

GENERAL & MARINE HOSPITAL

GENERAL BY-LAW

PART I – DEFINITIONS & INTERPRETATION

1. DEFINITIONS

In this By-law and all other By-laws of the Corporation:

- a) “**Act**” means the Corporations Act (Ontario) and where the context requires, includes the regulations made under it and any statute that may be substituted therefore, as from time to time amended.
- b) “**Board**” means the Board of Trustees of the Corporation which operates the Hospital composed of the Trustees who may vote and the Trustees who may not vote.
- c) “**Chair**” means the Chair of the Board.
- d) “**Chair of the Medical Advisory Committee**” means the member of the Medical Advisory Committee appointed by the Board as the Chair of the Medical Advisory Committee.
- e) “**Chief Executive Officer**” means in addition to “administrator” as defined in the *Public Hospitals Act*, the 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 Officer and is responsible for nursing services provided in the Hospital.
- g) “**Chief of a Department**” means a member of the Professional Staff appointed by the Board to be responsible for the professional standards and quality of care rendered by the members of that department at the Hospital.
- h) “**Chief of Staff**” means the member of the Professional Staff appointed by the Board to serve as Chief of Staff in accordance with the regulations under the *Public Hospitals Act*.
- i) “**Dental Staff**” means those Dentists appointed by the Board to attend or perform dental services for patients in the Hospital.

- j) **“Dentist”** means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario.
- k) **“Department” or “department”** means an organizational unit of the Professional Staff to which members with a similar field of practice have been assigned.
- l) **“Extended Class Nursing Staff”** means those Registered Nurses in the Extended Class who are:
 - i) nurses that are employed by the Hospital and are authorized to diagnose, prescribe for or treat outpatients in the Hospital; and
 - ii) nurses who are not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat outpatients in the Hospital.
- m) **“Hospital”** means the Collingwood General and Marine Hospital operated by the Corporation.
- n) **“Medical Advisory Committee”** means the Medical Advisory Committee established by the Board as required by the *Public Hospitals Act*.
- o) **“Medical Staff”** means the Physicians who have been appointed to the Medical Staff by the Board.
- p) **“Members”** means members of the Corporation as described in PART II of the General By-Law.
- q) **“Midwife”** means a Midwife in good standing with the College of Midwives of Ontario.
- r) **“Midwifery Staff”** means the Midwives who have been appointed to the Midwifery Staff by the Board.
- s) **“Patient”** means, unless otherwise specified or the context otherwise requires, any inpatient or outpatient of the Corporation.
- 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 and Surgeons of Ontario.

- v) **“Policies and Procedures”** means the policies and procedures applicable to the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff adopted by the Board pursuant to PART III Section 63 of the Hospital By-Law Governing Professional Staff.
- w) **“Professional Staff”** means the Medical Staff, Dental Staff, Midwifery Staff and members of Extended Class Nursing Staff who are not employees of the Corporation.
- x) **“Professional Staff Rules”** means the Rules and Regulations governing the practice of the Medical, Dental, Midwifery and Extended Class Nursing Staff in the Hospital both generally and within a particular department which have been approved by the Board pursuant to PART III, Section 62 1) of the Hospital Professional By-Law.
- y) **“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 therefore, as from time to time amended.
- z) **“Registered Nurse in the Extended Class”** means a member of the College of Nurses of Ontario who is a registered nurse and holds an extended certificate of registration under the *Nursing Act*, 1991.
- aa) **“Rule”** means a rule made by the Board in accordance with PART V of the Hospital General By-Law.
- bb) **“Special Resolution”** means a resolution passed by the Trustees 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.

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.

PART II – CORPORATION

3. MEMBERS OF THE CORPORATION

- a) The members shall consist of the Trustees from time to time who may vote and who may not vote who shall be ex officio Members for so long as they are Trustees;
- b) Each Member shall be entitled to one (1) vote;
- c) No fees shall be payable by Members;
- d) Membership is not transferrable and ceases upon the Member ceasing to be a Member of the Board.

