

**HOTEL-DIEU GRACE HEALTHCARE  
ADMINISTRATIVE BY-LAW**

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## **HOTEL-DIEU GRACE HEALTHCARE**

### **ADMINISTRATIVE BY-LAW: September 29, 2021**

**IS HEREBY ENACTED** as a by-law of the Corporation as follows:

#### **ARTICLE 1 INTERPRETATION AND BACKGROUND**

##### **1.1 Background**

Hôtel-Dieu Grace Healthcare is a health care community which participates in the healing ministry of Jesus Christ, respecting the sanctity of life, dedicated to the service of the sick and the promotion of health. Hôtel-Dieu Grace Healthcare was founded by the Religious Hospitallers of St. Joseph in 1888, entered into an Alliance Agreement with the Salvation Army on December 1, 1993 to share services with the Salvation Army Grace Hospital, and since 2006, is sponsored by Catholic Health International. The Hospital is recognized as a Roman Catholic Hospital, by the Roman Catholic Diocese of London, Ontario.

##### **1.2 Definitions**

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

- (a) **“Act”** means the *Corporations Act* (Ontario) and where the context requires, includes the regulation made under it and any statute that may be substituted therefore, as from time to time amended;
- (b) **“Board”** means the board of directors of the Corporation;
- (c) **“Catholic Health Partners, Inc.”** or **“CHPI”** means the corporation created by Letters Patent dated April 11, 2001 pursuant to the provisions of the [Canada Corporations Act](#) (Canada) and a Public Juridic Person of Pontifical Right recognized as such by the Roman Catholic Church and with membership currently comprised of: the General Superior, or designate; four (4) Religious Institutes (Congregations), namely the Religious Hospitallers of St. Joseph, The Sisters of Charity of the Immaculate Conception of Saint John, Les Religieuses de Notre-Dame du Sacre-Coeur, La Congregation des Filles de Jesus; and the Chairperson, or designate of the New Brunswick Catholic Health Association and which operates as Catholic Health International;
- (d) **“CEO”** means, in addition to ‘administrator’ as defined in section 1 of the [Public Hospitals Act](#) (Ontario), the President and Chief Executive Officer of the Corporation;
- (e) **“Chair”** means the Director elected by the Board to serve as Chair of the Board;
- (f) **“Chair of the Medical Advisory Committee”** means the Physician who is a member of the Active Staff and who chairs the Medical Advisory Committee; has chief of staff function and is appointed by and accountable to the Board for the professional standards and quality of care rendered by the Professional Staff;

- (g) **“CHI”** means Catholic Health International, an operating name of CHPI;
- (h) **“Chief Nursing Executive”** means the senior employee appointed by the process established by the CEO and responsible to the CEO for the nursing functions and practices in the Hospital;
- (i) **“CHI Director”** means the president and chief executive officer of CHI, or a person on the board of CHI designated by CHI;
- (j) **“Corporation”** means Hôtel-Dieu Grace Healthcare;
- (k) **“Designated Amount”** means the greater of two million two hundred thousand dollars (\$2,200,000) and an amount equal to two percent (2%) of the gross revenue of the Corporation, as reflected on its most recent audited financial statements, unless otherwise determined by CHI, such determination to be made with no less than sixty (60) days prior written notice to the Corporation;
- (l) **“Director”** means a person who is on the Board;
- (m) **“Excluded Person”** means:
  - i. any person providing supplies or services or their affiliates and any Director, owner, operator, major shareholder, or executive leadership (as well as their formal Associates including parents, siblings, children, spouses and common-law partners) of such person(s) if such person(s):
    - (a) is under contract with the Corporation;
    - (b) has responded to a request for proposals issued by the Corporation in the previous fiscal year; or
    - (c) intends to submit a proposal during the term of office of the Director;
  - ii. any person who lives in the same household as a member of the Professional Staff or an employee of the Corporation; and
  - iii. any person who has been convicted of an indictable offence for which a pardon has not been granted;
- (n) **“Excellent Care for All Act”** means the *Excellent Care for All Act, 2010* (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;
- (o) **“Ex officio”** means “by virtue of the office” and includes all rights, responsibilities, and power to vote unless otherwise specified in the By-Law, Letters Patent or Legislation;
- (p) **“Extended Class Nursing Staff”** means those Registered Nurses in the Extended Class who are:

