue in office;
- (e) if at a special general meeting of Members a resolution is passed by two thirds (2/3) of the votes cast by the Members entitled to vote and present at the meeting that the Director be removed from office; or
- (f) if the Director (excluding the Chief of Staff and President of the Professional Staff Association) ceases to meet the Residency Requirement.

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 or Appointment of Directors

Directors shall be elected and shall retire in rotation. The Directors referred to in section 4.1(a) shall hold office until the end of the annual meeting when his or her term expires

or until his or her successor is elected or appointed. A Director referred to in Section 4.1(b), (c), and (d) shall hold office commensurated with his or her respective office.

4.6 Maximum Terms

Each Director referred to in Section 4.1(a) shall be eligible for re-election provided that such Director shall not be elected for a term that will result in the Director serving more than twelve consecutive years. Such Director may also be eligible for re-election for another term or terms (to a maximum of twelve consecutive years) if one or more years have elapsed since the termination of his or her last election.

4.7 Nomination and Voting Procedures for Election of Directors

At the time of each election of Directors, the following procedures shall be followed:

- (a) Nominations made for the election of Directors at an annual or special meeting must be made in accordance with the nominating procedure prescribed by the Board from time to time and must be received and reviewed and recommended by the relevant committee responsible for nominations, and approved by the Board before being presented to the annual meeting.
- (b) A ballot shall be prepared which shall contain the names of all candidates properly nominated. The decision of the committee responsible for nominations, as to whether or not a candidate is qualified to stand for election, shall be final.
- (c) The scrutineer(s) shall be the auditor of the Corporation or such other person or persons as designated by the Chair of the meeting.
- (d) Upon the election being called and if a vote by ballot is required, Members entitled to vote shall receive ballots from the scrutineer(s).
- (e) The scrutineer(s) shall total the votes cast for each candidate on valid ballots and arrange the names of the candidates in descending order according to the votes cast for each.
- (f) Vacancies shall be filled by the required number of candidates who received the largest number of votes and who shall be declared elected.
- (g) If the results of an election cannot be determined because two or more candidates for one vacancy receive the same number of votes the vote shall be retaken with only the names of the candidates receiving the same number of votes appearing on the ballot.

- (h) If no election is required to be held, the Chair shall instruct the Secretary to cast one vote for the election of the nominees whose names appear on the ballot.

4.8 Removal of Directors

(a) By the Board

- (i) if in any twelve (12) month period, a Director, not having been granted a leave of absence by the Board, is absent, notwithstanding that regrets have been provided,
 - (A) for three (3) consecutive regular meetings of the Board; or
 - (B) for four (4) or more of the regular meetings of the Board; or
 - (C) for more than fifty percent (50%) of both the regular meetings of the Board and meetings of Committee(s) to which that person is appointed; or
- (ii) knowingly fails to comply with Legislation, the Corporation's charter, By-laws, rules, regulations, policies or procedures, including confidentiality and conflict of interest policies, the Board may, by resolution, declare his or her membership vacant; provided that before considering and passing any such resolution the Director shall be provided an opportunity to explain his or her absence from Board or committee meetings.

(b) By the Members

The Members may, by resolution passed by at least two thirds of the votes cast thereon at a general meeting of Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of the Director's term of office, and may, by majority of the votes cast at such meeting, elect any person that meets the requirements of these By-laws in the Director's stead for the remainder of the Director's term.

4.9 Filling Vacancies

A quorum of the Board may appoint a qualified individual to fill a vacancy among the Directors referred to in section 4.1(a) on the Board. In the absence of a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such a



meeting, or if there are no such Directors then in office, any Member may call the meeting. A Director so appointed or elected shall hold office for the unexpired portion of the term so vacated.

4.10 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. Provided further that individuals who are Directors by virtue of their positions on the administrative or Professional Staff may be paid for performance of said duties.

ARTICLE 5 MEETINGS OF DIRECTORS

5.1 Meeting of Directors

The Board shall meet at such times as may be determined by the Board. Special meetings of the Board may be called by the Chair, the Vice-Chair or by the President and shall be called by the President upon receipt of the written request of three Directors.

5.2 Regular Meetings

The Board may appoint one 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 sent 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 forty eight (48) hours prior to the meeting. The Chair, the Vice-Chair or the President may call a special meeting on less notice, by such means as are deemed appropriate, provided that the majority of the Directors consent to the holding of such meeting. In calculating the said forty eight (48) hour notice period Saturdays, Sundays and statutory holidays shall be excluded.