4. ANNUAL MEETING OF THE MEMBERS OF THE CORPORATION

- a) The annual meeting of Members shall be held, at the head office of the Corporation or at any place in Ontario as the Board determines, between April 1st and July 31st in each on a date fixed by the Board.
- b) Notice of the annual meeting of the Members shall be given by one of the following methods:
 - i) e-mail at least thirty (30) days in advance of the meeting by e-mailing it to the last e-mail address as shown on the records of the Corporation; or,
 - ii) prepaid mail at least thirty (30) days in advance of the meeting by mailing it to the last address as shown on the records of the Corporation.

5. MEETINGS OF THE CORPORATION

- a) Chair of the meeting:
 - i) the Chair;
 - ii) the Vice-Chair if the Chair is absent; or,
 - iii) a Member of the Board of Trustees elected by the Trustees present; or,
 - iv) a Member of the Corporation elected by the Members present if the Chair and Vice Chair are both absent and there are no Trustees present.

- b) Votes:
- i) each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote;
 - ii) 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 this By-Law;
 - iii) votes at all meetings of Members shall be cast in person and not by proxy;
 - iv) every question submitted to any meeting of Members shall be decided in the first instance by a show of hands and in the case of an equality of votes, whether on a show of hands or at a poll, the chair of the meeting shall have a second vote to break the tie;
 - v) at any meeting of Members, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority, shall be conclusive evidence of the fact; and
 - vi) a poll may be demanded either before or after any vote by a show of hands by any Member entitled to vote at the meeting. If a poll is demanded on the election of a chair or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

6. BUSINESS AT ANNUAL MEETING OF MEMBERS OF THE CORPORATION

The business transacted at the annual meeting of the Corporation shall include:

- a) presentation of the:
- i) minutes of the previous annual meeting;
 - ii) report of the unfinished business from any previous meeting of the Corporation;
 - iii) report of the Board Chair;
 - iv) report of the Chief of Staff;

- v) report of the Chief Executive Officer;
 - vi) report of the Treasurer;
 - vii) report of the Auditor; and,
 - viii) any other report(s) as determined by the Board from time to time,
- b) new business;
 - c) election of Trustees; and
 - d) the appointment of an Auditor to hold office until the next annual meeting and approval of the audited financial statements for the prior fiscal year ended March 31.

7. SPECIAL MEETINGS OF THE CORPORATION

- a) The Board or Chair may call a special meeting of the Corporation.
- b) The notice of a special meeting shall specify the purpose or purposes for which it is called.

8. ADJOURNED MEETING

- a) The meeting shall stand adjourned until a day within two (2) weeks to be determined by the Board if a quorum is not present within one-half hour after the time appointed for a meeting of the Corporation.
- b) At least three (3) days notice of the re-scheduled meeting following an adjournment shall be given by:
 - i) e-mail by e-mailing it to the last e-mail address on the records of the Corporation; or,
 - ii) prepaid mail by mailing it to the last known address on the records of the Corporation.

9. PROCEDURES

- a) The declaration of the Secretary of the Corporation or Chair of the Board that notice of a meeting has been given pursuant to this By-law, shall be sufficient and conclusive evidence of the giving of such notice.
- b) No error or omission in giving notice of a meeting of Members of the Corporation may invalidate resolutions passed or proceedings taken at the meeting. Any Member may at any time waive notice of such meeting and

may ratify, approve and confirm any or all resolutions passed or proceedings taken at the meeting.

10. QUORUM

A quorum for the annual meeting of the Corporation shall be nine (9) Members.

11. FISCAL YEAR

The fiscal year of the Corporation shall end with the 31st day of March in each year.

PART III – BOARD

12. BOARD COMPOSITION

- a) Trustees who may vote:
 - i) Eight Trustees at large; and,
 - ii) Four Municipal Trustees who are elected members of council; one from each of the Towns of Collingwood, Wasaga Beach and The Blue Mountains, and the Township of Clearview respectively.

