

BY-LAW No. 1



**WINDSOR
REGIONAL
HOSPITAL
FOUNDATION**

Approved October 15, 2015

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BY-LAW

ARTICLE 1. DEFINITIONS AND INTERPRETATION

1.01 Definitions

In this By-Law, the following words and phrases shall have the following meanings, respectively:

- (a) “**Act**” means *Corporations Act* (Ontario) and/or the *Not-for-Profit Corporations Act*, 2010 (Ontario) and, where the context requires, includes the regulations made under it;
- (b) “**Articles**” means any document or instrument that incorporates a corporation or modifies its incorporating document or instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act;
- (c) “**Associates**” includes the parents, siblings, spouse or common law partner of the Director as well as any organization, agency, company or individual (such as a business partner) with a formal business relationship to a Director;
- (d) “**Board**” means the board of Directors of the Corporation;
- (e) “**By-Law**” means any by-law of the Corporation from time to time in effect, including this By-Law No. 1;
- (f) “**Executive Director**” means the senior employee of the Corporation appointed by the Board to manage and administer the day-to-day affairs of the Corporation;
- (g) “**Corporation**” means the Windsor Regional Hospital Foundation;
- (h) “**Excluded Person**” means:
 - (i) a person who is not an individual;
 - (ii) a person who is under eighteen (18) years old;
 - (iii) a person who has been found under the *Substitute Decisions Act* (Ontario), 1992 or under the *Mental Health Act* (Ontario) to be incapable of managing property;
 - (iv) a person who has been found to be incapable by any court in Canada or elsewhere;
 - (v) a person who has the status of bankrupt;

- (vi) any person who has been convicted of an indictable offence;
 - (vii) any person who has been found guilty of a "relevant criminal offence" (criminal offences that relate to financial dishonesty or are otherwise relevant to the operation of a charity, including fraud, tax evasion and theft);
 - (viii) any person who has been found guilty of a non-criminal "relevant offence" (offences that relate to financial dishonesty or are otherwise relevant to the operation of a charity, including violations of fundraising, consumer protection or securities legislation);
 - (ix) a director of a charity during a period in which the charity engaged in conduct that was a serious breach of the requirements for registration for which the charity had its registration revoked; or
 - (x) a promoter of a gifting arrangement or other tax shelter in which a charity participated and the registration of the charity has been revoked;
- (i) "**Director**" means a member of the Board;
 - (j) "**Head Office**" means the head office of the Corporation at 1995 Lens Avenue, Windsor, Ontario, N8W 1L9, or such other place as the Board determines by Special Resolution from time to time;
 - (k) "**Hospital**" means the Windsor Regional Hospital;
 - (l) "**Member**" means an individual who is a Director.
 - (m) "**Officer**" means those officers of the Corporation set out in section 7.01;
 - (n) "**President**" means the elected Director elected by the Directors to be the President of the Corporation; and
 - (o) "**Special Resolution**" means a resolution passed by the Directors and confirmed by at least two thirds (2/3) of the votes cast at a special meeting of the Members duly called for that purpose.

1.02 Interpretation

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

- (a) the use of the singular number shall include the plural and vice versa and the use of gender shall include the masculine, feminine and neuter genders;

- (b) the headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (c) any references herein to any laws, by-laws, rules, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

1.03 Procedures

- (a) Any Director, officer, employee or member of the public, as the context requires and as is permitted by the By-Law, the Charters or the Policies of the Corporation, may participate in a meeting of the Board or of a committee of the Board, or a meeting of the Members, by means of telephone conference or electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in such a meeting by such means is deemed for the purposes of the *Corporations Act* and this By-Law to be present at the meeting. It is recognized that participating by telephone conference, electronic or other communication facilities is the exception and every effort must be made to attend and participate in meetings in person.
- (b) The business arising at any meeting of the Corporation, the Board or any committee established pursuant to this By-Law shall be decided by a majority of votes unless otherwise required by statute, provided that:
 - (i) unless otherwise specified, each Member, each Director and each committee member shall be entitled to one (1) vote at any meeting of the Corporation, Board or committee, respectively;
 - (ii) votes shall be taken in the usual way, by show of hands or by oral or written communication where participation is by telephone conference, electronic or other means of simultaneous communication, among all Members, Directors and committee members present and, in the event of a tie, the motion is lost, except that at a meeting of the Members the chair of the meeting is entitled to a casting vote in the event of a tie;
 - (iii) a motion to elect the Directors and Board officers by acclamation shall require a mover and seconder and one (1) vote cast by the chair of the meeting;
 - (iv) after a vote has been taken on any question, the chair of the meeting may require, or any person entitled to vote on the question may demand, a poll thereon. A demand for a poll may be

withdrawn at any time prior to the taking of the poll. Upon a poll, each individual present in person and entitled to vote at such meeting shall have one (1) vote and the result of the poll shall be the decision of the Members, the Board or the committee, as the case may be; and