- i. employed by the Hospital and are authorized to diagnose, prescribe for or treat patients in the Hospital; and
  - ii. not employed by the Hospital and to whom the Board has granted privileges to diagnose, prescribe for or treat patients in the Hospital;
- (q) **“Health Ethics Guide”** means the health ethics guide, published by the Catholic Health Alliance of Canada approved by the Permanent Council of the Canada Conference of Catholic Bishops, as may be amended from time to time;
  - (r) **“Hospital”** means the public Hospital operated by the Corporation
  - (s) **“Letters Patent”** means the letters patent of the Corporation and any document or instrument that modifies the letters patent, including letters patent of continuation and supplementary letters patent;
  - (t) **“Medical Advisory Committee”** means the medical advisory committee of the Hospital, appointed by the Board and constituted in accordance with the [Public Hospitals Act](#) (Ontario);
  - (u) **“Medical Staff”** means those Physicians who are appointed by the Board and who are granted privileges to practice medicine at the Hospital;
  - (v) **“Members”** means the members of the Corporation who are admitted to membership as set out in section 2.1 of this By-Law;
  - (w) **“Officer(s)”** means an officer of the Corporation such as for examples, Chair, Vice-Chair, Secretary and Treasurer;
  - (x) **“Patient”** means, unless otherwise specified, any in-patient or out-patient of the Hospital;
  - (y) **“Patient Family Advisory Council”** means council established in 2015, as an advisory to the Executive Leadership Team.
  - (z) **“Person”** means and includes any individual, corporation, partnership, firm, joint-venture, syndicate, association, trust, government, government agency or board or commission or authority or any other form of entity or organization;
  - (aa) **“Physician”** means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
  - (bb) **“Professional Staff”** includes the respective members of the Medical, Dental and Extended Class Nursing Staff to whom the Board has granted privileges to diagnose, prescribe for or treat patients in the Hospital;
  - (cc) **“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;

- (dd) "**Religious Hospitallers of St. Joseph**" means the Religious Institute (Congregation) of the Religious Hospitallers of St. Joseph as recognized by the Roman Catholic Church;
- (ee) "**Special Resolution**" means a resolution passed by the Directors and confirmed with or without variation by at least two thirds (2/3) of the votes cast by those entitled to vote and voting at a general meeting of the Members of the Corporation duly called for the purpose, or at an annual meeting, or in lieu of such confirmation, by consent in writing of all Directors or Members entitled to vote at such meeting;
- (ff) "**Stable Patrimony**" means all property including the real or personal, movable or immovable, tangible or intangible property of the Corporation, that, either of its nature or by explicit designation is destined to remain in the possession of its owner for a long or indefinite period of time to afford financial security for the future.

### **1.3 Interpretation**

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

- (a) all terms which are contained in this By-Law and which are defined in the [Corporations Act](#) (Ontario) or the [Public Hospitals Act](#) (Ontario) or the regulations made thereunder shall have the meanings given to terms in such legislation or the regulations made thereunder;
- (b) the use of the singular number shall include the plural and vice versa;
- (c) the use of gender shall include the masculine, feminine and neuter genders;
- (d) 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; and
- (e) The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

### **1.4 Mission, Philosophy and Values**

The Mission, Philosophy and Values of the Corporation are based on the following beliefs:

- (a) We believe that all persons are created by God and have God-given rights from the moment of conception throughout their life span until death;
- (b) We believe in the values and principles inherent in the Medical-Moral teaching of the Church;
- (c) We believe that in our society the Hospital must fulfill its social, legislated and community obligations, always insisting as a matter of conscience on its place in this pluralistic society to uphold its clearly expressed moral position and corporate rights;



- (d) We believe, in accordance with the principles of Christian justice, that all persons associated with the Hospital should receive recognition of their personal dignity, opportunity for personal development, and where applicable, just monetary compensation;
- (e) We believe that all the resources of the Hospital must be utilized professionally and prudently and according to sound management principles;
- (f) We believe that the personnel of the Hospital should be a community of caring persons who witness God's love to those whom they serve; and
- (g) We believe in and value Christian Stewardship which fosters responsible, ethical management of personnel, material and spiritual resources.

### **1.5 Mission Statement**

The mission statement of the Corporation shall be as follows: Hôtel-Dieu Grace Healthcare serves the healthcare needs of our community, including those who are vulnerable and/or marginalized in any way; be it physically, socially or mentally. As a Catholic sponsored healthcare organization we provide patient-centered care treating the body, mind and spirit. We do this by providing holistic, compassionate and innovative care to those we serve.

## **ARTICLE 2 MEMBERS**

### **2.1 Members**

The Members shall be:

- (a) Those individuals who are from time to time directors on the board of directors of CHI; and
- (b) Up to two (2) additional persons admitted as Members by resolution of the Members described above in section 2.1(a) of this By-law for a term of one to three years which may be extended at the discretion of the Members. Preference will be given to individuals residing in the catchment area served by the Hospital or who have been associated with the Hospital and have extensive knowledge and understanding of the Hospital.
- (c) If a person ceases to be a director of CHI, his or her Membership shall terminate. The secretary of CHI shall notify the Corporation's Secretary of any change in its directors.