- b) Trustees who may not vote:
 - i) the Chief Executive Officer;
 - ii) the Chief of Staff;
 - iii) the President of the Medical Staff;
 - iv) the Chief Nursing Executive; and
 - v) the Vice-President of the Medical Staff.

13. NOMINATIONS FOR ELECTION OF TRUSTEES

Nominations for election as Trustee at the annual meeting of the Corporation shall be made as follow:

- a) For Trustees at Large by:
The Governance and Quality Committee

- b) For Municipal Trustees by:
The Governance and Quality Committee after considering the recommendation of the council of the Municipality as to the elected member of the council of the Municipality from which the Trustee is to be nominated.

- c) Should a Municipality fail to recommend an elected member of its council, the Municipality seat on the Board shall remain vacant pending a recommendation from the Municipality.

14. BOARD NOMINATION PROCEDURE

In selecting persons as nominees for election to the Board, the Board shall:

- a) endeavour to provide for broad community representation after considering the list of appointed and ex officio Trustees;

- b) consider the names of all persons submitted as nominees in accordance with this By-law; and

- c) consider the potential contribution of any person nominated in relation to the function of the Hospital and the skills of the current members.
- d) Election of Trustees
 - i) Trustees at large shall be elected at the annual meeting of the Corporation.
 - ii) Each Trustee at large shall be elected for a period of three (3) years unless elected to fill the unexpired term created by any vacancy referred to in Section 14(f) and (g).
 - ii) Each year the term of office of at least two elected Trustees shall expire as of the date of the annual meeting of the Corporation.
- e) Qualifications
 - i) No member of the Professional Staff of the Hospital shall be eligible for election or appointment to the Board except as where otherwise provided in this By-law.
 - ii) No employee or former employee (unless five years has lapsed from employment) of the Hospital shall be eligible for election or appointment to the Board except as where otherwise provided in this By-law.
 - iii) No spouse, common law partner, child, parent, brother or sister of any person included in Section 14 (e) (i) or (ii), nor the spouse of any such child, parent, brother or sister shall be eligible for election or appointment to the Board.
 - iv) No person may be elected or appointed a Trustee before reaching 18 years of age.
 - v) Except for the Chief Executive Officer, the Chief of Staff, the President, the Vice-President of the Medical Staff and Chief Nursing Executive, no person may be elected or appointed a Trustee for more terms than will constitute nine (9) consecutive years of service, provided however, that following a break in the continuous service of at least one (1) year the same person may be re-elected or re-appointed a Trustee.
 - vi) No person other than the Trustees that may not vote, may be a Trustee for more than nine (9) consecutive years of service; provided, however, that a Trustee completing nine (9) years of service on the Board, may have his or her service as a Trustee extended so as to permit him or her to complete his or her term as the Chair of the Board; and that following a break of at least one (1) year in the continuous service, the same person may be an elected Trustee or a Trustee at large.

- vii) A Trustee must be a Member of the Corporation.
- f) Vacation and Termination of Office
 - i) The office of a Trustee shall automatically be vacated:
 - 1) if the Trustee becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
 - 2) if the Trustee, by notice in writing to the Board, resigns office, such resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
 - 3) if the Trustee fails to comply with the By-laws of the Corporation, including without limitation, the confidentiality requirements and conflict of interest requirements set out in this By-law;
 - 4) if at a special meeting of the Corporation a resolution is passed by at least two-thirds (2/3) of the votes cast by the Members of the Corporation at the special meeting removing the Trustee before the expiration of the Trustee's term of office; or,
 - 5) if the Trustee dies.
 - g) The Board may declare the office of a Trustee vacated when the Trustee is absent for two (2) consecutive Board or two (2) consecutive committee meetings, or if the Trustee is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period except in extenuating circumstances.
 - h) If a vacancy is not filled at the annual meeting or if a vacancy occurs at any time among the Trustees either by a resignation, by death or removal by the Members of the Corporation in accordance with Section 14 (f) or (g), or by the Board of Trustees pursuant to Section 14 (g) or by any other cause, such vacancy may be filled by a qualified person elected by the Board to serve until the next annual meeting.
 - i) Trustee's Remuneration

The Trustees shall serve as such without remuneration from the hospital and no Trustee shall directly or indirectly receive any profit from his or her position as such provided that a Trustee may be reimbursed reasonable expenses incurred by the Trustee in the performance of his or her duties.