(v) whenever a vote by show of hands shall have been taken on a question, unless a poll is required or demanded, a declaration by the chair of the meeting 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 that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

(c) Any questions of procedure at or for any meetings of the Corporation, of the Board, or of any committee that have not been provided for in a Board policy or in this By-Law or by the Act shall be determined by the chair of the meeting in accordance with Roberts Rules of Order.

1.04 Repeal of Previous By-Laws

All previous By-Laws relating to the administration of the affairs of the Corporation are hereby repealed and replaced with this By-Law #2.

ARTICLE 2. OBJECTS OF THE CORPORATION

2.01 Objects of the Corporation

The objects of the Corporation set out in the Articles.

ARTICLE 3. MEMBERSHIP OF THE CORPORATION

3.01 Membership

(a) The Directors of the Corporation are ex-officio, the Members of the Corporation.

(b) An Excluded Person is disqualified from being a Director of the Corporation.

3.02 Termination, Discipline and Resignation of Membership

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

(i) upon death, resignation or termination of the Member;

(ii) violating any provision of the Articles, By-Law, or written Policies of the Corporation;

- (iii) carrying out any conduct which may be detrimental to the Corporation or for any other reason as determined by the Board in its sole and absolute discretion;
 - (iv) in the event that the Member ceases to meet the qualifications set out for membership in this By-Law, such determination to be made in the absolute sole discretion of the Board; or
 - (v) when the person ceases to be a Director of the Corporation.
- (b) In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the President, or such other officer as may be designated by the Board, shall provide fifteen (15) days notice of suspension or termination to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received, within such fifteen (15) day period. In the event that no written submissions are received by the President, the President or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further fifteen (15) days from the date of receipt of the submissions.
- (c) A Member of the Corporation who claims to be aggrieved because they were disciplined or because their membership was terminated may apply to the court for an order that the court thinks fit.
- (d) Any member may resign his/her membership in the Corporation by resignation in writing which shall be effective upon acceptance thereof by the Board.
- (e) A membership shall terminate upon a resolution passed at a meeting of the Board and confirmed by a two-thirds (2/3) affirmative vote at a general meeting of the Corporation for failing to maintain the appropriate qualifications for membership as set out in section 3.02 or for any other cause.
- (f) No resolution to terminate a membership shall be moved except after having given the member at least 10 (ten) days' notice thereof.

ARTICLE 4. ANNUAL AND SPECIAL MEETINGS OF MEMBERS OF THE CORPORATION

4.01 Annual Meetings

- (a) The Corporation shall hold an annual meeting of its Members not later than fifteen (15) months after the holding of the last preceding annual meeting.

- (b) The annual meeting of the Members shall be held at the Head Office, or such other place in Windsor, on such day in each year and at such time as the Board may by resolution determine.
- (c) The business transacted at the annual meeting of the Corporation shall include:
 - (i) reading and/or circulation and consideration of:
 - (A) the financial statements; and
 - (B) the auditor's report;
 - (ii) election of Directors; and
 - (iii) the appointment of the auditor for the coming year.

Any other items of business conducted at a meeting of the Members shall be deemed to be special business.

- (d) No item of other business shall be considered at the annual meeting unless notice in writing of such item of special business has been given to the Secretary prior to the giving of notice of the annual meeting so that such item of special business can be included in the notice of annual meeting. If the item of special business is requisitioned by the Members, the Members requisition must comply with section 4.02.

