



William Osler
Health System

Going Beyond

William Osler Health System
By-law Number 1
Administrative By-law

Revised: June 2019
Board Approved: June 12, 2019
Member Approved: June 12, 2019

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ADMINISTRATIVE BY-LAW**

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BY-LAW NUMBER 1

WILLIAM OSLER HEALTH SYSTEM

A by-law relating to the transaction of the business and affairs of **William Osler Health System** (the “Corporation”).

WHEREAS the objects of the Corporation are:

1. To establish, equip, staff, maintain, operate and conduct, on one (1) or more sites, a public hospital, including, without limiting the generality of the foregoing, active treatment programs and services, chronic care, community health, emergency services, out-patient services, rehabilitation and therapeutic services.
2. To operate and maintain laboratories, diagnostic imaging services, research facilities, therapeutic and rehabilitation facilities, and pharmacies or dispensaries.
3. To participate in all phases of education pertaining to healthcare, including specifically the education of physicians, dentists, nursing staff and other healthcare personnel.
4. To provide such other healthcare services as are required by the communities of the Corporation and their environs, including without limitation, the provision of long-term care services and programs and in-home healthcare services and programs, in accordance with all applicable legislation as may be amended from time to time.

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1 **Interpretation**

- 1.1 **Definitions.** In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:
 - (a) “Act” means the Corporations Act (Ontario) and any statute that may be substituted there for, as from time to time amended;
 - (b) “Board” means the Board of Directors of the Corporation;
 - (c) “Catchment Area” means the following geographic areas which are served by the Corporation:
 - (i) City of Toronto and Region of York;
 - (ii) Region of Peel; and

- (iii) Region of Halton.
- (d) “Chair” means the Chair of the Board;
- (e) “Chief Executive Officer” means, in addition to “administrator” as defined in the Public Hospitals Act, the President and Chief Executive Officer of the Corporation;
- (f) “Chief Nursing Executive” means the senior nurse employed by the Hospital who reports directly to the Chief Executive Office and is responsible for the nursing services provided in the Hospital;
- (g) “Chief of Staff” means the member of the Medical Staff appointed by the Board of Directors to be responsible for the professional standards of the Professional Staff, and the quality of professional care rendered at all Hospital Campuses;
- (h) “Community Advisory Council(s)” means the Community Advisory Council(s) established by the Board;
- (i) “Dentist” means a dental practitioner in good standing with the College of Dental Surgeons of Ontario;
- (j) “Director” means a member of the Board;
- (k) “*ex-officio*” means membership “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified; *ex-officio* directors are non-voting members of the Board.
- (l) “Excluded Person” means
 - (i) any member of the Professional Staff other than the members of the Medical Staff appointed to the Board pursuant to the *Public Hospitals Act*;
 - (ii) any employee other than the current Chief Executive Officer or Chief Nursing Officer;
 - (iii) any individual who has been within the preceding five (5) year period an employee of the Corporation; and
 - (iv) any person who lives in the same household as a member of the Professional Staff or an employee of the Corporation.
- (m) “Guideline for Director Selection” means the policy adopted from time to time by the Board with respect to the nomination and election of Directors;

- (n) “Hospital” means the public hospital operated by the Corporation;
- (o) “Hospital Campus(es)” means any one or combination of the campuses of the Hospital;
- (p) “Medical Staff” means the Physicians who have been appointed to the Medical Staff by the Board;
- (q) “Members” means members of the Corporation as described in Article 2;
- (r) “Midwife” means a midwife in good standing with the College of Midwives of Ontario;
- (s) “patient” means, unless otherwise specified, any in-patient, out-patient or other patient of the Hospital;
- (t) “person” means and includes any individual, corporation, partnership, firm, joint-venture, syndicate, association, trust, government, government agency, board, commission or authority, or any other form of entity or organization;
- (u) “Physician” means a medical practitioner in good standing with the College of Physicians & Surgeons of Ontario;
- (v) “Professional Staff” means those Physicians, Dentists and Midwives who are appointed by the Board and who are granted specific privileges to practise medicine, dentistry, or midwifery respectively in one or more of the Hospital Campuses;
- (w) “Public Hospitals Act” means the Public Hospitals Act (Ontario), and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended;
- (x) “Rules” means a rule adopted by the Board in accordance with Section 16.2;
- (y) “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 by those entitled to vote and voting 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, 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
Membership in the Corporation

- 2.1 **Members.** The Members of the Corporation shall consist of the Directors from time to time of the corporation who shall be ex-officio members for so long as they serve as Directors.
- 2.2 **Fees.** No fees shall be payable by the Members.
- 2.3 **Voting.** Each Member shall be entitled to one vote.