### **2.2 Required Resignation**

Any Member may be required to resign by a vote of three-quarters (3/4) of the Members at an annual meeting or at a special meeting called for that purpose. Any Member required to resign at an annual meeting or at a special meeting call for that purpose shall be given no fewer than fifteen (15) days' notice of the purpose of the meeting and the reasons for the termination. Further, the

Member is entitled to be heard orally or in writing at that meeting and no fewer than five (5) days before the termination becomes effective.

## **ARTICLE 3 RESPONSIBILITIES, RIGHTS, AND AUTHORITY OF THE MEMBERS**

### **3.1 Authority and Responsibility of the Board**

The Members recognize that the Board has the authority and responsibility to govern and manage the operations of the Corporation in accordance with this By-law, the Letters Patent, and Legislation, save and except for the powers expressed and reserved in section 3.2.

### **3.2 Reserved Powers of the Members**

The following matters shall each require either the enactment of a by-law or the passage of a resolution of the Board which, to become effective, shall require the approval by a majority resolution of the Members:

- (a) change to the Mission, Philosophy and Values;
- (b) removal of Directors pursuant to section 8.4(a) of this By-law;
- (c) the following transactional matters:
  - i. real property transactions: purchasing, leasing or otherwise acquiring, alienating, selling, exchanging or otherwise disposing of real property of the Corporation or any right or interest therein having a value in excess of the Designated Amount, provided, however, that for certainty only leases of real property in respect of which any aggregate annual lease payment during the term of such lease (not the underlying property value) exceeds the Designated Amount shall be subject to the approval required by this section 3.2;
  - ii. borrowing transactions: entering into any borrowing agreements, leases, bonds, debentures, lines of credit or any other debt obligation which results in an aggregate annual debt servicing cost during the term of such agreement exceeding the Designated Amount;
  - iii. transactions exceeding total debtload: The Corporation shall advise CHI in writing if at any time the Total Debtload exceeds the Designated Amount. During such time that the Total Debtload exceeds the Designated Amount, all borrowing transactions described in section 3.2(c)(ii) of this By-law shall be subject to the approval required by section 3.2, whether or not exceeding the Designated Amount;
  - iv. transactions involving Stable Patrimony: alienating, selling, exchanging or otherwise disposing of Stable Patrimony or any right or interest therein;

- (d) electing or appointing or terminating Directors;
- (e) appointing an auditor;
- (f) electing, appointing or dismissing the CEO, Chair, Vice Chair, or any interim CEO Chair or Vice Chair;
- (g) except as permitted in any guideline issued by CHI, any proposed integration or merger between the Corporation and any other entity; and
- (h) establishing a subsidiary.

## **ARTICLE 4 GENERAL MEETINGS**

### **4.1 Annual and Other Meetings of the Members**

The annual or any general meeting of the Members may be called by the Board, chair of CHI, by any two (2) Members, or by the Chair or the CEO. Any such meeting shall be held at the Head Office or such other place in Ontario and on such day as the notice of meeting specifies provided that the annual meeting must be held between the 1st day of April and the 31st day of July in each year.

### **4.2 Reports, Statements, and Business to be received at Annual Meetings**

At every annual meeting of the Members, in addition to any other business that may be transacted, the following shall be presented to the Members:

- (a) reports of the Chair and the CEO of the Corporation;
- (b) financial statements of the Corporation;
- (c) report of the Corporation's auditor.
- (d) In addition, the following shall occur:
  - (e) Directors shall be elected;
  - (f) each Officer as proposed by the Board shall be accepted or rejected;
  - (g) the Corporation's auditor shall be appointed; and
  - (h) the remuneration for the auditor shall be fixed or alternatively, the Board shall be authorized to fix the remuneration.

## **ARTICLE 5 NOTICE OF GENERAL MEETINGS AND WAIVER OF NOTICE**

### **5.1 Notice**

- (a) Notice of all meetings of the Members shall be given to each Corporate Member and to each Director and to the Corporation's auditor.
- (b) Any person entitled to such notice may waive such notice in writing either before, at, or

after the meeting to which the notice relates. Any person attending and participating in any meeting shall be deemed to have waived notice thereof if notice shall not have been provided to such person, except where such person attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or held.

- (c) For the purpose of section 5.1(a) above, notice shall be given to each person entitled to notice, at least ten (10) days but not more than fifty (50) days before the day on which the meeting is to be held.
- (d) Notice of a general meeting shall state the date, time and place, as well as the general nature of the matters to be considered in sufficient detail to allow a Corporate Member to make an informed decision of whether or not to attend.

### **5.2 Resolution in Lieu of a Meeting**

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

### **5.3 Error or Omission in Notice**

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the Members shall invalidate such meeting or make void any proceedings taken thereat and any Corporate Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.