4.02 Special Meetings

- (a) The President may call a special meeting of the Corporation.
- (b) Not less than one-tenth (1/10) of the Members of the Corporation entitled to vote at a meeting proposed to be held may, in writing, requisition the Directors to call a special meeting of the Members for any matter significantly related to the activities or affairs of the Corporation that is properly within the purview of the Members' role in the Corporation and that is not inconsistent with the Act. The requisition shall be deposited at the Head Office of the Corporation and may consist of several documents in like forms signed by one or more Members.
- (c) If the Directors, acting in their sole and absolute discretion, determine that:
 - (i) the requisition meets the qualifications set out in paragraph 4.02(b), the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition that met the one-tenth (1/10th) threshold requirement; or
 - (ii) (A) the requisition does not meet the qualifications set out in paragraph 4.02(b); or

- (B) the primary purpose of the requisition is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, officers, or Members; or
- (C) the requisition does not relate in a significant way to the activities or affairs of the Corporation; or
- (D) substantially the same requisition was submitted to Members in a notice of a meeting of the Members held not more than two (2) years before the receipt of the requisition and the requisition was defeated; or
- (E) the rights conferred by this section are being abused to secure publicity,

the Directors shall provide the requisitioning Members written notice of their determination not to call a meeting within twenty-one (21) days of the date calculated pursuant to clause (i) above.

- (d) If the Board, acting in its sole discretion, determines that the requisition meets the qualifications set out in paragraph (b) above, the Board shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition.

4.03 Notice of Annual and Special Meeting

- (a) Notice of the annual meeting of the Corporation shall be given to all Members by an appropriate means, which may include electronic transmission, not less than ten (10) days in advance of the meeting and not more than fifty (50) at the last address of the Member as shown in the records of the Corporation.
- (b) The notice of such meeting shall contain sufficient information concerning such business to permit the Member to form a reasoned judgement on the decision to be taken and the text of any special resolution to be submitted to the meeting.
- (c) A Member or any other person entitled to notice of a meeting of Members may waive notice of any meeting of Members. Attendance of any Member at a meeting of Members shall constitute a waiver of notice of the meeting, except where such Member attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.04 Quorum

- (a) The quorum of a meeting of the Members of the Corporation shall consist of a majority of the Members.

- (b) If, within one-half hour after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the President. At least forty-eight (48) hours' notice of the adjourned meeting shall be given.

4.05 Chair

The chair of a meeting of the Corporation shall be:

- (a) the President of the Corporation; or
- (b) if the President of the Corporation is absent, the Vice-President of the Corporation; or
- (c) if the President and the Vice-President are both absent, a Director elected by the Members present to serve as chair.

4.06 Written Resolutions

A resolution signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members.

ARTICLE 5. BOARD OF DIRECTORS

5.01 Nominations and Elections

- (a) The Nominating Committee shall review all nominations for persons to be elected as Directors of the Corporation and shall prepare a slate of the names of those persons that it feels appropriate to nominate for election to the Board or to fill any vacancies.
- (b) Elections for the Directors shall be at the annual meeting of the Corporation.

5.02 Composition

- (a) The board shall consist of a maximum of twenty-five (25) Directors and a minimum of eleven (11) of whom one (1) shall be ex-officio as more particularly set out in paragraph (b) below.

- (b) Ex-Officio Voting

One Director selected by the Windsor Regional Hospital Board of Directors shall be ex-officio a Director of the Corporation and shall hold office until a successor is appointed in accordance with this By-Law.

5.03 Qualification of Directors

- (a) An Excluded Person is disqualified from being a Director of the Corporation.
- (b) Except for the President, Vice President and Past-President, no person may be elected or appointed a Director for more terms than will constitute six (6) consecutive years of service, provided however that following a break in continuous service of at least one year the same person may be re-elected or re-appointed a Director.
- (c) The President, Vice-President and the Past-President for the immediately preceding term are exempt from the limitation described in 5.03(b) provided that the individuals are progressing through these offices of the Board.

5.04 Election or Appointment of Directors and Term of Office

- (a) The elected Directors shall be elected by the Members at meetings of the Members and shall retire in rotation. Directors shall be elected at each annual meeting for a term of up to two (2) years expiring on the date of the annual meeting at the end of their designated term.
- (b) Subject to the provisions of this By-Law, as of the effective date of this By-Law, the elected Directors shall be eligible for re-election to a maximum of three (3) two (2) year terms.
- (c) From time to time in the event of any vacancy among the elected Directors (except through an increase in the number of Directors), such vacancy may be filled by the Directors if they shall see fit to do so; otherwise, such vacancy may be filled at the next meeting of members; and any Directors appointed or elected to fill any such vacancy shall hold office for the unexpired term of the Directors who ceased to be a Director and who caused such vacancy.

