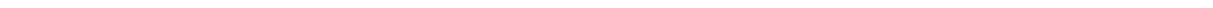




BY-LAWS of KEMPTVILLE DISTRICT HOSPITAL

Revised June 2022



**BY-LAWS OF
KEMPTVILLE DISTRICT HOSPITAL**

Table of Contents

ARTICLE 1	DEFINITIONS AND INTERPRETATION	1
1.1	Definitions.....	1
1.2	Interpretation.....	3
ARTICLE 2	MEMBERS	4
2.1	Admission	4
2.2	Rights of Members.....	4
2.3	Termination of Membership	4
ARTICLE 3	ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF THE CORPORATION	4
3.1	Annual Meetings.....	4
3.2	Special Meetings	5
3.3	Special Business.....	5
3.4	Notice.....	5
3.5	Persons Entitled to be Present.....	5
3.6	Participation by Telephonic or Other means	5
3.7	Quorum	6
3.8	Chair of the Meeting.....	6
3.9	Voting	6
3.10	Adjourned Meeting	6
ARTICLE 4	BOARD OF DIRECTORS	6
4.1	Composition of the Board.....	6
4.2	Duties and Responsibilities.....	7
4.3	Qualifications of Directors.....	7
4.4	Nomination Procedure for Election of Directors	7
4.5	Election and Term.....	7
4.6	Vacation and Termination of Office	8
4.7	Filling Vacancies	8
4.8	Directors Remuneration	8
ARTICLE 5	OFFICERS	9
5.1	Officers	9
5.2	Terms of Office.....	10
ARTICLE 6	Protection and Indemnity	10
6.1	Director's Liability.....	10
6.2	Indemnification of Officers, Directors and Others	10
6.3	Insurance	11
ARTICLE 7	MEETINGS OF THE BOARD	11

7.1	Meetings of Directors	11
7.2	Regular Meetings	11
7.3	Meeting of Board after Annual General Meeting	12
7.4	Telephone Meetings	12
7.5	Notices	12
7.6	Persons Entitled to be Present	12
7.7	Quorum	12
7.8	Chair	12
7.9	Voting	13
ARTICLE 8 COMMITTEES OF THE BOARD		13
8.1	Establishment of Committees	13
8.2	Functions, Duties, Responsibilities and Powers of Committees	13
8.3	Chair and Committee Members	13
8.4	Procedures and Quorum at Committee Meetings	13
8.5	Executive Committee	14
ARTICLE 9 ORGANIZATIONAL AND FINANCIAL		14
9.1	Seal	14
9.2	Execution of Documents	14
9.3	Other Signing Officers	14
9.4	Banking Arrangements	15
9.5	Financial Year	15
9.6	Appointment of Auditor	15
9.7	Borrowing Power	15
9.8	Investments	15
9.9	Books and Records	15
ARTICLE 10 MATTERS REQUIRED BY THE PUBLIC HOSPITALS ACT		16
10.1	Committees and Programs Required by the <i>Public Hospitals Act</i>	16
10.2	Fiscal Advisory Committee	16
10.3	Chief Nursing Executive	16
10.4	Nurses and other Staff and Professionals on Committees	16
10.5	Retention of Written Statements	16
10.6	Occupational Health and Safety Program	16
10.7	Health Surveillance Program	17
10.8	Organ Donation	17
ARTICLE 11 NOTICES		17
11.1	Notice	17
11.2	Computation of Time	18
11.3	Omissions and Errors	18
11.4	Waiver of Notice	18
ARTICLE 12 AMENDMENT OF BY-LAWS		19
12.1	Amendment	19

12.2 Effect of Amendment.....19
12.3 Member Approval.....19
12.4 Amendments to Professional Staff By-law.....19

General Operating By-Law No. 1

KEMPTVILLE DISTRICT HOSPITAL (hereinafter referred to as the “Corporation”)

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this by-law, the following words and phrases shall have the following meanings, respectively:

- (a) “Act” means the *Corporations Act*, R.S.O. 1990, C.c.38, and, where the context requires, includes the regulations made under it;
- (b) “Board” means the Board of Directors of the Corporation from time-to-time;
- (c) “By-law(s)” means any by-law of the Corporation from time-to-time in effect;
- (d) “Chief Executive Officer” means, in addition to “administrator” as defined in section 1 of the *Public Hospitals Act* (Ontario), the Chief Executive Officer of the Corporation;
- (e) “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;
- (f) “Chief of Staff” means the chief of the Professional Staff and the Chair of Medical Advisory Committee appointed by Board;
- (g) “Chief of a Clinical Service” means a member of the Professional Staff appointed by the Board to be responsible for the professional standards and quality of medical care rendered by the members of his or her clinical service at the Corporation;
- (h) “College” means, as the case may be, the College of Physicians and Surgeons of Ontario, the Royal College of Dental Surgeons of Ontario, the College of Midwives of Ontario, and/or the College of Nurses of Ontario;
- (i) “Committee” means a committee of the Board or as otherwise specified in this By-law;
- (j) “Corporation” means the Kemptville District Hospital;
- (k) “Dentist” means a dental practitioner in good standing with the College of Dental Surgeons of Ontario;

