

CORPORATE BY-LAW of

MUSKOKA ALGONQUIN HEALTHCARE

Approved February 10, 2022

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MUSKOKA ALGONQUIN HEALTHCARE

CORPORATE BY-LAW

BE IT ENACTED as a by-law relating to the transaction of the activities and affairs of the Corporation as follows:

Article 1 Interpretation

1.1 Definitions

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

- (a) “**Act**” means the *Corporations Act* (Ontario) and where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as amended from time to time;
- (b) “**Board**” means the board of directors of the Corporation;
- (c) “**By-law**” means this Corporate By-law;
- (d) “**Catchment Area**” means the geographical area or areas served by the Corporation, as established by the Board from time to time;
- (e) “**Chair**” means the chair of the Board;
- (f) “**Chief Nursing Executive**” means the senior nurse employed by the Corporation who reports directly to the President and Chief Executive Officer and is responsible for nursing services provided in the Hospital;
- (g) “**Chief of Staff**” means the Medical Staff member appointed by the Board to serve as such in accordance with the *Public Hospitals Act* and this By-law;
- (h) “**Corporation**” means Muskoka Algonquin Healthcare;
- (i) “**Credentialed Staff**” means those Physicians, Dentists, Midwives, and Registered Nurses in the Extended Class, who are appointed by the Board and granted privileges to practice their profession in one or more Hospitals;
- (j) “**Credentialed Staff By-law**” means the Credentialed Staff By-Law of the Corporation, as amended from time to time;
- (k) “**Credentialed Staff Rules**” means the rules made by the Board pursuant to the Credentialed Staff By-Law;
- (l) “**day**” unless otherwise specified means a calendar day;

- (m) **“Dental Staff”** means:
 - (i) oral and maxillofacial surgeons to whom the Board has granted the privilege of diagnosing, prescribing for, or treating patients in a Hospital; and
 - (ii) Dentists to whom the Board has granted the privilege of attending to patients in a Hospital;
- (n) **“Dentist”** means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;
- (o) **“Director”** means an individual elected or appointed to the Board;
- (p) **“Elected Director”** means a Director elected or appointed to the Board as described in section 4.1(a).
- (q) **“Executive Committee”** means the Board committee that may be established from time to time in accordance with section 8.5.
- (r) **“Excluded Person”** means:
 - (i) any person providing supplies or services or their affiliates and any director, owner, operator, major shareholder, management staff or senior executive (as well as their formal associates including parents, siblings, children, spouses and common-law partners) of such person(s) if such person(s):
 - A. is under material contract with the Corporation;
 - B. has responded to a request for proposals issued by the Corporation in the previous fiscal year;
 - C. is receiving or intending to receive formal placement referrals from the placement co-ordination service function of the community care access centre division of the Corporation; or
 - D. intends to submit a proposal;
 - (ii) employees of the Ministry of Health and Long-Term Care;
 - (iii) elected representatives of any municipal, regional, county or township government located in the Catchment Area;
 - (iv) any member of the Credentialed Staff other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act*;
 - (v) any employee other than those appointed to the Board pursuant to the *Public Hospitals Act*;

- (vi) any spouse, common law partner, dependent child, parent, brother or sister of an employee or member of the Credentialed Staff;
- (vii) any person who lives in the same household as a member of the Credentialed Staff or an employee of the Corporation; and
- (viii) any persons who are members of the Corporation’s volunteer associations, foundation or other similar entity;
- (s) “**Excellent Care for All Act**” means the *Excellent Care for All Act, 2010* (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as amended from time to time;
- (t) “**Ex-officio**” means an individual appointed to the Board “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (u) “**Extended Class Nursing Staff**” means those Registered Nurses in the Extended Class who are:
 - (i) employed by the Corporation and are authorized to diagnose, prescribe for or treat Patients in a Hospital; and
 - (ii) not employed by the Corporation and to whom the Board has granted privileges to diagnose, prescribe for or treat Patients in a Hospital;
- (v) “**Hospital**” means a public hospital operated by the Corporation;
- (w) “**Letters Patent**” means the letters patent of the Corporation and any supplementary letters patent;
- (x) “**Medical Advisory Committee**” means the Medical Advisory Committee established by the Board in accordance with the Credentialed Staff By-law and as required by the *Public Hospitals Act*;
- (y) “**Medical Staff**” means those Physicians appointed by the Board and granted privileges to practice medicine in a Hospital;
- (z) “**Members**” means members of the Corporation as described in Article 2;
- (aa) “**Midwife**” means a midwife in good standing with the College of Midwives of Ontario;
- (bb) “**Midwifery Staff**” means those Midwives appointed by the Board and granted privileges to practice midwifery in a Hospital;
- (cc) “**Officers**” means the individuals who hold the offices enumerated in Article 9;
- (dd) “**Patient**” means any in-patient or outpatient of a Hospital;