5.05 Removal of Directors

- (a) The office of an elected Director shall automatically be vacated if the Director fails to meet the qualification of Director requirements set out in this By-Law.
- (b) The office of any elected Director may, at a special meeting of the Members, be terminated by a simple majority resolution of the Members:
 - (i) if a Director fails to comply with the Act, the Corporation's Articles, By-Law, Charters or Policies, including without limitation the confidentiality, Conflict of Interest and standards of care requirements; or
 - (ii) if a Director's conduct is determined to be detrimental to the Corporation; or

- (iii) for any other reason that the Members consider to be reasonable, having regard to the purpose of the Corporation.
- (c) If a vacancy occurs at any time among the Directors either by a resignation, death or removal in accordance with paragraph (a) or (b) above, or by any other cause, such vacancy may be filled by a qualified person elected by the Board to fill the unexpired term, provided that the requirements of section 5.03 are complied with.

5.06 Remuneration of Directors

The Directors of the Corporation shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

5.07 Conflict of Interest

- (a) Every Director who, either directly or through one of his/her Associates, has or thinks he/she may potentially have a Conflict of Interest with respect to a proposed or current material contract, transaction, matter or decision of the Corporation, shall disclose the nature and extent of the Conflict of Interest at a meeting of the Board.
- (b) The declaration of interest shall be disclosed at the meeting of the Board at which the material contract, transaction, matter or decision is first raised.
- (c) If the Director, or his/her Associates, becomes interested in a material contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting following the Director's perception or apprehension of a conflict.
- (d) In the case of an existing material contract, transaction, matter or decision, the declaration shall be made at the first meeting of the Board after the individual becomes a Director or the interest comes into being.
- (e) After making such a declaration, no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting, on a material contract, transaction, matter or decision, nor shall the Director be counted in any required quorum with respect to the vote.
- (f) If a Director has made a declaration of Conflict of Interest in compliance with this By-Law, the Director is not accountable to the Corporation for any profits he/she may realize from the material contract, transaction, matter or decision.
- (g) If the Director fails to make a Declaration of his/her interest in a material contract, transaction, matter or decision, as required by this By-Law, this failure may be

considered grounds for termination of his/her position as a Director, in addition to any other remedies available to the Corporation under statute, equity or common law.

- (h) The failure of any Director to comply with the Conflict of Interest provisions of this By-Law does not, in or of itself, invalidate any material contract, transaction, matter or decision undertaken by the Board.
- (i) If a Director believes that any other Director is in a Conflict of Interest position with respect to any material contract, transaction, matter or decision, the Director shall have his/her concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Board with respect to the allegation. Thereafter, at the request of the Director who recorded the initial concern, the Board, after the Director alleged to have a Conflict of Interest has absented himself/herself from the room, shall 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 finds the person in a Conflict of Interest, that interested Director shall absent himself/herself 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.
- (j)
 - (i) A Director of the Corporation may have interests with stakeholders of the Corporation which may appear to be a conflict of interest. The Board recognizes that where the perceived conflicts related to non-profit stake-holders/partners that share common goals with the Corporation that the benefits of having such members on the Board outweigh the potential difficulties relating to the perceived or actual conflict of interest.
 - (ii) The benefits include:
 - (A) reflection of the operational reality of the inter-relationship that the Corporation has with key stakeholders/partners that is critical to the Corporation achieving its mission and vision, and
 - (B) increased capacity of the Board because it leads to fuller and more informed deliberation on issues that have cross-organizational implications.
 - (iii) For reasons reviewed above, notwithstanding provision to the contrary contained in paragraph 5.07(b) of this By-Law, where a member has an actual or perceived conflict of interest relating to a not-for-profit partner or stakeholder, the Board member shall be entitled to be present at and take part in the deliberations with

respect to the proposed matter, material contract or transaction or matter but shall not be entitled to vote.

- (k) If the Board finds that the person is not in conflict, the Board will then vote on the material contract, transaction, matter or decision and the votes of each Director shall be recorded.
- (l) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes by the Board.
- (m) 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 , provided such number is not less than three (3).
- (n) Where, in the circumstances mentioned in the preceding paragraph, the remaining number of Directors who are not prohibited from participating in the meeting is less than three (3), the President may apply to the Superior Court of Justice on an *ex parte* basis for an order authorizing the Board to give consideration to, discuss and vote on the matter out of which the interest arises, or such other relief as the Court may consider appropriate.

