William Osler Health System

Going Beyond

By-law Number 1
Administrative By-law

Board Approved: October 29, 2025

Member Approved: June 19, 2025

TABLE OF CONTENTS

WILLIAM OSLER HEALTH SYSTEM 1

BY-LAW NUMBER 1 1

ARTICLE 1
Interpretation 1
1.1 Definitions 1
1.2 Interpretation 4

ARTICLE 2
Membership in the Corporation 4
1.2 Members 4
2.2 Fees 4
2.3 Voting Rights 4

ARTICLE 3
Meetings of Members 4
3.1 Location 4
3.2 Business at Members Meetings 4
3.3 Calling Meetings 5
3.4 Quorum 5
3.5 Notice 5
3.6 Votes 5
3.7 Chair of the Meeting 6

ARTICLE 4
Directors 6
3.7 Composition of Board 6
4.2 Duties and Responsibilities 6
4.2 Qualifications of Directors 7
4.4 Vacation of Office 7
4.5 Election and Term 7
4.5 Maximum Terms 7
4.5 Voting Procedure for Election of Directors 8
4.8 Removal 8
4.8 Filling Vacancies 8
4.10 Directors Remuneration 8

ARTICLE 5
Meetings of Directors 9
5.1 Meetings of Directors 9
5.2 Telephone Meetings 9
5.3 Regular Meetings 9

5.4 Notices 9
5.5 Quorum 9
5.6 First Meeting of New Board 9
5.7 Persons Entitled to be Present 10
5.8 Voting 10
5.9 Casting Vote 10
5.10 Polls 10
5.12 Adjournment of the Meeting 10
5.13 Notice of Adjourned Meeting 10

ARTICLE 6
Interest of Directors in Contracts 11
5.13 Declaration of Conflict 11

ARTICLE 7
Protection of Officers and Directors 12
7.1 Directors Liability 12
7.2 Indemnities to Directors and Others 13

ARTICLE 8
Committees 13
8.1 Committees 13
8.2 Functions, Duties, Responsibilities and Powers of Committees 13
8.3 Committee Members, Chair 13
8.5 Committees and Programmes Required by Public Hospitals Act 14
8.6 Procedures at Committee Meetings 14
8.7 Executive Committee 14

ARTICLE 9
Officers 14
9.1 Officers 14
9.2 Terms of Office 14

ARTICLE 10
Duties of Officers 15
10.1 Chair of the Board 15
10.2 Vice-Chairs 15
10.3 Chief Executive Officer 15
10.4 Treasurer 15
10.5 Secretary 16
10.6 Other Officers 16

ARTICLE 11
Organization and Financial 16
11.1 Seal 16

11.2 Execution of Documents 16
11.2 Other Signing Officers 16
11.2 Banking Arrangements 16
11.5 Financial Year 16
11.6 Appointment of Auditor 16
11.8 Borrowing Power 17
11.9 Investments 17

ARTICLE 12
Books and Records 17
12.1 Books and Records 17

ARTICLE 13
Confidentiality 18
13.1 Confidentiality 18
13.2 Board Spokesperson 18

ARTICLE 14
Professional Staff 18
14.1 Professional Staff 18

ARTICLE 15
Retention of Written Statements 18
15.1 Retention of Written Statements 18

ARTICLE 16
Procedures 18
16.1 Rules of Order 18
16.1 Rules 19

ARTICLE 17
Notices 19
16.1 Notice 19
17.1 Computation of Time 19
17.2 Omissions and Errors 19
17.3 Waiver of Notice 20

ARTICLE 18
Ancillary Organizations 20
18.1 Ancillary Association 20

ARTICLE 19
Amendment of By-Laws 20
18.1 Amendment 20
19.1 Amendments to Professional Staff By-laws 20

WILLIAM OSLER HEALTH SYSTEM

BY-LAW NUMBER 1

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

WHEREAS the purposes 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 *Not-for-Profit Corporations Act* (Ontario) and any statute that may be substituted there for, as from time to time amended, and where the context requires, includes the regulations made under it;