- (ee) “**Physician**” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (ff) “**President and Chief Executive Officer**” means the President and Chief Executive Officer of the Corporation, who is the ‘administrator’ for the purposes of the *Public Hospitals Act*;
- (gg) “**Public Hospitals Act**” means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted for it, as amended from time to time;
- (hh) “**Registered Nurse in the Extended Class**” means a member in good standing with the College of Nurses of Ontario, who is a registered nurse and holds an extended certificate of registration under the *Nursing Act, 1991*;
- (ii) “**Rules**” means the rules adopted by the Board in accordance with Section 14.2 of this By-law;
- (jj) “**Secretary**” means the individual appointed in accordance with Section 9.1 of this By-law;
- (kk) “**Treasurer**” means the individual appointed in accordance with Section 9.1 of this By-law; and
- (ll) “**Vice Chair**” means one or more vice chair(s) of the Board.

1.2 Interpretation

In this By-law and in all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular shall include the plural and vice versa; references to persons shall include individuals and entities and words importing one gender shall include all genders; and headings are used for convenience of reference and do not affect the interpretation of the By-law.

Membership in the Corporation

2.1 Members

The Members shall consist of the Elected Directors from time to time, who shall be Members by virtue of their office for so long as they serve as Directors. Membership is not transferrable and ceases upon the Member ceasing to be a Director. No fees shall be payable by the Members.

Article 3 Meetings of Members

3.1 Location

Members’ meetings shall be held at the registered office of the Corporation or at any place in Ontario as the Board may determine.

3.2 Annual Meetings

The Corporation shall hold the annual meeting of Members within any period prescribed by the *Public Hospitals Act*.

3.3 Calling Meetings

The Board or Chair shall have the power to call, at any time, an annual or general Members' meeting. When calling an annual or general Members' meeting, the Board or Chair may provide for attendance by Members by telephonic or electronic means (as may be defined in the Act). The notice of a Members' meeting at which special business is to be transacted must state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any resolution to be submitted to the meeting.

3.4 Quorum

A majority of the Members in attendance at a meeting shall constitute a quorum at any Members' meeting.

3.5 Notice

Notice of Members' meetings shall be given by one of the following methods:

- (a) by sending it to each Member by one of the methods set out in section 15.1 addressed to the Member at their latest address as shown in the Corporation's records at least ten (10) days prior to the meeting; or
- (b) in any other manner permitted by the *Public Hospitals Act*.

3.6 Votes

- (a) Each Member in attendance at a meeting (either in person or otherwise) shall have the right to exercise one vote.
- (b) At all Members' meetings, every question shall be determined by a majority of votes (by show of hands or by a voice vote) unless otherwise specifically provided by statute or by this By-law.
- (c) Votes at all Members' meetings may only be cast by those Members entitled to vote and in attendance at the meeting and no voting by proxy shall be permitted.
- (d) In the case of a tie vote, the chair of the meeting shall not have a second vote to break the tie.
- (e) At any Members' meeting, 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.

- (f) A Member may demand a poll either before or after any vote by show of hands. If a Member demands a poll on the election of a chair of the meeting or on the question of adjournment, the poll shall be taken immediately. If a Member demands a poll on any other question, the vote shall be taken by poll in the manner and at the time that the chair of the meeting directs. The result of a poll shall be the resolution of the meeting. A Member may withdraw a demand for a poll.

3.7 Chair of the Meeting

The chair of a Members' meeting shall be:

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

3.8 Adjourned Meetings of Members

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

3.9 Notice of Adjourned Meetings

At least 24 hours' notice of a rescheduled Members' meeting following an adjournment shall be given in the manner as the Chair may determine; provided that in calculating the notice period Saturdays, Sundays, and statutory holidays shall be excluded.