### **5.4 Adjournment**

Any meeting of the Members may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

### **5.5 Chair**

The President of CHI shall, if present, be chair of all meetings of Members. In the absence of the President of CHI, a Corporate Member elected by the Members present shall act as chair.

### **5.6 Telephone Participation**

If all Members present or participating in a meeting consent, a meeting of Members may be held by means of such telephone, electronic or other communication facilities as permit all person participating in the meeting to hear each other simultaneously and instantaneously. Providing that all Members have so consented, a Member participating in such meeting by such means is deemed to be present at that meeting.

## **ARTICLE 6 VOTING AT GENERAL MEETINGS**

### **6.1 Voting of Members**

Each Corporate Member shall have one (1) vote on each motion arising at any annual or general meeting of the Members. Votes shall be cast by the Members in person and not by proxy.

### **6.2 Show of Hands**

- (a) At all meetings of Members every question shall be decided by majority resolution of the Members present, unless otherwise required by law or this by- law.
- (b) Every question shall be decided in the first instance by a show of hands, unless a poll is demanded by any Corporate Member.
- (c) Upon a show of hands, every Corporate Member shall have one (1) vote, and unless a poll is demanded, a declaration by the Chair of the meeting that a resolution has been carried or not carried, and an entry to that effect in the minutes of the Corporation, shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes accorded in favour of or against such resolution.
- (d) A poll may be demanded either before or after any vote by a show of hands by any Corporate Member at a meeting. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn the question shall be decided by recorded vote, and such poll shall be taken in such manner as the chair of the meeting shall direct, and the result of such poll shall be deemed the decision of the Members upon the matter in question.
- (e) A motion to elect Directors by acclamation shall require a mover and seconder and one (1) vote cast by the chair of the meeting.

### **6.2 Casting Vote**

In case of an equality of votes at any meeting of the Members, whether upon a show of hands or at a poll, the chair of the meeting shall have a second or deciding vote.

## **ARTICLE 7 QUORUM AT GENERAL MEETINGS**

### **7.1 Quorum of Members**

A quorum for the transaction of business at any meeting of Members shall consist of fifty percent (50%) plus one (1) of the Members entitled to vote at the meeting.

## **ARTICLE 8 BOARD OF DIRECTORS OF THE CORPORATION**

### **8.1 Composition of the Board**

The Board shall consist of:

- (a) The number of directors fixed by special resolution from time to time, who satisfy the

criteria set out in section [8.2] and who are elected by the Members entitled to vote in accordance with section [8.6] or appointed in accordance with section [8.5]; and

- (b) the following three (3) *ex-officio* voting Directors:
  - i. CHI Director (1); and
  - ii. Patient Family Advisory Council Representatives (2).
- (c) the following four (4) *ex-officio* non-voting Directors:
  - i. the CEO;
  - ii. the Chief Nursing Executive;
  - iii. the Chief of Staff; and
  - iv. the President of the Professional Staff Association.

## **8.2 Qualifications of Directors**

No person shall be qualified for election or appointment as a Director if that person:

- (a) is less than eighteen (18) years of age;
- (b) has the status of a bankrupt;
- (c) does not have their principal residence in Windsor-Essex, Ontario, Canada, or the Erie St. Clair sub-region area (Chatham/Ken/Sarnia/Lambton); and
- (d) is a [current or former] employee or their spouse, or a member of the Professional Staff or their spouse, unless the Board otherwise determines.

## **8.3 Maximum Terms**

Each Director referred to in subsection 8.1 (a) shall be eligible for re-election provided that:

- (a) Subject to sections 8.3(e) and (f) below, no person may serve as an elected Director for more terms than will constitute nine (9) consecutive or cumulative years of service;
- (b) Subject to section 8.3(e) below, no Director may serve a term for longer than two (2) consecutive years in each role as Chair, Vice-Chair, Treasurer or Secretary;
- (c) The restriction for the term of office in section 8.3(a) above may be extended once only for any one Director for a maximum of one (1) additional year by majority resolution of the Board followed by majority resolution of the Members;
- (d) The restriction for the term of office in section 8.3(b) above may be extended once only for any one (1) Director for a maximum of one (1) additional year by majority resolution of the Board, followed by majority resolution of the Members;
- (e) The restriction for the term of office in section 8.3(b) above does not apply to the office of the Secretary when such position is held by the CEO or other employee of the

Corporation;

- (f) Two (2) or more years have elapsed since the termination of their last term;
- (g) 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 years of service.