5.08 Confidentiality/Public Relations

- (a) Every Director, Officer, and employee of the Corporation and every member of a committee appointed or authorized by the Board shall respect the confidentiality of matters brought before the Board or any such committee or coming to his/her attention in the course of his/her duties, keeping in mind that unauthorized statements may adversely affect the interests of the Corporation.
- (b) No statements respecting such matters shall be made to the public or the press by any Director, Officer, or employee except as authorized by the Board.
- (c) Persons, other than persons referred to in paragraph (a) above, permitted to attend any meeting of the Board or any meeting of a committee established or authorized by the Board or by the By-Law shall be advised that they are required to respect the confidentiality of all matters coming to their attention during any such meeting and shall undertake accordingly.

5.09 Directors to Supervise the Management of the Corporation

- (a) The Board shall be responsible for the governance of the Corporation and supervision of the management of the activities and affairs of the Corporation.
- (b) The Board may, from time to time, develop and adopt Board Charters setting out in greater detail its roles and responsibilities.

5.10 Standard of Care

Every Director and Officer of the Corporation, in exercising his/her powers and discharging his/her duties, shall:

- (a) act honestly and in good faith with a view to the best interests of the Corporation;
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances;
- (c) comply with the Act; and
- (d) comply with the Corporation's Articles and By-Law.

5.11 Indemnification And Insurance

- (a) The Corporation shall indemnify the Directors or Officers of the Corporation, the former Directors or Officers of the Corporation or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, 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 because of that association with the Corporation or other entity.
- (b) The Corporation shall advance money to the Director, Officer or other individual referred to in paragraph 5.11(a) for the costs, charges and expenses of an action or proceeding referred to in that paragraph, but the individual shall repay the money if the individual does not fulfil the conditions set out in paragraph 5.11(c).
- (c) The Corporation shall not indemnify an individual under paragraph 5.11(a) unless,
 - (i) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
 - (ii) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his/her conduct was lawful.
- (d) The indemnity provided for in the preceding paragraph 5.11(a) shall not apply to any liability which a Director or Officer of the Hospital may sustain or incur as the result of any act or omission as a member of the Professional Staff of the Hospital.

- (e) The Corporation shall purchase and maintain insurance for the benefit of an individual referred to in paragraph 5.11(a) against any liability incurred by the individual,
 - (i) in the individual's capacity as a Director or Officer of the Corporation; or
 - (ii) in the individual's capacity as a Director or Officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

ARTICLE 6. REGULAR AND SPECIAL MEETINGS OF THE BOARD

6.01 Regular Meetings

- (a) The Board shall meet at the Head Office or another place in Ontario determined by the Board, at such time as the Board may from time to time determine.
- (b) The Board shall meet at least quarterly.
- (c) No person other than Board members may attend meetings of the Board except:
 - (i) upon the invitation by the President through the Executive Director; or
 - (ii) upon the invitation by the Executive Director with the approval of the President.

6.02 Special Meetings

Special meetings of the Board shall be called by the Secretary on the request of any of the following:

- (a) the President; or
- (b) any five (5) Directors, by written request.

6.03 Notice of Regular and Special Meetings

- (a) Notice of regular Board meetings shall be sent by ordinary mail, electronic transmission or courier at least five (5) days before the date on which the meeting is to be held.
- (b) Notice of a special meeting of the Board may be given by telephone and or electronic transmission and shall be given at least twenty-four (24) hours in advance of the meeting. The notice of a special meeting shall state the purpose for which it is called.

- (c) Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the annual meeting of Members at which the Board is elected.

6.04 Quorum

- (a) A quorum at any meeting of the Board shall consist of a majority of the Directors.
- (b) No meeting of the Board shall be duly constituted for the transaction of business unless a quorum is present. There will be no representation by proxy at any Board meeting.
- (c) If, within one-half 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 President. At least forty-eight (48) hours' notice of the adjourned meeting shall be given.

6.05 Chair of Board Meetings

Board meetings shall be chaired by:

- (a) the President;
- (b) the Vice-President if the President is absent; or
- (c) a Director elected by the Directors present if the President and Vice-President are both absent.