ARTICLE 3
Meetings of Members

- 3.1 **Location.** Meetings of the Members shall be held at the head office of the Corporation or at any place in Ontario as the Board may determine and on such day as the Directors shall appoint subject to the requirements, if any, of the Public Hospitals Act.
- 3.2 **Business at Members Meetings.** The business transacted at the annual meeting shall be limited to:
- (a) presentation of the following reports:
 - (i) the report of the auditors including the presentation of the financial statements;
 - (b) appointment of the auditors for the ensuing year and authorizing the Board to fix the auditors' remuneration;
 - (c) election of Directors; and
 - (d) such other business as shall properly be brought before the Members by resolution of the Board.
- 3.3 **Calling Meetings.** When calling an annual or general meeting of the Members, the Board or Chair may provide attendance by Members by telephonic or electronic means (as may be defined in the Corporations Act), in addition to attendance by Members in person.
- 3.4 **Quorum.** A majority of the Members will constitute a quorum.

- 3.5 **Notice.** Notice of meetings of Members shall be given in accordance with Section 17.1 not less than 10 days prior to the meeting.

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.

- 3.6 **Votes.**

- (a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote.
- (b) At all meetings of Members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.
- (c) Members may not vote by proxy.
- (d) In the case of an equality of Votes, the Chair shall not have a second vote.

- 3.7 **Chair of the Meeting.**

The chair of a meeting of the Corporation shall be:

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

ARTICLE 4 **Directors**

- 4.1 **Composition of Board.** The Board shall consist of sixteen (16) Directors comprising eleven (11) elected and five (5) *ex-officio* Directors elected or appointed as follows:

- (a) the Chief of Staff of the Corporation, and the President and Vice President Professional Staff Association of the Corporation, as *ex-officio* Directors;
- (b) the Chief Executive Officer of the Corporation, as an *ex-officio* Director;
- (c) the Chief Nursing Executive of the Corporation, as an *ex-officio* Director;
- (d) eleven (11) Directors who are individuals that reside or are employed in the Catchment Area and who are elected by the Members in accordance with section 4.7 or appointed in accordance with section 4.9.

4.2 **Duties and Responsibilities.** The Directors of the Corporation 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 if he or she:

- (a) is less than eighteen (18) years of age;
- (b) is mentally incompetent or of unsound mind and has been so found by a court in Canada or elsewhere;
- (c) has the status of a bankrupt;
- (d) is an Excluded Person;
- (e) in the case of an elected Director is a spouse, child, sibling or parent of a member of the Professional Staff or is the spouse of a child, sibling or parent of a member of the Professional Staff of the Corporation, except by resolution of the Board.
- (f) in the case of an elected Director is a spouse, child, sibling or parent of an employee of the Corporation or is the spouse of a child, sibling or parent of an employee of the Corporation, except by resolution of the Board.

4.4 **Vacation of Office.** The office of a 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; or
- (d) if, in the case of an elected Director, he or she becomes a person referred to in subsections 4.3 (d), (e) or (f), except by resolution of the Board;

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

- 4.5 **Election and Term.** Directors shall be elected and shall retire in rotation as herein provided. The Directors referred to in subsection 4.1(c) shall be elected for a term of two (2) years provided that each such Director shall hold office until the earlier of the date on which their office is vacated pursuant to section 4.4 or until the end of the meeting at which his or her successor is elected or appointed. A Director referred to in subsections 4.1 (a) and (b) shall hold office for a term commensurate with his or her holding of one of the respective offices mentioned in such subsections. Upon the coming into force of this by-law, five (5) of the elected Directors shall be elected for terms of one (1) year and five (5) of the elected Directors shall be elected for a term of two (2) years in order to establish a rotation where the terms of five (5) elected Directors expire each year, subject to re-election.
- 4.6 **Maximum Terms.** Each Director referred to in subsection 4.1(c) shall be eligible for re-election or re-appointment as the case may be provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than six (6) consecutive years. Such Director may also be eligible for re-election or re-appointment for another term or terms (to a maximum of six (6) consecutive years) if one or more years have elapsed since the termination of his or her last election or appointment. In determining a Director's length of service as a Director, service prior to the coming into force of this By-law shall be excluded. Despite the foregoing a Director may, by resolution of the Board, have their maximum term as a Director extended for the purpose of that Director serving as Chair. Despite the foregoing, a Director may, by resolution of the Board, have their maximum term as a Director extended as deemed necessary by the Board of Directors. 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 term.
- 4.7 **Voting Procedure 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 may be made only by the Board. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

4.8 **Removal.** The office of a Director may be vacated by a simple majority resolution of the Board:

(a) if a Director, without being granted a leave of absence, is absent for three (3) consecutive meetings of the Board, or if a Director is absent for one-quarter (¼) or more of the meetings of the Board in any twelve (12) month period; or

(b) if a Director fails to comply with the Public Hospitals Act, the Act, the Corporation's Letters Patent, By-laws, Rules, Regulations, policies and procedures, including without limitation, the confidentiality and conflict of interest requirements.