#### **8.4 Vacancy and Termination of Office**

The office of a Director shall be vacated:

- (a) in the case of elected Directors, if removed by the Members by majority resolution at a general meeting of which notice specifying the intention to pass such resolution has been given;
- (b) if the Director at any time fails to meet the qualifications set out in section 8.2;
- (c) where the Board, in its discretion, declares an elected Director's seat vacant because:
  - i. the Director is absent, without valid explanation, for three (3) consecutive meetings of the Board, or because the Director is absent for one-third (1/3) or more of the meetings of the Board in any twelve (12) month period; or
  - ii. the Director knowingly fails to comply with the Legislation, the Letters Patent, the By-Law, or Policies, including without limitation, the Code of Conduct; or
  - iii. if the Director, by notice in writing to the Secretary, resigns office;
  - iv. if the Director dies;
  - v. In the event the Board removes a Director pursuant to the powers set out in section (c) above, the Board shall immediately provide written notice to the Members.

#### **8.5 Election and Term**

Directors shall be elected and shall retire in rotation as herein provided:

- (a) The first term of elected Directors shall be one (1) year and the second shall be two (2) years, with two(2) additional three (3) year re-election terms thereafter;
- (b) In the event a vacancy is created by the removal of a Director in accordance with section 8.4(a) above, then the Members may (but are not required) by majority resolution elect another individual in her or his stead for the remainder of her or his term.
- (c) So long as a quorum of Directors remains in office, such vacancy may (but is not required) be filled by a qualified person elected by the Board, following consideration of the Governance Committee's recommendation, to serve until the next annual meeting;
- (d) If a vacancy is not otherwise filled as per the above, it shall be filled at the next annual meeting whereat, in addition to the election of Directors to fill the vacancies caused by expiry of Directors' terms, the meeting shall elect such additional Directors to fill the unexpired terms created by any vacancy referred to in section 8.4(a) above.
- (e) Directors shall be elected on the basis of their skills, interest, personal integrity and their ability to identify with and formally commit themselves to respect and further the Mission,

Philosophy and Values of the Corporation. The Board will maintain a competencies matrix to guide recruitment of Directors.

### **8.6 Nomination Procedure for Election of Directors**

Nominations made for the election of Directors at a meeting of Members may be made only by the Board in accordance with the nominating and election procedure prescribed by the Board from time to time. For greater certainty, no nominations shall be accepted by the Members of the Corporation which are not submitted and approved by the Board in accordance with the Board approved process. The decision of the Board as to whether or not a candidate is qualified to stand for election shall be final.

### **8.7 Attendance**

Directors and committee members are expected to attend, in person permitted by telephone, electronic or other communication facilities all Board and committee meetings to which they are assigned. The Board recognizes that Directors may be unable to attend some meetings, however, where a Director or committee member fails to attend a minimum of seventy-five percent (75%) of the regularly scheduled meetings, they may be removed from the Board by majority resolution

### **8.8 Responsibilities of Directors**

Subject to the reserved powers of the Members as set out in section 3.2, the Board shall govern and oversee the management of the affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by Legislation, its Letters Patent, By-laws or otherwise, authorized to exercise and do.

### **8.9 French Language Services Plan**

The Board of Directors is committed to:

- (a) the active offer of French Language Services
- (b) the provision of French Language Services upon request
- (c) inclusion of the French Language Services Plan in new Director orientation
- (d) endeavor to achieve Francophone representation on the Board of Directors;
  - i. one (1) Francophone per board of 9 or less OR
  - ii. two (2) Francophones per board of 10 or more

### **8.10 Director Remuneration**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their positions as such, provided that Directors may be paid reasonable expenses incurred by them in the performance of their duties



## **ARTICLE 9 CONFLICT OF INTEREST**

### **9.1 Conflict of Interest**

- (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 the Director's interest in the contract or proposed contract with the Corporation.
- (b) The disclosure required by section 9.1(a) 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 if the Director becomes interested after a contract is made, at the first meeting held after the Director becomes so interested.
- (c) A Director referred to in section 9.1(a) 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 9.1(b) or 9.1(e);
  - ii. the Director has not voted on the contract; and
  - iii. the interest has been approved by way of a court order.
- (d) A Director referred to in section 9.1(a) shall not vote on any resolution to approve the contract and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on, any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.
- (e) For the purposes of this section 9.1, 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.
- (f) The provisions of this Article are in addition to and prevail over to the extent of any conflict, the conflict of interest policies adopted by the Board from time to time.

## **ARTICLE 10 PROTECTION OF DIRECTORS, OFFICERS AND MEMBERS**

### **10.1 Liability**

Any Director or Officer or Corporate Member of the Corporation shall not be liable for any act,

receipt, neglect or default of any other Director, Officer, Corporate Member 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 the 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 or Corporate Member's respective office unless such occurrence is as a result of such Director's or Officer's or Corporate Member's own willful neglect or default.