6.06 Voting

- (a) Subject to paragraph 6.06(b) and 6.07 below, at all regular and special meetings of the Board, voting shall be determined in accordance with the process set out in paragraph 1.03.
- (b) Despite any other provisions of this By-Law, any Director entitled to vote at a meeting may at any time require that the vote be recorded. The request for a recorded vote does not require a motion and is not debatable or amendable.
- (c) A Director who is present at a meeting of the Directors or of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless,
 - (i) the Director's dissent is entered in the minutes of the meeting;
 - (ii) the Director requests that his/her dissent be entered in the minutes of the meeting;

- (iii) the Director gives his/her dissent to the secretary of the meeting before the meeting is terminated; or
 - (iv) the Director submits his/her dissent immediately after the meeting is terminated to the Corporation.
- (d) 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 days after becoming aware of the resolution, the Director,
 - (i) causes his/her dissent to be placed with the minutes of the meeting; or
 - (ii) submits his/her dissent to the Corporation.

6.07 Written Resolutions

A resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.

ARTICLE 7. OFFICERS

7.01 Officers

- (a) The Board shall elect at its first meeting following the annual meeting of the Corporation the following Officers of the Corporation from amongst the Directors:
 - (i) the President;
 - (ii) the Vice-President of the Corporation;
 - (iii) the Secretary; and
 - (iv) the Treasurer.
- (b) Any Officer of the Board shall cease to hold office upon resolution of the Board.
- (c) Upon the election of the President by the Board, the immediately preceding President may remain on the Board and serve as Past-President.

7.02 Duties of the President of the Corporation

The President shall, without limitation:

- (a) preside at all meetings of the Board and act as chair of such meetings;

- (b) report to the Directors and Members at the annual meeting of the Corporation and at all such other times as the President may consider advisable or necessary, concerning the operations of the Corporation; and
- (c) assume and perform such other duties as may from time to time be assigned to him/herself by the Board.

7.03 Duties of the Past-President

- (a) The Past-President shall serve as a resource to the new officers of the Corporation and perform such duties as may be assigned from time to time by the President.

7.04 Duties of the Vice-President of the Corporation

The Vice-President of the Corporation shall:

- (a) have all the powers and perform all the duties of the President during the absence or disability of the President; and
- (b) perform such other duties, if any, as may be from time to time assigned by the Board.

7.05 Duties of the Secretary

- (a) The Secretary shall:
 - (i) ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and committees appointed or authorized by the Board;
 - (ii) have custody of all minute books, documents and registers of the Corporation and ensure that the same are maintained as required by the Act and other applicable legislation;
 - (iii) be the custodian of the seal of the Corporation; and
 - (iv) perform such other duties as may be required of the Secretary by the Board.
- (b) The Secretary may delegate the performance of his/her duties to any person(s) as approved by the Board, but the Secretary shall retain responsibility for ensuring the proper performance of such duties.

7.06 Duties of the Treasurer

- (a) The Treasurer of the Corporation shall:

- (i) keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation;
 - (ii) under the direction of the Board, control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; and
 - (iii) perform such other duties as may from time to time be assigned to the Treasurer by the Board.
- (b) The Treasurer may delegate the performance of his/her duties to any person(s) as approved by the Board, but the Treasurer shall retain responsibility for ensuring the proper performance of such duties.

7.07 Duties of the Executive Director

- (a) The Executive Director shall be appointed by the Board.
- (b) The Executive Director shall be responsible to the Board for the management of the activities and affairs of the Corporation. The Executive Director's duties include the exercise of the authority delegated to the Executive Director by the Board through Board Charters and Policies.

7.08 Vacancies

If the office of any Officer shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors shall elect or appoint a Director to fill such vacancy.

ARTICLE 8. COMMITTEES OF THE BOARD

8.01 Establishment of Committees

- (a) The Board may establish standing and special committees whose members will hold their offices at the will of the Board.
- (b) The standing committees of the Board shall be the Nominating Committee, Governance & By-Law Committee, Fundraising Committee and the Finance & Investment Committee, and such other standing committees of the Board whose duties are normally continuous. The members of the standing committees shall be appointed to one year-term which may be renewed annually.
- (c) Special committees shall be those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.
- (d) The members of any committee need not be Directors of the Corporation.

8.02 Terms of Reference for Committees

The functions, duties, responsibilities, composition (including chair), term and mandate of all other committees shall be provided either in a Board Committee Charters to be prepared and reviewed by the Board annually or in the resolution of the Board by which such committee is established.

8.03 Quorum and Procedures for Committees

- (a) Unless otherwise determined by the Board, a quorum for a committee shall consist of a majority of the voting members of a committee.
- (b) Procedures at committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or in the Board Committee Charters.