5.4 Notice of a Special Meeting of the Board

Notice of a special meeting of the Board shall specify the purpose of the meeting, may be delivered, e-mailed, faxed or telephoned to each Director and shall be given at least forty-eight (48) hours in advance of the meeting.

5.5 Quorum

Fifty percent (50%) plus one voting directors shall constitute a quorum. If quorum is lost because conflicted Directors are not permitted to be present, the remaining Directors are



deemed to constitute a quorum, but only for the purpose of voting on the matter giving rise to the conflict.

5.6 First Meeting of New Board

Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such Board is elected.

5.7 Persons Entitled to be Present

The Board shall from time to time establish procedures permitting the attendance of members of the public at meetings of the Board.

5.8 Voting

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.

5.9 Casting Vote

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

5.10 Polls

The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the chair of the meeting. Otherwise a vote shall be taken by a show of hands. A declaration by the chair of the meeting that a resolution has been carried by a particular majority or not carried shall be conclusive.

5.11 Adjournment of the Meeting

If within one half (1/2) 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 48 hours' notice of the adjourned meeting by an appropriate means shall be given to each Director; provided that in calculating such 48 hour notice period Saturday, Sundays and statutory holidays shall be excluded.

ARTICLE 6 INTEREST OF DIRECTORS IN CONTRACTS

6.1 Declaration of Conflict

- (a) Any Director who is in any way, directly or indirectly, interested in a contract or proposed contract with the Corporation shall disclose in writing or have entered in the minutes, the nature and extent of such Director's interest in such contract or proposed contract with the Corporation.
- (b) The disclosure required by (a) above, shall be made:
 - (i) at the meeting at which a proposed contract is first considered if the Director is present, and otherwise, at the first meeting after the Director becomes aware of the contract or proposed contract;
 - (ii) if the Director was not then interested in a proposed contract, at the first meeting after such Director becomes so interested; or
 - (iii) if the Director becomes interested after a contract is made, at the first meeting held after the Director becomes so interested.
- (c) If a contract or a proposed contract is one that, in the ordinary course of carrying on the Corporation's non-pecuniary purpose or purposes, would not require approval by the Directors or Members, a Director shall disclose in writing the nature and extent of the Director's interest at the first meeting held after the Director becomes aware of the contract or proposed contract.
- (d) A Director referred to in sub-paragraph (a) above is not liable to account for any profit made on the contract by the Director or by a corporate entity, business firm or organization in which the Director has a material interest, provided
 - (i) the Director disclosed the Director's interest in accordance with sub-paragraphs (b) or (c) above or (f) below; and
 - (ii) the Director has not voted on the contract.
- (e) A Director referred to in sub-paragraph (a) above shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question with respect thereto and shall absent himself from the meeting when the applicable issue is under consideration.
- (f) For the purposes of this section 6.1, 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 body corporate, business firm or organization and is to be

regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.

- (g) A contract is not void by reason only of the failure of a Director to comply with the provisions of this section 6.1 but the court may upon the application of the Corporation or a Member, set aside a contract in respect of which a Director has failed to comply with the provisions of this section 6.1, and the court may make any further order it thinks fit.
- (h) The provisions of this Section 6.1 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 of the Corporation shall not be liable for any act, receipt, neglect or default of any other Director, officer or employee or for any loss, damage or expense happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any 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 tortuous 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 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

Every Director or officer of the Corporation who acts on behalf of the Corporation, or any company controlled by it, and their heirs, executors, administrators and estates and effects, 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 liabilities, costs, charges and expenses whatsoever which such Director or officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office, including any liability arising solely as a result of acting as a Director or officer of the Corporation; and
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs,

charges or expenses as are occasioned by his or her own wilful neglect or default.

- (c) The indemnity provided for in the preceding paragraph:
 - (i) shall not apply to any liability which a Director or officer of the Corporation may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Corporation; and
 - (ii) shall be applicable only if the Director or officer of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

7.3 Insurance

Subject to applicable laws, the Board may cause the Corporation to purchase insurance for any person entitled to indemnification in this By-law, but only in respect of liabilities incurred by such person in such capacity.