15. RESPONSIBILITIES OF THE BOARD

The Board shall govern and manage the affairs of the Hospital and carry out the duties as per the *Public Hospitals Act* (Section 2).

16. CONFLICT OF INTEREST

- a) Any Trustee who has an interest directly or indirectly in a proposed contract or transaction or in a contract or transaction with the Hospital shall disclose in writing, or have entered in the minutes, the nature and extent of his or her interest in the contract or proposed contract or transaction at Board and committee meetings of the Trustees.
- b) In the case of a proposed contract or transition, the Trustee shall declare his or her interest at the meeting of the Board or committees of the Board at which the question of entering the contract or transaction is first taken into consideration or if he or she is not present at such meeting, then at the first Board meeting held thereafter. If the Trustee is not at the date of that meeting interested in the proposed contract or transaction, he or she shall make the declaration at the first Board meeting which is held after he or she became interested in the proposed contract or transaction. In the case where the Trustee becomes interested in a contract or transaction after it is made, the Trustee shall declare his or her interest at the first Board meeting held after he or she becomes so interested.
- c) No Trustee, Associate of a Trustee or the spouse, common law partner, dependent child, parent, brother or sister, or person living in the same household of a member of the Board of Trustees shall enter into any proposed contract or transaction or contact or transaction with the Corporation, except:
 - i) on a competitive bid basis or other basis in writing; and,
 - ii) where the Trustee had declared any interest therein and where he or she has absented him/herself from the meeting and where he or she has refrained from discussion and voting thereon.
- d) Trustees shall not vote on any matter in which they have a direct or indirect interest and shall declare the details of such interest prior to the discussion and vote on such matter.
- e) Any Trustee who has declared an interest in any proposed contract or transaction or contract or transaction or other interest with the Hospital which is being discussed shall absent him/herself during the discussion of and vote upon the matter and the event shall be recorded in the minutes.

17. CONFIDENTIALITY

Every Trustee, Officer, member of the professional staff, member of any and all committees, and employees of the Corporation shall respect the confidentiality of matters brought before the Board or before any committee or any matter dealt with in the course of the employer's employment or agent's activities with the Corporation or the professional staff members' activities in connection with the Corporation.

18. INDEMNIFICATION AND PROTECTION OF TRUSTEES AND OFFICERS

1. Indemnification

Every Trustee or Officer of the Corporation and every member of a committee and his or her heir, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Hospital, from and against:

- a) all costs, charges and expenses whatsoever which such Trustee, Officer or committee member sustains or incurs in or about any action, suit or proceeding for damages or otherwise which is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution or intended execution of the duties of his or her office.
- b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default; and,
- c) except as otherwise provided in the Act, no Trustee or officer for the time being of the Corporation shall be liable for:
 - a. the acts, receipts, neglects or defaults of any other Trustee or officer or employee;
 - b. any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by or for the Corporation;
 - c. the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out to invested;
 - d. any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with

whom or which any moneys, securities or effects shall be lodged or deposited;

- e. any loss, conversation, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation; or,
- f. any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of the Trustee's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Trustee's or officer's own wilful neglect or default.

2. Bonding-Fidelity Insurance

- a) Upon approval of the Board, the Corporation shall purchase and maintain insurance for the benefit of any Trustee or other person acting on behalf of the Corporation against any liability incurred by that person acting on behalf of the Corporation except where that liability relates to the person's failure to act honestly and in good faith.
- b) The requirements of Section 18 (2) (a) may be met by an alternative form of employee fidelity insurance such as, but not limited to, a blanket position bond, a commercial blanket bond, or a comprehensive dishonesty, disappearance and destruction policy, at the discretion of the Board.