## **10.2 Indemnification**

- (a) Every, Director, or Officer of the Corporation and their heirs, executors, administrators, estates, , respectively, shall from time to time and at all times, be indemnified and saved harmless by the Corporation, from and against:
  - i. All costs, charges and expenses whatsoever which such Director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against her or him, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by her or him, in or about the execution in good faith of the duties of her or his office; and
  - ii. All other costs, charges and expenses that she or he sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by his, her or its own willful neglect or default
- (b) The indemnity provided for in the preceding paragraph
  - i. shall not apply to any liability which a, Director or Officer of the Corporation may sustain or incur as the result of any act or omission as a member of the Professional Staff; and
  - ii. shall be applicable only if the Director or Officer, in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.

## **10.3 Advance of Costs**

The Corporation may advance money to a Director, Officer, Corporate Member or other individual for the costs, charges and expenses of a proceeding referred to in section 10.2. The individual shall repay the money if the individual does not fulfil the conditions of section 10.2.

#### **10.4 Insurance**

Subject to the requirements of the [Charities Accounting Act](#) (Ontario), the Corporation shall purchase and maintain insurance for the benefit of an individual referred to in this Article 10 against any liability incurred by the individual:

- (a) in the individual's capacity as a Director, or, Officer, of the Corporation; or
- (b) in the individual's capacity as a Director or an Officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

### **ARTICLE 11 MEETINGS OF THE BOARD**

#### **11.1 Regular Meetings**

The Board shall meet at such time, day and place, as the Board, the Chair, a Vice Chair, or the CEO, may from time to time determine and during the month prior to the annual meeting of the Corporation, for the purposes of reviewing and preparing for all the business to be transacted at the annual meeting of the Corporation as specified in section 4.2 of the By-Law.

#### **11.2 Special Meetings**

A special meeting may be called, by the Chair, a Vice Chair or the CEO, at least thirty-six (36) hours prior to the meeting. Less notice may be given by such means as are deemed appropriate provided that notice is given to all Directors and the majority consent to the holding of such a meeting. In calculating such notice, Saturdays, Sundays and statutory holidays shall be excluded.

#### **11.3 Procedures for Board and Committee Meetings**

All meetings of the Board and its committees must comply with the Policy respecting open and in camera corporate meetings. Any questions of procedure at or for any meetings of the Board, or of any committee of the Board that have not been provided for in a Board policy, this By-Law, the Letters Patent or the Public Hospitals Act or regulations thereunder, or Rules adopted from time to time by the Board, 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.

#### **11.4 Quorum**

A majority of the voting Directors only shall constitute a quorum.

#### **11.5 Rules**

The Board may make such rules as it may deem necessary or desirable for the better management, operation, and maintenance of the Corporation, provided however that any such rules shall conform with the provisions of all Legislation, the Letters Patent and this By-law.

### **11.6 Electronic Participation**

Providing all the Directors present at or participating in the meeting consent, any Director may participate in a meeting of the Board or of a committee of the Board, by means of telephonic or electronic means as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously during the meeting, and a person participating in such a meeting by such means is deemed for the purposes of the [Corporations Act](#) (Ontario) and this By-Law to be present at the meeting. Such person may, if entitled to vote, indicate his/her vote by any means that reasonably conveys the person's intention to the other meeting participants. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board held while a Director holds office.

### **11.7 Voting**

- (a) Each Director present at a meeting of the Board shall be entitled to one (1) vote on each matter. A Director shall not be entitled to vote by proxy. Any question arising at any meeting of the Board or committee of the Board, shall be decided by a majority vote.
- (b) votes shall be taken in the usual way, by show of hands, orally or by ballot;
- (c) in the event of a tie, the motion is lost and the Chair shall not be entitled to a casting vote.
- (d) 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. A demand for a poll may be withdrawn at any time prior to the taking of the poll. 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 the fact that without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

### **11.8 Persons Entitled to be Present**

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

Representation of CHI at Board and Committee Meetings;

- (a) The president of CHI, or at the option of the president of CHI a person selected by the board of CHI, shall be entitled to attend each meeting of the Board, including any in camera sessions, and have all rights of a Director, with the exception of the right to vote.
- (b) The president of CHI, or at the option of the president of CHI a person selected by the board of CHI, shall be entitled to attend each meeting of committees of the Board, including any in camera sessions, and have all rights of a committee member, with the

exception of the right to vote.

- (c) Upon request, the president of CHI shall be sent notice of each meeting of the Board and of the committees of the Board and all materials from time to time sent to the Directors at the same time as the same are sent to the Directors.