ARTICLE 8 COMMITTEES

8.1 Committees

The Joint Executive Committee or Board may establish Committees from time to time. Committee members will hold their offices at the will of the Board. The members of any Committee (other than the Executive Committee) need not be Directors of the Corporation. 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;
- (b) Special Committees, being those Committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

The functions, duties, responsibilities and mandate of committees shall be provided in the resolution of the Board by which such committee is established, and such resolution shall in each case specify the function, duties, responsibilities and mandate of the committee, and shall appoint the members of the committee, the chair and, if desirable, the vice-chair thereof. Subject to section 8.6, no decision of a committee shall be binding on the Board until approved or ratified by the Board.

8.2 Committees Required by *Public Hospitals Act* and Applicable Legislation

The Board shall ensure that the Corporation establishes such committees and undertakes such programmes as are required pursuant to the *Public Hospitals Act* and applicable Legislation.

8.3 Voting At Meetings of Standing and Special Committees

The Chief Executive Officer, the Chief Nursing Executive, the Chief of Staff and the President of Professional Staff Association can be appointed to a Committee as a voting member of the Committee provided that the committee is not making decisions binding the Board or the Corporation but are making recommendations to the Board. The exception is that these members will continue to be non-voting members on the Executive Committee or any other committee that could bind the Board.

8.4 Procedures at Committee Meetings

Procedures at 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 Quorum for Committees

Unless otherwise determined by the Board, a quorum for a Committee shall consist of

- (i) a majority of the voting members of a Committee; and
- (ii) at least 50% of the members of the Committee who are members of the Board.

8.6 Joint Executive Committee

- (a) The Board shall establish an executive committee (the “**Executive Committee**”). The Board shall appoint five (5) Directors to the Executive Committee annually, provided only Directors who meet the independence criteria set forth in Section 3.03 of the Alliance Agreement shall be qualified to serve on the Executive Committee, and further provided that the Chair of the Board shall at all times be an appointee to the Executive Committee. Any Director appointed to the Executive Committee shall serve at the pleasure of the Board and may be removed at any time by resolution of the Board. The Board shall delegate decision-making authority, by Board resolution, to the Executive Committee in accordance with the Alliance Agreement. Decisions of the Executive Committee shall be binding on the Corporation and do not require ratification or approval by the Board. The Executive Committee shall at all times meet jointly with the executive committee of Groves Memorial Community Hospital, and both executive committees shall function as a joint executive committee



(the “**Joint Executive Committee**”) in accordance with the Alliance Agreement. The Board shall adopt terms of reference in respect of the Joint Executive Committee that are consistent with the Alliance Agreement.

- (b) If the Board fails to promptly convene to discuss a matter that is not delegated to the Joint Executive Committee in the Alliance Agreement, the Board shall be deemed to delegate such matter to the Executive Committee for decision, to allow for the orderly functioning of the Alliance.

ARTICLE 9 OFFICERS

9.1 Officers

The officers of the Corporation shall include: the Chair of the Board, the President and Secretary, the Vice-Chair, the Treasurer, and the Past Chair and any such other officers as the Board may by resolution determine. Subject to the Alliance Agreement, the officers shall be elected at the first meeting of the Board following the annual meeting of Members in which the Directors are elected. A person may hold more than one office.

9.2 Terms of Office

The officers of the Corporation, other than Chair of 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. Officers shall be subject to removal by resolution of the Board at any time. Without limiting the foregoing, the Chair of the Board may hold office for up to a two (2) year term, or until his or her successor is elected or appointed, to fulfil the role of chair and vice-chair of the Joint Executive Committee set forth in the Alliance Agreement.

ARTICLE 10 DUTIES OF OFFICERS

10.1 Chair of the Board

The Chair shall be elected by the Board from among the members of the Board who are directors elected in accordance with Section 3.03 of the Alliance Agreement. The Chair shall, when present, preside at all meetings of the Members and the Board and 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 serve no longer than four (4) consecutive years. After a break in service of at least one (1) year the same person shall be eligible for re-election as Chair.

10.2 Vice-Chair

The 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 be imposed upon the Vice-Chair by the Board. The Vice-Chair shall be elected annually and shall serve no longer than four (4) consecutive years, provided that if any of the two previous Chairs were elected for three consecutive terms, the Vice-Chair may serve for an additional one or two consecutive years, as applicable. After a break in service of at least one year, the same person shall be eligible for re-election as Vice-Chair. The Vice-Chair shall be elected by the Board from among the members of the Board who are elected in accordance with Section 3.03 of the Alliance Agreement.