19. OFFICERS

- a) The following shall be Officers of the Corporation;
 - i) the Chair;
 - ii) the Vice-Chair;
 - iii) the Treasurer; and,
 - iv) the President and Chief Executive Officer of the Corporation who shall also act as the Secretary.
- b) The Trustees shall elect a Chair from among themselves at the meeting immediately following each annual meeting of the Corporation.
- c) The Chair shall preside as the Chair of the Board and is herein referred to as the "Chair".
- d) The Board shall elect a Vice-Chair, who shall preside as the Vice-Chair of the Board, herein referred to as the "Vice-Chair" and a Treasurer at the meeting immediately following each annual meeting of the Corporation.

- e) The term of office for Chair, Vice-Chair or Treasurer is one (1) year with a limit of three (3) consecutive terms. Following a break in the continuous service of at least one (1) year, the same person may be re-elected to any office. Despite the provisions of this by-law with respect to the term of office of Treasurer, the Board may, by resolution, extend the term of Treasurer for an additional year or years beyond the maximum term set out in this by-law.
- f) Trustees who may not vote are not eligible for election as Chair, Vice-Chair or Treasurer.
- g) The Officers of the Corporation shall be responsible for the duties set forth in the By-laws and they are not necessarily required to perform such duties personally, but they may delegate to others the performance of any or all such duties.
- h) Any Officer of the Corporation shall cease to hold office upon resolution of the Board at any time.

20. DUTIES OF THE CHAIR

The Chair shall:

- a) chair all meetings of the Board;
- b) recommend to the Board appointment of chairs of committees of the Board;
- c) be responsible for the naming of Trustees to committees not otherwise provided for in this By-law;
- d) be chair of the Joint Conference Committee;
- e) report to each annual meeting of Members of the Corporation concerning the management and operations of the Hospital;
- f) represent the Corporation at public or official functions;
- g) be an ex-officio member of all committees of the Board; and,
- h) perform such other duties as may from time to time be determined by the Board.

21. DUTIES OF THE VICE-CHAIR

The Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and perform any other duties assigned by the Chair of the Board.

22. DUTIES OF THE TREASURER

The Treasurer shall:

- a) act as Chair of the Finance Committee;

- b) present an annual audited financial report to the Board and the Corporation of the financial operations of the Hospital; and,
- c) perform such duties as may from time to time be determined by the Chair of the Board.

23. DUTIES OF THE SECRETARY

The Chief Executive Officer of the Corporation shall be the Secretary and shall:

- a) attend meetings of the Board and Board Committees as required;
- b) keep minutes of all Board and Board Committee meetings and circulate the minutes to all members of the Board or Committee;
- c) attend to correspondence of the Board;
- d) prepare all reports required under any Act or Regulation of the Province of Ontario;
- e) be the custodian of all minutes books, documents and registers of the Corporation required to be kept by the provisions of the Corporations Act and all minutes, documents and records of the Board, including without limitation, a current record of the Members of the Corporation;
- f) keep copies of all testamentary documents and trust instruments of the Corporation and provide the office of the Public Guardian and Trustee with attested or notarial copies of such documents as required pursuant to the *Charities Accounting Act* (Ontario);
- g) be the custodian of the seal of the Corporation;
- h) give such notice as required by the By-laws of all meetings of the Corporation, the Board and its Committees; and,
- i) perform such other duties as may from time to time be determined by the Board.

24. DUTIES OF THE PRESIDENT AND 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.

25. REGULAR MEETINGS OF THE BOARD AND NOTICE

- a) The Board shall meet at the Head Office of the Corporation on the Fourth Thursday of each month at 1800 hours in the evening, or such other place, time and day as the Board may from time to time determine.
- b) The Secretary shall give notice of the meeting to the Trustees if the meeting is to be held at another time or day or at a place other than the Head Office. If notice is to be given it shall be communicated to each Trustee at least twenty-four (24) hours in advance of the meeting.
- c) There shall be at least eight (8) regular meetings of the Board per annum.
- d) A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation.

26. TELEPHONE MEETING

If all Trustees present at or participating in the meeting consent, a meeting of Trustees or of a committee may be held by such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and the Trustee or committee member participating in the meeting by those means is deemed to be present at the meeting.