3.10 Written Resolution in Lieu of Meeting

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

Article 4 Directors

4.1 Composition of Board

The Board shall consist of:

- (a) twelve (12) Directors who satisfy the criteria set out in section 4.3 and who are elected by the Members in accordance with section 4.7 or appointed in accordance with section 4.9 (the "**Elected Directors**"); and

- (b) the following five (5) *ex-officio* non-voting Directors:
 - (i) President and Chief Executive Officer
 - (ii) Chief of Staff;
 - (iii) President of the Credentialed Staff;
 - (iv) Vice-President of the Credentialed Staff; and
 - (v) Chief Nursing Executive.

4.2 Duties and Responsibilities

The Board shall govern and oversee the management of the affairs of the Corporation and may exercise all other powers and do all other acts and things as the Corporation is, by its Letters Patent or otherwise, authorized to exercise and do.

4.3 Qualifications of Directors

No individual shall be qualified to serve as a Director if the individual:

- (a) is less than eighteen (18) years of age;
- (b) has the status of a bankrupt;
- (c) is an Excluded Person, except as otherwise provided in this By-law;
- (d) has been found to be incapable of managing property pursuant to the *Substitute Decisions Act, 1992* or under the *Mental Health Act*; or
- (e) has been found to be incapable by any court in Canada or elsewhere.

4.4 Vacation of Office

- (a) The office of a Director shall be automatically vacated if the Director:
 - (i) dies;
 - (ii) resigns office by delivering a written resignation to the Secretary and the resignation shall be effective at the time it is received by the Secretary or at the time specified in the resignation, whichever is later; or
 - (iii) becomes a person referred to in section 4.3(b) through 4.3(e).
- (b) 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 Removal

- (a) The Members may by a resolution passed by a majority of the votes cast at a meeting of Members, of which notice specifying the intention to pass such resolution has been given: (i) remove from office any Elected Director; and (ii) elect any qualified individual as a Director to fill that vacancy for the remainder of the vacated term.
- (b) The Board may, by a resolution passed by a majority of the votes cast, remove any Elected Director before the expiry of the Director's term of office, and may appoint any qualified individual as a Director to fill the vacancy for the remainder of the vacated term if:
 - (i) a Director, without being granted a leave of absence by the Board, is absent for three consecutive Board meetings, or if a Director is absent for one quarter of the Board meetings in any twelve (12) month period; or
 - (ii) a Director fails to comply with the *Public Hospitals Act*, the Act, the Letters Patent, by-laws, Rules, and Board policies and procedures, including without limitation, confidentiality and conflict of interest requirements.

4.6 Election and Term

- (a) The Elected Directors shall be elected for a term of up to three (3) years provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to sections 4.4 or 4.5 or until the end of the meeting at which their successor is elected or appointed.
- (b) At least four (4) Directors shall retire from office each year subject to re-election as permitted by section 4.8.

4.7 Nomination Procedure for Election of Directors

Nominations made for the election of Directors at a Members' meeting may be made only by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time. For greater certainty, no nominations shall be accepted by the Members that are not submitted and approved by the Board in accordance with the Board approved process. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

4.8 Maximum Terms

Each Elected Director shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than nine (9) consecutive years. Such Director may also be eligible for re-election for another term or terms (to a maximum of nine (9) consecutive years) if one (1) or more years have elapsed since the termination of their last term. In determining a Director's length of service as a Director, service prior to the coming into force of this By-law shall be included. Despite the foregoing a Director may, by resolution of the Board, have their maximum term as a Director extended for the sole

purpose of that Director succeeding to the office of Chair or serving as Chair. Despite the foregoing, where a Director was appointed to fill an unexpired term of a Director such partial term shall be excluded from the calculation of the maximum years of service.

4.9 Filling Vacancies

So long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled by a qualified person appointed for the remainder of the term by the Directors then in office. 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 Members' meeting, the Board shall forthwith call a Members' meeting to fill the vacancy. A Director so appointed or elected shall hold office for the unexpired portion of the vacated term.

4.10 Directors Remuneration

The Elected Directors shall serve as such without remuneration and shall not directly or indirectly receive any profit from their position as such provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of their duties.

Article 5 Board Meetings

5.1 Board Meetings

The Board shall meet at such times and in such places as may be determined by the Board, the Chair, a Vice Chair or the President and Chief Executive Officer. Special Board meetings may be called by the Chair, Vice Chair or by the President and Chief Executive Officer and shall be called by the Secretary upon receipt of the written request of three (3) Directors.