## **ARTICLE 12 OFFICERS**

### **12.1 Officers**

- (a) Officers shall include:

- i. the Chair;
- ii. one or more Vice-Chairs;
- iii. Past Chair;
- iv. the CEO; and
- v. the Secretary; and
- vi. may include any such other officers as the Board may by resolution determine. Officers shall be appointed in advance of the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur. A person may hold more than one office with the exception of Chair and Vice-Chair.

- (b) An Officer may be removed from office by the Board and, in the case of an Officer to which section 3.2(f) applies, by a vote of three-quarters (3/4) of Members at a special meeting called for that purpose.

## **ARTICLE 13 OFFICERS DUTIES**

### **13.1 Chair**

The Chair shall be elected by the Board from among the elected Directors. The Chair shall, when present, preside at all meetings of the Board and shall represent the Corporation and the Board as may be required or appropriate and shall have such other powers and duties as the Board may specify. The Chair shall be an ex-officio member of all committees of the Board. The Chair shall ensure that the Mission, Philosophy, Values and Catholic Health Ethics are integrated into the operations of the Hospital. The Chair shall meet on an annual basis with the Bishop of the Diocese of London to ensure that the Bishop is kept inform of any developments at the Hospital that may affect, or the catholicity of the Hospital.

### **13.2 Vice-Chair**

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 assigned to the Vice Chair of the Board. Where two (2) or more Vice Chairs are elected they shall be designated

First Vice Chair, Second Vice Chair and so on. The Vice Chair(s) shall be elected from amount the elected Directors. The Vice Chair will Chair the Governance Committee of the Board. In ordinary course, a Director shall serve as a Vice-Chair before being elected as Chair.

### **13.3 Past Chair**

The Chair, upon expiration of their term of office, shall serve on the Board for the next ensuing two years as Past Chair. The Past Chair shall be an Ex-officio Director and shall also serve as a member of the Executive Committee.

In the event that the term limit of the individual who is Past Chair shall have expired, the Board of Directors shall have the authority to retain this individual on the Board, in the position of Past Chair, for a term of one year.

### **13.4 Secretary**

The Secretary shall carry out the duties of the secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the 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 Board of Directors and shall perform such other duties as may be prescribed by the Board. The CEO shall be the Secretary unless another person is appointed by the Board.

### **13.5 CEO**

The Chief Executive Officer shall be an ex-officio Director, and may be the Secretary of the Board, 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 CEO shall be responsible for the administration, organization and management of the affairs of the Corporation.

### **13.6 Chair of the Medical Advisory Committee**

The duties of the Chair of the Medical Advisory Committee shall be outlined in Professional Staff By-Laws.

### **13.7 Other Officers**

The powers and duties of all other Officers shall be as the Board may from time to time determine. Any of the powers of an Officer to whom an assistant has been appointed by the Board may be exercised and performed by such assistant, unless the Board otherwise determines.

## **ARTICLE 14 COMMITTEES OF THE BOARD**

### **14.1 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.

#### **14.2 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 the committee is established or in terms of reference adopted by the Board.

#### **14.3 Committee Members, Chair**

Unless otherwise provided by by-law or by Board resolution, the Board shall appoint the members and chair of the committee. Each chair of a standing committee shall be a Director. The Board may appoint committee members who are not Directors to all committees of the Board, except the Executive Committee and Audit Committee if any, and those persons shall be entitled to vote unless the Board otherwise provides. Unless otherwise provided in the Board resolution or committee terms of reference, the Chair and the CEO shall each be an ex officio member of all committees of the Board.

#### **14.4 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.

#### **14.5 Executive Committee**

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

### **ARTICLE 15 CONFIDENTIALITY AND PUBLIC RELATIONS**

#### **15.1 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) or 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 members' activities in connection with

the Corporation.

### **15.2 Public Relations**

The Chair of the Board is the Board spokesperson and is responsible for Board communications and may delegate authority to one or more Directors, Officers or employees of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure to the media.

## **ARTICLE 16 PROFESSIONAL STAFF**

### **16.1 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-law of the Corporation.

## **ARTICLE 17 MATTERS REQUIRED BY THE [PUBLIC HOSPITALS ACT](#) AND THE [EXCELLENT CARE FOR ALL ACT](#)**

### **17.1 Committees and Programs Required by the [Public Hospitals Act and the Excellent Care for all Act](#)**

The Board shall ensure that the Corporation establishes such committees and undertakes such programs as are required pursuant to the Public Hospitals Act and other applicable legislation, including a medical advisory committee, a quality committee and a fiscal advisory committee.

### **17.2 Fiscal Advisory Committee**

The CEO shall appoint the members of the fiscal advisory committee required to be established pursuant to the regulations under the [Public Hospitals Act](#) (Ontario).