(b) "Articles" means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of amendment, amalgamation, continuance, reorganization, arrangement, restated articles or revival of the Corporation from time to time in force and effect, as well as any letters patent or supplementary letters patent under the *Corporations Act* (Ontario);

(c) "Board" means the Board of Directors of the Corporation;

(d) "Board Exclusive Responsibility" means each specific decision identified by section 36(2) of the Act that cannot be delegated by the Board to a committee or to management, being:

(i) To submit to the Members any question or matter requiring the approval of the Members.

(ii) To fill a vacancy among the Directors or in the position of Auditor.

(iii) To appoint additional Directors under section 24(7) of the Act.

(iv) To issue debt obligations except as authorized by the Board.

(v) To approve any financial statements under section 83 of the Act.

(vi) To adopt, amend or repeal by-laws.

(vii) To establish contributions to be made, or dues to be paid, by Members under section 86 of the Act;

(e) "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;

(f) "Chair" means the Chair of the Board;

(g) "Chief Executive Officer" means, in addition to "administrator" as defined in the *Public Hospitals Act*, the President and Chief Executive Officer of the Corporation;

(h) "Chief Nursing Executive" means the senior nurse employed by the Hospital who reports directly to the Chief Executive Officer and is responsible for the nursing services provided in the Hospital;

(i) "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;

(j) "Dentist" means a dental practitioner in good standing with the College of Dental Surgeons of Ontario;

(k) "Director" means a member of the Board;

(l) "*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;

(m) "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 Executive;

(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.

(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) "Recruitment of Individual Directors" means the policy adopted from time to time by the Board with respect to the nomination and election of Directors;

(y) "Rules" means a rule adopted by the Board in accordance with Section 16.2;

(z) "Special Business" means any matter to be considered at an annual meeting of the Members, excluding:

(i) the minutes of the previous meeting of Members;

(ii) the report of the auditor and presentation of the financial statements;

(iii) the election of Directors; and

(iv) the appointment of the incumbent auditor;

(aa) "Special Resolution" means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment by at least two thirds (2/3) of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members.

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.** There shall be one class of 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 and Timing**. Meetings of the Members shall be held at the registered 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*. The Corporation shall hold an annual meeting between April 1 and July 31 each year.

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;

(ii) reports of the Chief Executive Officer and the Chair;

(b) appointment of the auditors for the ensuing year;

(c) election of Directors; and

(d) any Special Business for which proper notice is given pursuant to section 3.5.

3.3 **Electronic Meetings**. When calling an annual or special meeting of the Members, the meeting may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. A meeting of the Members held entirely or in part by telephonic or electronic means must enable all persons entitled to attend the meeting to reasonably participate. Any person who attends through telephonic or electronic means is deemed to be present in person at the meeting.

3.4 **Quorum**. A majority of the Members will constitute a quorum. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

3.5 **Notice**. Notice of meetings of Members shall be given to the Members and the auditors in accordance with section 17.1 not less than 10 days and not more than 50 days prior to the meeting. The notice of an annual meeting shall contain sufficient information concerning any Special Business to permit the Member to form a reasoned judgement on the decision to be taken, as well as the text of any Special Resolution to be submitted 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.

The notice of meeting shall specify the time and place of the annual meeting. The notice need not specify a place of meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Member may attend a meeting by telephonic or electronic means, the notice of meeting must include instructions for attending and participating in the 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) Votes shall be by show of hands, except any Member entitled to vote at a meeting of the Members may demand a ballot either before or after a vote by show of hands. Meetings held in whole or in part through telephonic or electronic means will have votes taken in a way that the method of voting and the result of the voting is clearly communicated to all participants.

(d) Members may not vote by proxy.

(e) 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.