- (l) “Director” means a member of the Board of Directors;
- (m) “Elected Director” means a Director referred to in paragraph 4.1(a) and elected in accordance with sections 4.4 and 4.5;
- (n) “*ex-officio*” means membership by virtue of the office and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (o) “Extended Class Nurses” means those registered nurses in the extended class to whom the Board has granted Privileges with respect to the ordering of diagnostic procedures for out-patients in the Corporation;
- (p) “Fellowship” means a fellowship in a professional medical college recognized by the Board of Directors after consultation with the Medical Advisory Committee;
- (q) “Head Office” means the offices located at 2675 Concession Rd., Kemptville, ON K0G1J0;
- (r) “Hospital” means the public Hospital operated by the Corporation;
- (s) “Medical Staff” means those Physicians who are appointed by the Board and who are granted Privileges to practice medicine in the Corporation;
- (t) “Medical Advisory Committee” means the Medical Advisory Committee established by the board as required by the *Public Hospitals Act*;
- (u) “Medical Staff Policies” means provisions concerning the practice and professional conduct of the Medical Staff;
- (v) “Member” means member of the Corporation;
- (w) “Midwife” means a member in good standing of the College of Midwives of Ontario;
- (x) “Patient” means, unless otherwise specified, any in-patient, out-patient or other client of the Corporation;
- (y) “Physician” means a medical practitioner in good standing of the College of Physicians & Surgeons of Ontario;
- (z) “Privileges” mean those rights or entitlements conferred upon a Physician, Dentist, Midwife or Extended Class Nurse at the time of appointment or re-appointment including those department/functions within the Corporation in which the Professional Staff member may practice, but specifically does not mean those procedures which the Professional Staff may, from time-to-time, be permitted to carry out within the department/function by the Chief of a Clinical Service/function or the Medical Advisory Committee;

- (aa) “Professional Staff” means those Physicians, Dentists, Midwives and Extended Class Nurses who are appointed by the Board and who are granted specific Privileges to practice medicine, dentistry, midwifery or extended class nursing respectively;
- (bb) “*Public Hospitals Act*” means R.S.O. 1990, c.P.40, and, where the context requires, includes the regulations made under it, and any statute that may be substituted thereafter, as from time to time amended;
- (cc) “Registered Nurse in the Extended Class” means a member of the College of Nurses of Ontario who is a registered nurse and holds an extended certificate of registration under the *Nursing Act, 1991*;
- (dd) “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; and
- (ee) “Staff Nurse” means a practitioner in good standing with the College of Nurses of Ontario.

1.2 Interpretation

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

- (a) All terms which are contained in the By-laws of the Corporation and which are defined in the Act or the *Public Hospitals Act* or the regulations made thereunder, shall have the meanings given to terms in the Act or *Public Hospitals Act* or the regulations there under.
- (b) The use of the singular number shall include the plural and vice versa, the use of gender shall include the masculine, feminine and neuter genders, and the word “person” shall include an individual, a trust, a partnership, a body corporate or public, an association or other incorporated or unincorporated organization or entity.
- (c) The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- (d) Any references herein to any law, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time-to-time or as a reference to any successor thereto.

ARTICLE 2 MEMBERS

2.1 Admission

Membership in the Corporation shall be limited to the Directors, who shall automatically become Members upon their election as Directors.

2.2 Rights of Members

A Member of the Corporation shall have the right to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.

2.3 Termination of Membership

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist:

- (a) Upon death, dissolution, resignation or termination of the Member.
- (b) When the Member's period of membership expires (if any).
- (c) When the Member ceases to be a Member by resignation or otherwise in accordance with the By-laws.
- (d) If at a special meeting of the Board, a resolution is passed to remove the Member by at least two-thirds (2/3) of the votes cast at the special meeting.

Upon any termination of membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.