10.3 President and Chief Executive Officer

The President shall be appointed Secretary, and be the chief executive officer of the Corporation and the administrator of the Hospital for the purposes of the *Public Hospitals Act*. Subject to the authority of the Board and the Alliance Agreement, the President shall be responsible for the management of the affairs of the Corporation and shall ensure that all orders and resolutions of the Board-are carried out. The President shall be entitled to attend all meetings of Committees of the Board but shall not be entitled to vote thereat unless otherwise appointed as a member of the Committee.

10.4 Secretary

The Secretary shall carry out the duties of the secretary of the Corporation generally and may cause a recording secretary to attend all meetings of the Board, the Executive Committee, other committees and Members 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-and shall perform such other duties as may be prescribed by the By-laws, the Board-by the President, under whose supervision the Secretary shall be. The Secretary shall be custodian of the seal of the Corporation, which the Secretary shall deliver only when authorized by a resolution of the Board-to do so and to such person or persons as may be named in the resolution.

10.5 Treasurer

The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank, trust company or financial institution or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.

10.6 Past Chair

The Past Chair shall be the most recent past Chair able and willing to serve in this role. The Past Chair shall be a Director. The Past Chair shall act in an advisory capacity to the Chair and to the other Directors. The Past Chair shall perform such other duties as are required by the Board.

10.7 Other Officers

The powers and duties of all other officers shall be such as the Board, or failing the Board, the President, 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, or failing the Board, the President, otherwise directs.

ARTICLE 11 MEETINGS OF MEMBERS

11.1 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 and on such day as the Directors shall appoint subject to the requirements, if any, of the *Public Hospitals Act*.

11.2 Business at Members Meetings

At every annual meeting, in addition to any other business that may be transacted, the report of the Board, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year and the election of Directors shall be held.

11.3 Calling Meetings

The Board, the Chair, a Vice-Chair or the President shall have power to call, at any time, an annual or special meeting of the Members of the Corporation. The Board shall call a special meeting of Members on written requisition of Members carrying not less than ten percent (10%) of the voting rights.

The annual meeting of the Corporation shall be held not more than fifteen (15) months from the last annual meeting.

11.4 Quorum

Ten (10) members present in person at a meeting will constitute a quorum.

11.5 Notice

Notice of meetings of Members, either annual or special, shall be given by one of the following methods:



- (a) by prepaid ordinary mail addressed to the Members at their most recent addresses as shown on the Corporation's records at least two weeks prior to the meeting; or
- (b) by publication at least once a week for two successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which a majority of the Members of the Corporation reside as shown by their addresses on the records of the Corporation.

The notice of a special meeting shall state the purpose for which it is called and no other matter may be dealt with at that meeting.

11.6 Votes

Each Member entitled to vote and present at a meeting shall have the right to exercise one vote. At all meetings of Members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these By-laws. Votes at all meetings of Members shall be cast in person and not by proxy. Every question submitted to any meeting of Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or at a poll, the chair of the meeting shall not have a second vote.

At any meeting of Members, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person 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.

ARTICLE 12 APPOINTMENT OF AUDITOR

12.1 Appointment of Auditor

The Members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.



ARTICLE 13 BOOKS AND RECORDS

13.1 Books and Records

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

ARTICLE 14 CONFIDENTIALITY

14.1 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 brought before the Board or before any committee or regarding any matter dealt with in the course of the employee's employment or the Professional Staff member's or agent's activities in connection with the Corporation.

14.2 Board Spokesperson

Subject to the Alliance Agreement, the Chair of the Joint Executive Committee shall act as the sole public spokesperson (internal and external) for the Hospital on matters delegated to the Joint Executive Committee (but the Chair of each Hospital retain spokesperson authority for matters not delegated to the Joint Executive Committee or the chief executive officer).

ARTICLE 15 BORROWING AND INVESTMENTS

15.1 Borrowing Power

Without limiting the borrowing powers of the Corporation as set forth in the Act, 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.



15.2 Investments

Subject to the Corporation's charter, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable without being restricted to investments authorized by the *Trustee Act* or otherwise by law for trustees.

ARTICLE 16 MEDICAL STAFF

16.1 Medical Staff

There shall be a Medical Staff of each Hospital Site whose appointment and functions shall be as set out in Medical Staff By-laws of the Corporation.