5.2 Regular Meetings

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

5.3 Electronic Meetings

If all the Directors present at or participating in the meeting consent a Board meeting or a Board committee meeting may be held by such telephone, electronic, or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director or an individual appointed to a Board committee participating in the meeting by those means is deemed to be present at the meeting.

5.4 Notices

Notice of Board meetings, other than regular meetings, shall be given to all Directors by sending it to each Director by one of the methods set out in section 15.1, if faxed or emailed at least forty-

eight (48) hours before the meeting and if mailed at least three (3) days before the meeting. Such notice of meeting shall specify the purpose of the meeting. The Chair, a Vice-Chair, or the President and Chief Executive Officer may call a meeting on less notice, by such means as are deemed appropriate; provided that notice is given to all Directors and the majority of the Directors consent to the holding of the meeting. In calculating the notice period, Saturdays, Sundays, and statutory holidays shall be excluded.

5.5 Quorum

A majority of the voting Directors shall constitute a quorum.

5.6 First Meeting of New Board

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

5.7 Persons Entitled to be Present

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

5.8 Voting

Each voting Director present at a Board meeting shall be entitled to one (1) vote on each matter. A Director shall not be entitled to vote by proxy. Every question arising at a Board meeting or any Board committee, 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 to break the tie.

5.10 Secret ballot

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. The result of a secret ballot shall be deemed to be the resolution of the meeting at which the poll was demanded. A Director may withdraw a demand for a secret ballot.

5.11 Written Resolutions in Lieu of Meeting

A resolution, signed by all of the Directors entitled to vote on that resolution at a meeting of the Board or a Board committee, is as valid as if it had been passed at a meeting of the Board or of a Board committee. Ex-officio Directors shall also sign any such resolution to attest their acknowledgment thereof.

5.12 Adjournment of the Meeting

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

5.13 Notice of Adjourned Meeting

At least 24 hours' notice of a rescheduled meeting following an adjournment shall be given to each Director in the manner as the Chair may determine; provided that in calculating the notice period Saturdays, Sundays, and statutory holidays shall be excluded.

Article 6 Conflict of Interest

6.1 Conflict of Interest

- (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.
- (b) The disclosure required by subsection 6.1(a), 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) A Director referred to in subsection 6.1(a) 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 subsection 6.1(b) or (e); and
 - (ii) the Director has not voted on the contract.
- (d) A Director referred to in subsection 6.1(a) 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 exit the meeting when the applicable issue is under consideration.

- (e) For the purposes of this section 6.1, a general notice to the Board 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.
- (f) The provisions of this Article are in addition to any conflict of interest policy adopted by the Board from time to time.

Article 7

Protection of Officers and Directors

7.1 Directors Liability

No Director or Officer shall 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 the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune that may happen in the execution of the duties of Director's or Officer's respective office unless the occurrence is as a result of such Director's or Officer's own wilful neglect or default.

7.2 Indemnities to Directors and Others

- (a) Every Director or Officer 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:
 - (i) all costs, charges, and expenses whatsoever, which the Director or Officer sustains or incurs in or about any action, suit, or proceeding, which is brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter, or thing whatsoever, made, done, or permitted by them, in or about the execution of the duties of their office; and
 - (ii) all other costs, charges, and expenses, which they sustain or incur in or about or in relation to the affairs of the Corporation,
 - (iii) except the costs, charges, or expenses as are occasioned by their own wilful neglect or default.
- (b) The indemnity provided for in the preceding paragraph:
 - (i) shall not apply to any liability that a Director or Officer may sustain or incur as the result of any act or omission as a Credentialed Staff member; and

- (ii) shall apply only if the Director or Officer acted honestly and in good faith with a view to the best interests of the Corporation, and in the case of a criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

Article 8 Board Committees

8.1 Committees

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

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

Subject to applicable law, the Board may dissolve any committee by resolution at any time.

8.2 Functions, Duties, Responsibilities and Powers of Committees

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

8.3 Committee Members, Chair

- (a) In accordance with any applicable Rules, the Board shall appoint the chair, the vice-chair (if any), and other individuals to each Board committee.
- (b) The Chair and the President and Chief Executive Officer shall be ex-officio members of all Board committees.
- (c) The Board committees may include individuals who are not Directors (other than an Executive Committee, if any), provided that:
 - (i) the chair of every Board committee shall be a Director; and
- (d) The individuals appointed to and the chair and vice chair of a committee will hold their office at the will of the Board.
- (e) Notwithstanding the foregoing, the Chair, Vice-Chair, if any, and members of the Medical Advisory Committee shall be appointed in accordance with the Credentialed Staff By-law.