ARTICLE 3 ANNUAL AND SPECIAL MEETINGS OF THE MEMBERS OF THE CORPORATION

3.1 Annual Meetings

In accordance with the *Public Hospitals Act*, the annual meeting of Members shall be held at the head office of the Corporation or at any place in Ontario as the Board determines between April 1st and July 31st in each year on a date fixed by the Board.

3.2 Special Meetings

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than ten percent (10%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

3.3 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, the audit; the election of Directors; and the re-appointment of the incumbent auditor is special business.

3.4 Notice

Notice of any annual or special meeting of Members shall be provided to Members by any of the following means:

- (a) by mail sent to each Member to the address shown on the books of the Corporation not less than ten (10) days before the meeting of Members is to take place; or
- (b) by publication in a newspaper in the municipality in which a majority of the Members resides two (2) consecutive weeks before the meeting of Members is to take place.

Such notice shall include the date, time, place and purpose of the meeting of Members and, when special business will be transacted, shall contain sufficient information to permit the Members to make a reasonable judgment on the decision to be taken.

3.5 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation and others who are entitled or required under any provision of the Act, the *Public Hospitals Act* or policy of the Board to be present at the meeting.

3.6 Participation by Telephonic or Other means

Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person participating in a meeting by such means is deemed to be present at the meeting.

3.7 Quorum

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

3.8 Chair of the Meeting

The Chair of the Corporation shall be the chair of Members' meetings. If the Chair is absent or unable to act, then the Vice-Chair shall chair the meeting. If the Chair and the Vice-Chair are absent or unable to act then the Members present shall appoint another Director as chair.

3.9 Voting

- (a) At all annual or special meetings, questions shall be determined by a majority of affirmative votes cast by Members present at the meeting, unless otherwise required by statute or the by-laws. In the case of an equality of votes cast at any meeting, the Chair has a casting vote.
- (b) Pursuant to the *Public Hospitals Act*, no Member may vote by proxy.
- (c) At any meeting, unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority, shall be conclusive of the fact.
- (d) A poll may be demanded either before or after any vote by a show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of the Chair or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting 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 as the Chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

3.10 Adjourned Meeting

If, within one-half hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the Board. Not less than five (5) days' notice of an adjourned meeting of Members shall be given in such manner as the Board may determine

ARTICLE 4 BOARD OF DIRECTORS

4.1 Composition of the Board

The Board shall consist of:

- (a) fourteen (14) Directors who satisfy the criteria set out in section 4.3 and who are elected by the Members;
- (b) the President of the Kemptville District Hospital Auxiliary, the President of the Kemptville District Hospital Foundation, the Co-Chair of the KDH Patient and Family Advisory Committee, and one member of the North Grenville municipal Council, as ex officio Directors; and
- (c) the Chief Executive Officer, the Chief of Staff , the President of the Medical Staff, and the Chief Nursing Executive, as ex-officio non-voting **Directors**.

4.2 Duties and Responsibilities

The Board shall govern and oversee the management of 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 or appointment as a Director referred to in subsection 4.1(a) or (b) if he or she:

- (a) is less than eighteen (18) years of age;
- (b) has the status of a bankrupt;
- (c) is a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or is a person who has been found to be incapable by any court in Canada or elsewhere; or
- (d) is a current employee or member of the Professional Staff or a person who lives in the same household as a current member of the Professional Staff or an employee, unless the Board otherwise determines.

4.4 Nomination Procedure for Election of Directors

Nominations made for the election of Directors at a meeting of Members 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 of the Corporation which 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.

4.5 Election and Term

As much as possible, Directors shall be elected and shall retire in rotation and, as required by the *Public Hospitals Act*, at least four (4) Directors shall retire from office each year. The Directors referred to in subsection 4.1(a) shall be elected for a term of

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 his or her successor is elected or appointed.

No person shall be elected or nominated for election as a Director for more than nine (9) years continuous service, provided that no service by a Director for a part of a term that was filled due to a vacancy occurring on the Board of Directors shall be included in the calculation of his/her continuous service, and provided further that following an absence from continuous service for at least one (1) year, an individual shall be deemed to have no continuous years of service for the purpose of this paragraph. In exceptional circumstances a Director may serve a tenth year at the discretion of the Board.

4.6 Vacation and Termination of Office

The office of a Director shall automatically be vacated:

- (a) if the Director, by notice in writing to the Corporation, resigns such office, which resignation shall be effective at the time it is received by the Chair of the Corporation or at the time specified in the notice, whichever is later;
- (b) if the Director is no longer qualified pursuant to section 4.3;
- (c) if, a majority resolution of the Board is passed removing the Director for failure to comply with the *Public Hospitals Act*, the Act, Corporation's Letters Patent, By-laws, Rules, policies and procedures;
- (d) if, majority resolution is passed by the Members removing the Elected Director before the expiration of the Director's term of office; and
- (e) if the Director dies.