ARTICLE 17 RETENTION OF WRITTEN STATEMENTS

17.1 Retention of Written Statements

The President shall cause to be retained for at least 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.

ARTICLE 18 NOTICES

18.1 Notice

Whenever under the provisions of the By-laws—notice is required to be given, unless otherwise provided herein, such notice may be given in writing and delivered or sent by prepaid registered mail or by facsimile transmission or email addressed to the Director, officer, member of a committee or Member at the address or the facsimile number or email address, as the case may be, as the same appears on the books of the Corporation. If any notice is sent by prepaid registered mail, it shall, subject to the following sentence, be conclusively deemed to have been received on the fifth day following the mailing thereof, if delivered, it shall be conclusively deemed to have been received at the time of delivery, or if sent by facsimile transmission or email delivery, it shall be conclusively deemed to be received on the next business day after sending transmission. Notwithstanding the foregoing provisions with respect to mailing, in the event that it may be reasonably anticipated that, due to any strike, lock-out or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the fifth business day following the mailing thereof, then the mailing of any such notice as aforesaid shall not be an effective means of sending the same but rather any notice must then be sent by an alternative method which it may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee. For the purpose of sending any notice the address or the facsimile number or email address, as the case may be, of any Member, Director, member of a committee or officer shall be the last



address, email address or facsimile number, as the case may be, of such person recorded on the books of the Corporation. Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

18.2 Computation of Time

In computing the date 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 date of the meeting or other event shall be included.

18.3 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.

18.4 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 letters patent or the By-laws, 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.

ARTICLE 19 ANCILLARY ORGANIZATIONS

19.1 Ancillary Organizations

The Board may sponsor the formation of one or more ancillary organizations of the Corporation as it deems advisable, including without limitation, a volunteer association. Each such association shall be conducted with the advice and direction of the Board for the general welfare and benefit of the Corporation, and may, subject to the approval of the Board, enact, amend and repeal by-laws and elect officers to regulate and manage such organization. The financial affairs of each such association shall be reviewed by an auditor for the purposes of assuming reasonable internal control.

ARTICLE 20 RULES OF ORDER

20.1 Rules of Order

Any questions of procedure at or for any meetings of the Members or the Board or the Professional Staff, or any Committee, which has not been provided for in this By-Law, the



Act or Legislation or the rules adopted by the Board from time to time, shall be determined by the chair of the meeting in accordance with *Nathan's Company Meetings including Rules of Order* or such other rules of procedure adopted by resolution of the Board.

ARTICLE 21

MATTERS REQUIRED BY THE *PUBLIC HOSPITALS ACT*

21.1 Committees and Programs Required by the *Public Hospitals Act*

The Board shall ensure that the Corporation establishes such Committees and undertakes such programs as are required pursuant to the *Public Hospitals Act*, including a medical advisory committee and a fiscal advisory committee.

21.2 Fiscal Advisory Committee

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

21.3 Chief Nursing Executive

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

21.4 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.

21.5 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 (the “**Occupational Health and Safety Program**”).
- (b) The program referred to in subsection 21.5(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 Chief Executive Officer to be in charge of occupational health and safety in the Corporation shall be responsible to the Chief Executive Officer or his or her delegate for the implementation of the Occupational Health and Safety Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

21.6 Health Surveillance Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a health surveillance program for the Corporation (the “**Health Surveillance Program**”).
- (b) The program referred to in section 21.6(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 Chief Executive Officer to be in charge of health surveillance in the Corporation shall be responsible to the Chief Executive Officer or his or her delegate for the implementation of the Health Surveillance Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

21.7 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 22
AMENDMENT OF BY-LAWS**

22.1 Amendment of By-laws

Subject to applicable legislation, the provisions of the By-laws may be repealed or amended by a By-law enacted by a majority of the Directors at a meeting of the Board 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 or at the next annual meeting of the Members. Without limiting the foregoing but for certainty, any amendment, repeal, or rejection of the By-law shall not affect any action properly taken pursuant to such By-law prior to the amendment, repeal or rejection.

CERTIFIED to be a true copy of By-law Number 10, enacted by the Board on the _____ day of _____, 2017 and confirmed by the Members on the _____ day of _____, 2017, which by law has not been amended and remains in full force and effect as at the date hereof.

DATED this _____ day of _____, 2017.

Board Chair

Chief Executive Officer

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