ARTICLE 9. FINANCIAL MATTERS

9.01 Bonding-Fidelity Insurance

- (a) Directors, Officers and employees, as the Board may designate, shall secure from a guarantee company a bond of fidelity of an amount approved by the Board.
- (b) At the discretion of the Board, the requirements of paragraph (a) above 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.

9.02 Authorized Signing Officers

- (a) Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by two of the following: President, Vice-President, Secretary, Treasurer or Executive Director of the Corporation or such other official designated by the Board. The Secretary shall affix the seal of the Corporation to such instruments as require the same.
- (b) Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any one of the President, Vice-President, Secretary, Treasurer and the Executive Director or by any person authorized by the Board.

9.03 Banking and Borrowing

- (a) Bank accounts of the Corporation shall be kept at such banks and in such places and shall be operated in such manner and by such person or persons as the Board shall from time to time determine by by-law.

- (b) Any two of the President, Vice-President, Secretary and the Treasurer of the Corporation, and/or the Executive Director are hereby authorized for and in the name of the Corporation:
- (i) to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques, and orders for payment of money on the recommendation of the Finance/Audit and Resources Committee;
 - (ii) to receive and deposit all Corporation monies in the bank designated under paragraph (a) above, and give receipts for same;
 - (iii) subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bonds, or other securities;
 - (iv) to transact with the said bank any business which they may think fit;
 - (v) to negotiate with, deposit with, endorse or transfer to the bank, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
 - (vi) from time to time, to arrange, settle, balance, and certify all books and accounts between the Corporation and the bank designated by the Board under paragraph (a) above;
 - (vii) to receive all paid cheques and vouchers; and
 - (viii) to sign the bank's form of settlement of balance and release.
- (c) The Board may from time to time:
- (i) borrow money on the credit of the Corporation;
 - (ii) issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation;
 - (iii) charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation; and
 - (iv) delegate the powers conferred on the Board under this paragraph to such Officer or Officers of the Corporation and to such extent and in such manner as the Directors shall determine.

9.04 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 Secretary of the Corporation (or delegate) for safekeeping.

9.05 Investments

- (a) The Board may invest in any investments which are authorized by the Corporation's investment policy.
- (b) The Corporation's investment policy shall be determined from time to time by the Corporation's Board of Directors and shall be in accordance with the *Trustee Act* (Ontario).

9.06 Trust Funds

- (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 the *Trustee Act* (Ontario).
- (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 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 paragraph (a) above 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 Treasurer shall at least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.

9.07 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 provisions of

the *Public Accountancy Act* (Ontario), 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 Act and shall perform the audit function as prescribed therein.

9.08 Fiscal Year

Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on March 31st in each year.

ARTICLE 10. NOTICES

10.01 Service

Any notice or other document required by the Act, the Articles or the By-Law of the Corporation to be sent to any Member or Director or to the auditor shall be delivered personally or sent by prepaid mail, electronic means or facsimile to any such Member or Director at their latest addresses shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Signatures to Notices

The signature to any notice may be written, stamped, typewritten, printed or partly written, stamped, typewritten or printed.

10.03 Computation of Time

Where a given number of days notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.

10.04 Proof of Service

A certificate of the Secretary, Treasurer, Executive Director or any other Officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, Director, Officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or auditor of the Corporation, as the case may be.

ARTICLE 11. ENACTMENT, REPEAL AND AMENDMENT OF BY-LAW

11.01 Notice

- (a) Where it is intended to pass or amend the By-Law at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his/her address as shown on the records of the Corporation by ordinary mail or , electronic means not less than ten (10) days before the meeting.
- (b) Where the notice of intention required by paragraph (a) above is not provided, any proposed By-Law or amendments to the By-Law 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.

11.02 Effective Date

Except as expressly provided in this By-Law or in the Act, the By-Law or an amendment to the By-Law passed by the Board have 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.

11.03 Approval by Members

- (a) The By-Law or an amendment to the 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.
- (b) The Members at the annual meeting or at the special general meeting may confirm the By-Law as presented or reject or amend them, and if rejected, they thereupon cease to have effect, and if amended, they take effect as amended.
- (c) Any amendment to the portion of the By-Law relating to the borrowing powers of the Corporation is not effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of Members duly called for considering it.

11.04 Rejection

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.

ENACTED as By-Law No. 1 this 15th day of October, 2015.

WITNESS the seal of the Corporation.



Ilias Kiritsis
President



Secretary

CONFIRMED by the Members this 15th day of October, 2015



Ilias Kiritsis
President



Secretary