4.7 Filling Vacancies

So long as there is a quorum of Directors in office, any vacancy occurring among the Elected Directors 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 meeting of Members, the Board shall forthwith call a meeting of Members to fill the vacancy. A Director so appointed or elected shall hold office for the unexpired portion of the term vacated.

4.8 Directors Remuneration

The Directors, other than those referred to in paragraph 4.1(c), shall serve as such without remuneration and no Director shall directly or indirectly receive any profit

from his or her position as such provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of his or her duties.

ARTICLE 5 OFFICERS

5.1 Officers

The Officers of the Corporation shall include:

- (a) **Chair:** The Chair shall be elected by the Board from among the elected Directors. The Chair shall, when present, preside at all meetings of the Members and the Board and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify. The Chair shall be an *ex-officio* member of all committees of the Board;
- (b) **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 assigned to the Vice-Chair by the Board. The Vice-Chair may be an *ex-officio* member of all committees of the Board;
- (c) **Treasurer:** The Treasurer shall be responsible for presenting the annual operating and capital budgets of the hospital, quarterly financial statements indicating the financial position of the Corporation at the close of the preceding quarter, and assurances in respect of the previous quarter that all wages owing to employees and source deductions relating to the employees that the Corporation is required to deduct and remit to the proper authorities pursuant to all applicable legislation, including without limitation, the *Income Tax Act (Canada)*, the *Canada Pension Plan (Canada)*, the *Unemployment Insurance Act (Canada)*, and *Employer Health Tax Act (Ontario)*, have been made and remitted to the proper authorities, and that all taxes collected pursuant to the goods and services tax and provincial sales tax have been collected and remitted to the proper authorities. In addition, the Treasurer shall be a member of the Fiscal Advisory Committee and perform such other duties as may be established by resolution of the Board;
- (d) **Chief Executive Officer:** The Chief Executive Officer shall be a Director, the President of the Corporation and the administrator of the Hospital for the purposes of the *Public Hospitals Act*. Subject to the authority of the Board, the Chief Executive Officer shall be responsible for the administration, organization and management of the affairs of the Corporation;
- (e) **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, Executive Committee and other committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give

or cause to be given notice of all meetings of the Members and of the Board of Directors and shall perform such other duties as may be prescribed by the by-laws or the Board; and

- (f) **Past-Chair:** The role of the Past Chair is to provide continuity to the Board. The Past Chair will provide advice as required or as requested by the Chair of the Board.

The Chief Executive Officer shall be the Secretary of the Corporation and Secretary of the Board.

The officers shall be elected or appointed by resolution of the Board at the first meeting of the Board following the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur.

5.2 Terms of Office

Unless otherwise provided in this By-law, the officers of the Corporation, except the Chief Executive Officer, shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead and shall be eligible for reappointment. No Director may serve as Chair or Vice-Chair of the Board, for more than three (3) consecutive terms in one office, provided however that following a break in the continuous service of at least one year the same person may be re-elected to any office. Officers shall be subject to removal by resolution of the Board at any time.

ARTICLE 6 Protection and Indemnity

6.1 Director's 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 tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's or officer's respective office unless such occurrence is as a result of such Director's or officer's own wilful neglect or default.

6.2 Indemnification of Officers, Directors and Others

Every Director or officer of the Corporation and his or her 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 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; 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 willful 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.

6.3 Insurance

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

ARTICLE 7 MEETINGS OF THE BOARD

7.1 Meetings of Directors

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

7.2 Regular Meetings

The Board may appoint one (1) or more days for regular meetings of the Board at a

place and time named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be given to each Director forthwith after being passed and no other notice shall be required for any such regular meeting.

7.3 Meeting of Board after Annual General Meeting

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

7.4 Telephone Meetings

If all the Directors present at or participating in the meeting consent, a meeting of Directors or a meeting of a committee of the Board 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 the Director or committee member participating in the meeting by those means is deemed to be present at the meeting.

7.5 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 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 such meeting. In calculating the said forty-eight (48) hour notice period Saturdays, Sundays and statutory holidays shall be excluded.

7.6 Persons Entitled to be Present

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

7.7 Quorum

A quorum for any meeting of the Board shall be a majority of the Directors described in paragraphs 4.1(a) and (b) of this By-law provided at least two-fifths of the Directors described in section 4.1 are present.