ARTICLE 4
Directors

4.1 **Composition of Board.** As provided for in the Articles, the affairs of the Corporation shall be governed by a Board of between fifteen (15) and twenty-one (21) Directors. The Board size shall be fixed at eighteen (18) Directors. The Members hereby delegate to the Board the authority to change the fixed number of Directors from time to time. The Board shall consist of thirteen (13) elected and five (5) *ex-officio* Directors elected or appointed as follows:

(a) the Chief of Staff of the Corporation, and the Presidents of the Professional Staff Associations of the Corporation, as *ex-officio* non-voting Directors;

(b) the Chief Executive Officer of the Corporation, as an *ex-officio* non-voting Director;

(c) the Chief Nursing Executive of the Corporation, as an *ex-officio* non-voting Director;

(d) thirteen (13) Directors who are individuals that ideally reside, have history 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 they:**

(a) are less than eighteen (18) years of age;

(b) are mentally incompetent or of unsound mind and has been so found by a court in Canada or elsewhere;

(c) have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

(d) have the status of a bankrupt;

(e) are an Excluded Person;

(f) in the case of an elected Director, are a spouse, child, sibling or parent of a member of the Professional Staff or are the spouse of a child, sibling or parent of a member of the Professional Staff of the Corporation, except by resolution of the Board; or

(g) in the case of an elected Director are a spouse, child, sibling or parent of an employee of the Corporation or are 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 ceases to meet the qualifications set out in section 4.3.

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(d) shall be assigned, upon election or re-election, a term of two (2) or three (3) years by the Board, in order to ensure that a minimum of four (4) elected Directors retire from the Board each year, as required by the *Public Hospitals Act*. 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) through (c) shall hold office for a term commensurate with his or her holding of one of the respective offices mentioned in such subsections.

4.6 **Maximum Terms**. Each Director referred to in subsection 4.1(d) 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 eight (8) consecutive years. Such Director may also be eligible for re-election or re-appointment for

another term or terms (to a maximum of eight (8) 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. 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 from the floor are not permitted.

(b) The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

4.8 **Removal**.

(a) The office of a Director may be vacated by a simple majority resolution of the Members, at a special meeting of the Members called for that purpose.

(b) The Chair may request the resignation of a Director who is not in compliance with the by-laws or policies of the Corporation, including any attendance requirements. If a resignation is not tendered, the Board may call a special meeting of the Members for removal pursuant to paragraph (a) above.

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 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 minimum number of Directors set out in the Articles, the Board shall forthwith call a special meeting of Members to fill the vacancy or vacancies. If the Board fails to call such a meeting, 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 their duties.

4.11 **Consent.** Every Director, when first elected to the Board, shall sign and submit to the Secretary a form of consent to act as Director within ten (10) days of being elected, which form must be maintained with the Corporation's registers.

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 **Electronic Meetings**. A Board meeting may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. A Board meeting held entirely or in part by telephonic or electronic means must provide that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. Any person who attends through telephonic or electronic means is deemed to be present in person 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, except that notice of a meeting at which a Board Exclusive Responsibility is to be considered must be given.

5.4 **Notices**. Notice of meetings, including regular meetings at which a Board Exclusive Responsibility is to be considered, shall be given to all Directors at least twenty-four (24) hours prior to the meeting.

The notice of meeting need not specify a place of meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of meeting must include instructions for attending and participating in 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 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, provided that no Board Exclusive Responsibility may be considered at a meeting held without notice.

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 elected 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**. 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 **Right of Dissent**

(a) A Director who is present at a meeting of the Board or of a committee is deemed to have consented to any resolution passed or action taken at the meeting unless:

(i) the Director requests a dissent to be entered in the minutes of the meeting;

(ii) the Director sends a written dissent to the Secretary of the meeting before the meeting is terminated; or

(iii) the Director submits to the Corporation a written dissent immediately after the meeting is terminated.

(b) A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

(i) causes a dissent to be placed with the minutes of the meeting; or

(ii) submits a written dissent to the Corporation.

5.12 **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.

5.13 **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) For clarity, pursuant to the Act, a Director has a material interest if they are a director or officer of, or have a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation.