4.9 **Filling Vacancies.** So long as there is a quorum of Directors in office, any vacancy occurring in the Board of Directors may be filled by a qualified person elected 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 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 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.

ARTICLE 5 **Meetings of Directors**

5.1 **Meetings of Directors.** The Board shall meet at such times as may be determined by the Board, the Chair, a 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.

5.2 **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 as 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.

- 5.3 **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 given to each Director forthwith after being passed and no other notice shall be required for any such regular meeting.
- 5.4 **Notices.** Notice of meetings, other than regular meetings, shall be given to all Directors at least twenty-four (24) hours prior to the meeting. The Chair, a Vice-Chair or the Chief Executive Officer 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 twenty-four (24) hour notice period Saturdays, Sundays and statutory holidays shall be excluded.
- 5.5 **Quorum.** For a regular meeting of the Board or any special meeting, a majority of the Directors shall constitute a quorum, provided that at least a majority of the current Elected Directors are present.
- 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.** Guests may attend meetings of the Board only upon invitation of the Chair or the Chief Executive Officer or with the consent of the meeting.
- 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 hour after the time appointed for a meeting of the Board a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair of the meeting.
- 5.12 **Notice of Adjourned Meeting.** At least 24 hours notice of the adjourned meeting by an appropriate means shall be given to each Director; provided that in calculating such 24 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) 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-paragraph (b) or (f) below; and
 - (ii) the Director has not voted on the contract.
- (d) 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 exit the meeting when the applicable issue is under consideration.

- (e) Where the number of Directors who, by reason of the provisions of section 6.1 are prohibited from participating in a meeting is such that at that meeting, the remaining members are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-law, the remaining number of members shall be deemed to constitute a quorum, provided such number is not less than three (3).
- (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) If a Director believes that any other Director is in a conflict of interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes. Thereafter, at the request of the Director who recorded the initial concern, the Board shall, after the Director alleged to have a conflict has exited the room, vote on whether the Director alleged to have a conflict of interest is, in the opinion of the Board, in a conflict of interest. If the Board so finds the person in a conflict of interest, the Board member shall exit the room during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether or not a Director has a conflict of interest shall be determined by a simple majority of the Board and shall be final.
- (h) 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.

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 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.

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.

ARTICLE 8 **Committees**

8.1 **Committees.** The Board may appoint committees whose members will hold their offices at the will of the Board. The members of any committee (other than an Executive Committee, if any) 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.

8.2 **Functions, Duties, Responsibilities and Powers of Committees.** The functions, duties, responsibilities and mandate of committees shall be provided in the resolution of the Board by which such committee is established.

8.3 **Committee Members, Chair.** Unless otherwise provided by by-law or by Board resolution, the Board on recommendation of the Committee responsible for governance shall appoint the members of the committee, the chair of the committee and, if desirable, the vice-chair thereof. Each chair of a Standing Committee shall be a member of the Board.

Subject to section 8.6, no decision of a committee shall be binding on the Board until approved or ratified by the Board.

8.4 **Committees and Programmes Required by Public Hospitals Act.** The Board shall ensure that the Corporation establishes such committees and undertakes such programmes as are required pursuant to the Public Hospitals Act. The Board shall approve a process for the election or appointment of staff nurses or nurse managers to those committees approved by the Board to have a nurse representative.

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

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

ARTICLE 9 **Officers**

9.1 **Officers.** The officers of the Corporation shall include:

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

and may include: one or more Vice-Chairs, a Treasurer and any such other officers as the Board may by resolution determine. The officers shall be elected or appointed by resolution of the Board at the first meeting of the

Board following the annual meeting of Members in which the Directors are elected. A person may hold more than one office.

- 9.2 **Terms of Office.** The officers of the Corporation 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.