7.8 Chair

The chair of a meeting of the Board shall be the Chair of the Board or the Vice-Chair of the Board if the Chair of the Board is absent or is unable to act. If the Chair and Vice-Chair of the Board are both absent and unable to act, the chair shall be elected by the Directors present.

7.9 Voting

Each Director present at a meeting of the Board, except those Directors appointed pursuant to paragraph 4.1(c) above, 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. In the case of an equality of votes, the chair of the meeting shall not have a second vote.

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.

ARTICLE 8 COMMITTEES OF THE BOARD

8.1 Establishment of Committees

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

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

8.2 Functions, Duties, Responsibilities and Powers of Committees

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

8.3 Chair and Committee Members

Unless otherwise provided by by-law or by Board resolution, the Board shall appoint the members of the committee, the chair of the committee and, if desirable, the vice-chair thereof. The members of any committee (other than an Executive Committee, if any) need not be Directors of the Corporation. The members and the chair and vice-chair of a committee will hold their office at the will of the Board. Each chair of a Standing Committee shall be a member of the Board. Unless otherwise provided, the Chair and Chief Executive Officer shall be *ex-officio* members of all committees.

8.4 Procedures and Quorum at Committee Meetings

Procedures at committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution, policy or terms of reference. Unless

otherwise determined by the Board, a quorum for a Committee shall consist of a majority of the voting members of a committee.

8.5 Executive Committee

The Executive Committee shall report to the Board of Directors. The Executive Committee shall consist of:

- (a) the Board Chair;
- (b) the Board Vice-Chair;
- (c) the Board Treasurer;
- (d) the Chair of Board Quality and Safety Committee; and
- (e) the Chief Executive Officer and the Chief of Staff shall be *ex-officio* non-voting members of the Executive Committee.

Decisions of the Executive Committee shall be binding on the Board and reported at the next Board of Directors meeting. The Board Chair would only vote in the event of a tie/deadlock.

ARTICLE 9 ORGANIZATIONAL AND FINANCIAL

9.1 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.

9.2 Execution of Documents

Subject to section 9.3, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed by any one of the Chair or the Vice-Chair together with any one of the Chief Executive Officer or a Director and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

9.3 Other Signing Officers

In addition to the provisions of section 9.2, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.

9.4 Banking Arrangements

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

9.5 Financial Year

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

9.6 Appointment of Auditor

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

9.7 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, 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.

9.8 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.

9.9 Books and Records

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

ARTICLE 10 MATTERS REQUIRED BY THE PUBLIC HOSPITALS ACT

10.1 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, a fiscal advisory committee and a quality committee.

10.2 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*.

10.3 Chief Nursing Executive

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

10.4 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.

10.5 Retention of Written Statements

The 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.

10.6 Occupational Health and Safety Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be an Occupational Health and Safety Program for the Corporation. The program referred 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.
- (b) 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.
- (c) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

10.7 Health Surveillance Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a Health Surveillance Program for the Corporation. The program shall:
- (i) be in respect of all persons carrying on activities in the Corporation, and
 - (ii) include a communicable disease surveillance program.
- (b) 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.
- (c) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

10.8 Organ Donation

Pursuant to the regulations under the *Public Hospitals Act*, the Board shall approve procedures to encourage the donation of organs and tissues including procedures to identify potential donors and 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 11 NOTICES

11.1 Notice

Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided such notice may be given in writing and delivered

or sent by prepaid mail, by facsimile transmission or by electronic mail addressed to the Director, officer, member of a committee, Member or auditor at the postal address, the facsimile number or electronic mail address, as the case may be, as the same appears on the books of the Corporation.

If any notice is sent by prepaid mail, it shall, subject to the following paragraph, be conclusively deemed to have been received on the third (3rd) business day following the mailing thereof. If delivered, a notice shall be conclusively deemed to have been received at the time of delivery, or if sent by facsimile transmission or electronic mail, it shall be conclusively deemed to be received on the next business day after 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 third (3rd) 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.

Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

11.2 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.

11.3 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.

11.4 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 of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice.

ARTICLE 12 AMENDMENT OF BY-LAWS

12.1 Amendment

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

12.2 Effect of Amendment

Subject to the Act and to section 12.3 below, a by-law or an amendment to a by-law passed by the Board has full force and effect from the time the motion was passed, or from such future time as may be specified in the motion.

12.3 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 meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or general meeting shall refer to the by-law or amendment to be presented.

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

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

12.4 Amendments to Professional Staff By-law

Prior to submitting all or any part of the Professional Staff By-law to the process established in sections 12.1 and 12.3, the procedures set out in the Professional Staff By-law shall be followed.