8.4 Procedures at Committee Meetings

Procedures at and quorum for Board committee meetings shall be determined by the chair of each committee, unless established by Board resolution or by Rules or terms of reference.

8.5 Executive Committee

The Board may, but shall not be required to, establish an Executive Committee and may delegate to the Executive Committee any powers of the Board, subject to such restrictions, as may be imposed by the Board by resolution. The Executive Committee, if any, shall consist of not fewer than three (3) Elected Directors. The Executive Committee shall fix its quorum at not less than a majority of the individuals appointed to that committee. Any individual appointed to the Executive Committee may be removed by a majority vote of the Board.

Article 9 Officers

9.1 Officers

The Officers shall include the Chair, one or more Vice Chair(s), the President and Chief Executive Officer, a Treasurer, and a Secretary, and may include such other Officers as the Board may determine. The Board shall appoint the Officers at its first meeting following the annual meeting of Members at which the Elected Directors are elected or at such other times when a vacancy occurs. The President and Chief Executive Officer shall be the Secretary unless the Board otherwise determines. A person may hold more than one office. Ex-officio Directors shall be ineligible for appointment as Chair or Vice-Chair(s).

9.2 Terms of Office

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

Article 10 Duties of Officers

10.1 Chair of the Board

The Chair shall, when present, preside at all Board and Members' meetings and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify.

10.2 Vice Chairs

A Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as the Board may specify. The Chair, or

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

10.3 President and Chief Executive Officer

The President and Chief Executive Officer shall be the President of the Corporation and the administrator of the Hospital for the purposes of the *Public Hospitals Act*. Subject to the authority of the Board, the President and Chief Executive Officer shall be responsible for the administration, organization and management of the affairs of the Corporation.

10.4 Treasurer

The Treasurer shall be responsible for the maintenance or for overseeing the maintenance of proper accounting records of the Corporation in compliance with the Act. Whenever required, the Treasurer shall render to the Board an account of the financial position of the Corporation and shall perform such other duties as may be prescribed by this By-law or the Board.

10.5 Secretary

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

10.6 Other Officers

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

Article 11 Organization and Financial

11.1 Seal

Until changed in accordance with the Act, the seal, if any, of the Corporation may be in the form determined by the Board from time to time.

11.2 Execution of Documents

Any of the Chair, a Vice-Chair or the Treasurer, together with either the President and Chief Executive Officer or the President and Chief Executive Officer's delegate may sign any deeds, transfers, assignments, contracts, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular document or class of documents 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 document, resolution, by-law or other document of the Corporation to be a true copy.

11.3 Banking Arrangements

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

11.4 Financial Year

Unless otherwise determined by the Board and subject to the *Public Hospitals Act*, the financial year end of the Corporation shall be the 31st day of March in each year.

11.5 Appointment of Auditor

The Members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation and to report to the Members at the next annual meeting. The auditor shall not be a Director, an Officer, or an employee of the Corporation, or a partner or employee of any such person and shall be duly licensed under the *Public Accounting Act, 2004* (Ontario). The auditor shall hold office until the next annual meeting; provided that the Board may fill any casual vacancy in the office of auditor. The Board shall fix the remuneration of the auditor.

11.6 Borrowing Power

Subject to the Letters Patent, 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, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation.

11.7 Investments

Subject to the Corporation's Letters Patent, the Board is authorized to make or receive any investments that the Board in its discretion considers advisable.

Article 12
Books and Records

12.1 Books and Records

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

Article 13
Confidentiality

13.1 Confidentiality

Every Director, Officer, individual appointed to a Board committee, Credentialed Staff member, employee and agent of the Corporation shall respect the confidentiality of matters:

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

The provisions of this Section 13.1 are in addition to any confidentiality policy adopted by the Board from time to time.

13.2 Board Spokesperson

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

Article 14
Rules and Procedures

14.1 Rules of Order

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

14.2 Rules

The Board may, from time to time, make such Rules as it may deem necessary or desirable in connection with the management of the affairs of the Board and the conduct of the Directors and

Officers, provided however that any such Rules shall be consistent with the provisions of this By-law and any applicable laws.