(c) 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.

(d) A Director referred to in sub-paragraph (a) above is not liable to account for any profit made on the contract by the Director or by a corporate entity, business firm or organization in which the Director has a material interest, provided

(i) the Director disclosed the Director's interest in accordance with sub-paragraph (c) or sub-paragraph (g);

(ii) the Director has followed the process in sub-paragraph (e);

(iii) the Board approved the contract; and

(iv) the contract was reasonable and fair to the Corporation when it was approved.

(e) A Director referred to in sub-paragraph (a) above shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.

(f) Where the number of Directors who, by reason of the provisions of this section are prohibited from participating in a meeting is such that, at that meeting, the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-law, the remaining number of Directors shall be deemed to constitute a quorum.

(g) 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.

(h) 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 Director in a conflict of interest, the Director shall exit the room during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether a Director has a conflict of interest shall be determined by a simple majority of the voting Directors and shall be final.

(i) 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**.

(a) Every Director, officer, and committee member, their heirs, executors, administrators and estate, 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 all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved due to association with the Corporation.

(b) The Corporation may advance money to a Director, officer or other individual referred to in paragraph (a) for the costs, charges and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in paragraph (c).

(c) The indemnity provided for in this section shall be applicable only if the Director, officer or committee member 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 their conduct was lawful.

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.

8.4 **Delegation of Decision-Making to Committees**. The Board may delegate decision-making authority to a committee on the following conditions:

(a) the Board may not delegate any Board Exclusive Responsibility to a committee; and

(b) only voting Directors may be voting members of that committee.

8.5 **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.

8.6 **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.

8.7 **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 (excluding any Board Exclusive Responsibility), 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, a Past Board Chair, 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 Directors. 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 is invited to attend all Committee meetings of the Board. The Chair shall not be considered a Committee member, shall not vote, and shall not count towards quorum except where the Terms of Reference specifically identify the Chair as a member. The Chair shall be elected annually and shall serve no longer than two (2) consecutive years. Notwithstanding the foregoing, where an elected Director has served two (2) consecutive years as Chair, the Board may, by resolution, provide that such Director is eligible for re-election as Chair provided, however, that in no event shall such Director 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 placed 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 non-voting Director 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**. The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Chief Executive Officer of the Corporation (or delegate) for safekeeping.

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 as set out in the Corporation's delegation of authority/signing policy, 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, 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 mid-term vacancy in the office of auditor. The auditor shall receive

notice of the any meeting of the Members. The remuneration of the auditor shall be fixed by the Board of Directors.

11.7 **Qualifications of Auditor.** The auditor shall:

(a) Not be a Director, officer of employee of the Corporation;

(b) Not be a partner or employee of a Director, officer or employee of the Corporation;

(c) Not be a lender (or related to a lender) to the Corporation; and

(d) Be duly licensed under the *Public Accounting Act, 2004*.

11.8 **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.

11.9 **Investments**. Subject to the Corporation's Articles, 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, including without limitation:

(a) the Articles and by-laws, and amendments to them;

(b) minutes of meetings of the Members, the Board, and any Committee;

(c) resolutions of the Members, the Board, and any Committee;

(d) register of Directors and their consents to serve as such;

(e) register of Officers;

(f) register of Members;

(g) accounting records adequate to enable the Board to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis; and

(h) a record of the Corporation's ownership interests in land, if any.

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, or by electronic mail addressed to the Director, officer, member of a committee, Member or auditor at the postal address, the 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 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.

17.1 **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.

17.2 **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.

17.3 **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 them 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 the Articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation.

Subject to the Act, any such by-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of the Members where it may be confirmed, rejected or amended by the Members by a majority vote. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of the Members or if it is rejected by the Members at the meeting.

A by-law or an amendment to a by-law that requires a Special Resolution is effective only when confirmed by Members.

19.1 **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 the procedures set out in the Professional Staff By-law shall be followed.