ARTICLE 10 **Duties of Officers**

- 10.1 **Chair of the Board.** The Chair shall be elected by the Board from among the elected members of the Board. 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 be elected annually and shall serve no longer than two (2) consecutive years. Notwithstanding the foregoing, where an elected member has served two (2) consecutive years as Chair, the Board may, by resolution, provide that such member is eligible for re-election as Chair provided, however, that in no event shall such member serve longer than three (3) consecutive years. Upon ceasing to be Chair, a Director shall be permitted to serve out the remaining years to the maximum allowable term as Director.
- 10.2 **Vice-Chairs.** A Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed upon the Vice-Chair by the Board. Where two or more Vice-Chairs are elected they shall be designated First Vice-Chair, Second Vice-Chair and so on and shall be elected annually by the Board.

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

- 10.3 **Chief Executive Officer.** The Chief Executive Officer shall 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. The Chief Executive Officer shall ensure there are appropriate procedures in place for the appointment of the Chief Nursing Executive. The Chief Executive Officer 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 **Treasurer.** The Board may appoint a Treasurer who may be a Director or the chief financial officer of the Corporation. The Board shall assign to the Treasurer such duties as may be designated by the Board from time to time.
- 10.5 **Secretary.** The Secretary shall carry out the duties of the secretary of the Corporation generally and shall 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.
- 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, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.
- 11.2 **Execution of Documents.** Subject to sections 11.3 and 11.4, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed by any one of the Chair or a Vice-Chair together with any one of the Chief Executive Officer, the Treasurer or a senior officer designated by the Board and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.
- 11.3 **Other Signing Officers.** In addition, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy.
- 11.4 **Banking Arrangements.** The banking business of the Corporation or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.

- 11.5 **Financial Year.** Unless otherwise determined by the Board of Directors, the fiscal year-end of the Corporation shall be the last day of March in each year.
- 11.6 **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 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.
- 11.7 **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, for any money borrowed or other debt, or any other obligation or liability of the Corporation.
- 11.8 **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.

ARTICLE 12 **Books and Records**

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

ARTICLE 13 **Confidentiality**

- 13.1 **Confidentiality.** Every Director, officer, member of the Professional Staff, member of a committee of the Board, employee and agent of the Corporation shall respect the confidentiality of matters:
- (a) brought before the Board;
 - (b) brought before any committee;
 - (c) dealt with in the course of the employee's employment or agent's activities; or

(d) dealt with in the course of the Professional Staff member's activities in connection with the Corporation.

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

ARTICLE 14
Professional Staff

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

ARTICLE 15
Retention of Written Statements

- 15.1 **Retention of Written Statements.** The Chief Executive Officer 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 16
Procedures

- 16.1 **Rules of Order.** Any questions of procedure at or for any meetings of Members of the Corporation, of the Board, of the Professional Staff, or of any committee, which have not been provided for in this By-law or by the Act or by the Public Hospitals Act or Regulations thereunder, or the rules adopted from time to time by the Board or the Medical 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.
- 16.2 **Rules.** The Board may, from time to time, make such Rules as it may deem necessary or desirable in connection with the management of the business and affairs of the Board and the conduct of the Directors and officers, provided however that any such Rule shall be consistent with the provision of this By-law.

ARTICLE 17
Notices

- 17.1 **Notice.** Whenever under the provisions of the by-laws of the Corporation notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission or by electronic 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 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 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.

- 17.2 **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.
- 17.3 **Omissions and Errors.** The accidental omission to give any notice to any Member, Director, officer, member of a committee or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, officer, member of a committee or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 17.4 **Waiver of Notice.** Any Member, Director, officer, member of a committee or the auditor of the Corporation may waive any notice required to be given to him or her under any provision of the Public Hospitals Act, the Act or the 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 18
Ancillary Organizations

- 18.1 **Ancillary Association.** The Board may sponsor the formation of one or more ancillary organizations of the Corporation as it deems advisable, including without limitation, volunteer associations. The business of each such association shall be conducted with the advice and direction of the Board for the general welfare and benefit of the Corporation, and each such association may, subject to the approval of the Board, enact, amend and repeal by-laws and elect officers to regulate and manage the business of such association. The financial affairs of each such association shall be reviewed by an auditor appointed by such association and approved by the Board. Copies of such audited financial statements shall be presented to the Board on an annual basis.

ARTICLE 19
Amendment of By-Laws

- 19.1 **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.
- 19.2 **Effect of Amendment.** Subject to the Act and to section 19.3 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.
- 19.3 **Member Approval.** A by-law or an amendment to a by-law passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the by-law or amendment to be presented.

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

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 approval.

- 19.4 **Amendments to Professional Staff By-laws.** Prior to submitting all or any part of the Professional Staff by-laws to the process established in subsection 19.1 and 19.3, the procedures set out in the Professional Staff By-law shall be followed.

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