Article 15 Notices

15.1 Notice

- (a) Whenever under the provisions of this By-law notice is required to be given, unless otherwise provided, the notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission, or by e-mail, addressed to the Director, Officer, individual appointed to a Board committee, Member, or auditor at the postal address, facsimile number, or e-mail address, as the case may be, as the same appears on the books of the Corporation.
- (b) If any notice is sent by prepaid mail, it shall, subject to the following paragraph, conclusively be deemed to have been received on the third business day following its mailing. If delivered, a notice shall conclusively be deemed to have been received at the time of delivery, or if sent by facsimile transmission or e-mail, it shall conclusively be deemed to be received on the next business day after transmission.
- (c) Notwithstanding the foregoing provisions with respect to mailing, if it may reasonably be 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 third business day following its mailing, then the mailing of the notice shall not be an effective means of sending it but rather any notice must then be sent by an alternative method that may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

15.2 Computation of Time

In computing the date when notice must be given under any provision of this by-law 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.

15.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, individual appointed to a Board committee, or the auditor of the Corporation, or the non-receipt of any notice by any Member, Director, Officer, individual appointed to a Board committee, or the auditor of the Corporation, or any error in any notice not affecting the substance of it, shall not invalidate any action taken at any meeting held pursuant to the notice or otherwise founded on it.

15.4 Waiver of Notice

Any Member, Director, Officer, individual appointed to a Board committee, or the auditor of the Corporation may waive any notice required to be given to them under any provision of the Act, the *Public Hospitals Act*, the Letters Patent, or this By-law, either before or after the meeting to which it refers, and the 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 the notice. Attendance and participation at a meeting constitutes waiver of notice.

Article 16

Matters Required by the *Public Hospitals Act* and the *Excellent Care for All Act*

16.1 Credentialed Staff

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

16.2 Required Committees and Programs

The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to the *Public Hospitals Act* and the *Excellent Care for All Act*.

16.3 Fiscal Advisory Committee

The President and Chief Executive Officer shall appoint the individuals who will serve on the fiscal advisory committee required to be established pursuant to the regulations under the *Public Hospitals Act*.

16.4 Chief Nursing Executive

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

16.5 Nurses and other Staff and Professionals on Committees

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

16.6 Retention of Written Statements

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

16.7 Occupational Health and Safety Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be an Occupational Health and Safety Program for the Corporation.
- (b) The program referred to in subsection 16.7(a) shall include procedures with respect to:
 - (i) a safe and healthy work environment in the Corporation;
 - (ii) the safe use of substances, equipment and medical devices in the Corporation;
 - (iii) safe and healthy work practices in the Corporation;
 - (iv) the prevention of accidents to persons on the premises of the Corporation; and
 - (v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.
- (c) The person designated by the President and Chief Executive Officer to be in charge of occupational health and safety in the Corporation shall be responsible to the President and Chief Executive Officer or their delegate for the implementation of the Occupational Health and Safety Program.
- (d) The President and Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

16.8 Health Surveillance Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a Health Surveillance Program for the Corporation.
- (b) The program referred to in section 16.8(a) shall:
 - (i) be in respect of all persons carrying on activities in the Corporation, and
 - (ii) include a communicable disease surveillance program.
- (c) The person designated by the President and Chief Executive Officer to be in charge of health surveillance in the Corporation shall be responsible to the President and Chief Executive Officer or their delegate for the implementation of the Health Surveillance Program.
- (d) The President and Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

16.9 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 17 Amendment of By-laws

17.1 Amendment

Subject to applicable legislation, this By-law may be repealed or amended by by-law enacted by a Board resolution and sanctioned by a majority of the votes cast by the Members at a meeting duly called for the purpose of considering the by-law.

17.2 Effect of Amendment

Subject to the Act and to section 17.3 below, a by-law or an amendment to a by-law passed by the Board has full force and effect:

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

17.3 Member Approval

A by-law or an amendment to a by-law passed by the Board shall be presented for confirmation at the next annual meeting or to a general Members' meeting called for that purpose. The notice of the annual meeting or general meeting shall refer to the by-law or amendment to be presented.

The Members may confirm the by-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect and if amended, it takes effect as amended.

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

17.4 Repeal and Replacement of By-laws

All previous corporate by-laws of the Corporation are revoked and replaced with this By-law.