27. SPECIAL MEETINGS OF THE BOARD AND NOTICE

- a) The Chair may call special meetings of the Board;
- b) The Secretary shall call a special meeting of the Board if three Trustees so request in writing;
- c) Notice of a special meeting of the Board shall specify the purpose of the meeting, and be communicated to each Trustee at least twenty-four (24) hours in advance of the meeting.

28. BOARD MEETINGS - CHAIR

Board meetings shall be chaired by:

- a) the Chair;
- b) the Vice-Chair if the Chair is absent; or,
- c) a Trustee elected by the Trustees present if the Chair and Vice-Chair are both absent.

29. PROCEDURES FOR BOARD MEETINGS

- a) The declaration of the Secretary or Chair that notice has been given pursuant to the By-law, shall be sufficient and conclusive evidence of the giving of such notice.
- b) No error or omission in giving notice for a meeting of Trustees shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Trustee may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.
- c) A member of the public may attend and make a presentation to the Board only upon:
 - i) invitation by the Chair of the meeting through the Chief Executive Officer;
 - ii) invitation by the Chief Executive Officer with the approval of the Chair of the meeting; or,
 - iii) resolution of the Board.
- d) Minutes shall be kept of all meetings of the Board.
- e) Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:
 - i) except as provided by Section 29(e)(ii) votes shall be taken in the usual way by a show of hands.
 - 1) the Chair shall not have a vote; and
 - 2) if there is an equality of votes, the Chair shall vote in order to break the tie.
 - ii) votes shall be taken by written ballot if so demanded by any voting member present.
 - 1) the Chair shall have a vote; and,
 - 2) if there is an equality of votes, the motion is lost.
 - iii) a declaration by the Chair that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

30. QUORUM FOR MEETINGS

A quorum for any meeting of the Board shall be a majority of the Trustees who may vote.

31. RULES OF ORDER

Any questions of procedure at any meetings 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 Corporations Act or by the *Public Hospitals Act* or Regulations thereunder, or the Professional Staff Rules, shall be determined by the Chair in accordance with the most current issue of Robert's Rules of Order.

32. COMMITTEES OF THE BOARD

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

- a) Standing Committees, being those committees whose duties are normally continuous; and
- b) Special Committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- c) Functions, Duties, Responsibilities and Powers of Committees
The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board.
- d) Committee Members, Chair
Unless otherwise provided by By-law or by Board resolution, the Board shall appoint the members of the committee, the chair of the committee and, if desirable, the vice-chair thereof. The members of any committee (other than an Executive Committee, if any) need not be Directors of the Corporation. The members and the chair and vice-chair of a committee will hold their office as the will of the Board. Each chair of a Standing Committee shall be a member of the Board. Unless otherwise provided, the Chair and Chief Executive Officer shall be ex-officio members of all committees.
- e) 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.

- f) Executive Committee
The Board may, but shall not be required to, elect an Executive Committee consisting of not fewer than three (3) Trustees 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 may be removed by a majority vote of the Board.

33. RETENTION OF WRITTEN STATEMENTS

The Chief Executive Officer shall cause to be retained, in accordance with the *Public Hospitals Act*, all written statements made in respect of the destruction of medical records, notes, charts and other material relating to patient care and photographs thereof.

34. EXECUTION OF DOCUMENTS

- a) The Chair or Vice-Chair together with the Treasurer or Chief Executive Officer of the Corporation jointly shall sign on behalf of the Corporation and affix the Corporate seal to all contracts, agreements, conveyances, mortgages, or other documents, as may be required by law or as authorized by the Board.
- b) The Board may from time to time, by resolution, authorize any person or persons to sign documents on behalf of the Corporation.

35. SEAL

The seal of the Corporation shall be in the form impressed hereon.

36. INVESTMENTS

- a) With respect to monies or property held in trust by the Corporation, the Board may invest only in securities authorized by the *Trustee Act* (Ontario), unless the trust instrument indicates otherwise.
- b) Notwithstanding the provisions contained in Section 36(a) above, the Board may, in its discretion retain investments which are given to the Corporation in specie.

37. ENDOWMENT BENEFITS

- a) No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by Section 36 (a) and 36 (b).

- b) The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of, the Corporation.
- c) The Secretary shall by registered mail, give notice to the Public Guardian and Trustee, in accordance with the terms of the *Charities Accounting Act* (Ontario), of the benefits referred to in Section 37 (b) which come into the control or possession of the Corporation and the notice shall be accompanied by an attested or notarial copy of the testamentary or trust document.
- d) The Corporation shall apply any trust funds of the Corporation only to the designated purpose(s) for which such funds were intended. Under no circumstances shall the Corporation transfer any funds held in trust by the Corporation to any other individual or entity, unless such transfer complies with all applicable law, including without limitation, the *Charities Accounting Act* (Ontario) and the *Trustee Act* (Ontario).
- e) The Secretary shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

38. AUDITOR

- a) The Corporation shall at its annual meeting appoint an Auditor who shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the Public Accounting Act, to hold office until the next annual meeting of the Corporation.
- b) The Auditor shall have all the rights and privileges as set out in the Corporations Act of Ontario and shall perform the audit function as prescribed therein.
- c) In addition to reporting at the annual meeting of the Corporation, the Auditor shall from time to time report to the Board through the Audit Committee and the Finance/Human Resources Committee on the audit work and related recommendations.

PART IV – VOLUNTARY ASSOCIATIONS

39. AUTHORIZATION

The Board may sponsor the formation of a voluntary association(s) as it deems advisable.

40. PURPOSE

Such association shall be conducted with the advice of the Board for the general welfare and benefit of the Corporation and the patients treated by the Corporation.

41. CONTROL

Each such association shall elect its own officers and formulate its own By-laws, but at all times the By-laws, objects and activities of each such association shall be subject to review and approval by the Board.

42. REPRESENTATION ON BOARD

The Board may determine a mechanism to provide for representation by the voluntary association(s) on the Board.

43. AUDITOR

- a) Each unincorporated voluntary association shall have its financial affairs reviewed for the purposes of assuring reasonable internal control. Subject to Board approval, a review engagement is acceptable for this purpose.
- b) The auditor for the Corporation may be the auditor for the voluntary association(s) under this section.

PART V – AMENDMENTS

44. AMENDMENTS TO BY-LAWS

- a) The Board may pass or amend the By-laws of the Corporation from time to time.
- b) Where it is intended to pass or amend the By-laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Trustee at his or her address as shown on the records of the Corporation by ordinary mail, email, facsimile or courier not less than ten (10) days before the meeting.
- c) Where the notice of intention required by Section 44 (b) is not provided, any proposed By-laws or amendments to the By-laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.
- d) Subject to Section 44 (f) and the *Corporations Act* (Ontario), a By-law or an amendment to a By-law passed by the Board has full force and effect.
 - i) from the time the motion was passed; or,
 - ii) from such future time as may be specified in the motion.
- e) 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.
- f) The members 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.
- g) In any case of rejection, amendment, or refusal to approve a By-law or part of a By-law in force and effect in accordance with any part of this section, no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or refusal to approve.

45. AMENDMENTS TO PROFESSIONAL STAFF BY-LAW

Prior to submitting the Professional Staff By-law to the process established in Section 44, the following procedures shall be followed:

- a) notice specifying the proposed Professional Staff By-law or amendment thereto shall be posted;
- b) the Professional Staff shall be afforded an opportunity to comment on the proposed Professional Staff By-law or amendment thereto; and,
- c) the Medical Advisory Committee may make recommendations to the Board, concerning the proposed Professional Staff By-law or amendment thereto.

46. RULES AND PROCEDURES

- a) Rules of Order
Any questions of procedure at or for any meetings of Members of the Corporation, or the Board, or 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 Professional Staff Rules and Regulations, 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.
- b) 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 Trustees and offices, provided however that any such Rule shall be consistent with the provision of this By-law.

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