### **17.3 Chief Nursing Executive**

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

### **17.4 Nurses and other Staff and Professionals on Committees**

The CEO shall from time to time approve a process for the participation of the Chief Nursing Executive, nurse managers, and staff nurses, staff and other professionals of the Corporation in decision making related to administrative, financial, operational and planning matters and for the election or appointment of the Chief Nursing Executive, staff nurses or nurse managers and other staff and professionals of the Corporation to those administrative committees approved by the CEO to have a nurse, staff or professional representation.

### **17.5 Retention of Written Statements**

The CEO shall cause to be retained for at least twenty-five (25) years, all written statements made



in respect of the destruction of medical records, notes, charts and other material relating to patient care and photographs thereof.

#### **17.6 Occupational Health and Safety Program**

- (a) Pursuant to the regulations under the Public Hospitals Act, there shall be an Occupational Health and Safety Program for the Corporation.
- (b) The program referred to in subsection 15.6(a) shall include procedures with respect to:
  - i. a safe and healthy work environment in the Corporation;
  - ii. the safe use of substances, equipment and medical devices in the Corporation;
  - iii. safe and healthy work practices in the Corporation;
  - iv. the prevention of accidents to persons on the premises of the Corporation; and
  - v. the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment
- (c) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Corporation shall be responsible to the Chief Executive Officer or his or her delegate for the implementation of the Occupational Health and Safety Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

#### **17.7 Health Surveillance Program**

- (a) Pursuant to the regulations under the Public Hospitals Act, there shall be a Health Surveillance Program for the Corporation.
- (b) The program referred to in subsection 15.7(a) shall:
  - i. be in respect of all persons carrying on activities in the Corporation; and
  - ii. include a communicable disease surveillance program
- (c) The person designated by the Chief Executive Officer to be in charge of health surveillance in the Corporation shall be responsible to the Chief Executive Officer or his or her delegate for the implementation of the Health Surveillance Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

#### **17.8 Organ Donation**

Pursuant to the regulations under the Public Hospitals Act, the Board shall approve procedures to encourage the donation of organs and tissues including:

- (a) procedures to identify potential donors; and
- (b) procedures to make potential donors and their families aware of the options of organ and tissue donations, and shall ensure that such procedures are implemented in the Corporation.

## **ARTICLE 18 BANKS AND SIGNING OFFICERS**

### **18.1 Execution of Documents and Signing Officers**

Either the Chair or a Vice-Chair of the Board together with the CEO shall sign on behalf of the Corporation and affix the corporate seal to all contracts, agreements, conveyances, mortgages and other documents, for which Board approval is required.

The Board may authorize signing officers on behalf of the Corporation, additional to or other than as provided in section 20.1(a), and will institute and effect such internal audit procedures as it shall determine in consultation with the auditor of the Corporation.

### **18.2 Banking and Borrowing**

- (a) The Board shall designate the bank or banks in which the monies of the Corporation shall be deposited, or in which any stocks, bonds or other securities of the Corporation shall be placed for safekeeping.
- (b) The Board is authorized, without further authorization of the Members, for and in the name of the Corporation, but subject to section 3.2, to:
  - i. borrow money on the credit of the Corporation;
  - ii. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
  - iii. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
  - iv. charge, mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation, provided that except where the Corporation borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

### **18.3 Investments**

Subject to the Corporation's charter, the Board is authorized to make or receive any investments which the Board in its discretion considers advisable.

## **ARTICLE 19 GENERAL**

### **19.1 Corporate Seal**

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

### **19.2 Financial Year**

Unless otherwise ordered by the Members, the fiscal year shall be from April 1 to March 31 of the year following.

### **19.3 Auditor**

The Members entitled to vote shall, at each annual meeting, appoint an auditor considering the recommendation of the Board. The auditor shall hold office until the next annual meeting, provided that the Directors may fill any casual vacancy in the office of auditor. The auditor shall not be a Director, employee of the Corporation or a partner or employee of any such person and shall be 'independent' of the Corporation. The remuneration of the auditor shall be fixed by the Board of Directors.

## **ARTICLE 20 NOTICES**

### **20.1 Notice**

- (a) Whenever under the provisions of the By-laws notice is required to be given, unless otherwise provided, such notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission or by electronic mail addressed to the Director, Officer, individual appointed to a committee, Director or auditor at the postal address, the facsimile number or electronic mail address, as the case may be, as the same appears on the books of the Corporation.
- (b) Notwithstanding the foregoing provisions with respect to mailing, in the event that it may be reasonably anticipated that, due to any strike, lock out or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the third (3rd) business day following the mailing thereof, then the mailing of any such notice as aforesaid shall not be an effective means of sending the same but rather any notice must then be sent by an alternative method which it may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.
- (c) Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.
- (d) Time frames for notice shall be counted exclusive of the day of sending the notice and the day for which notice is given.

## **ARTICLE 21 AMENDMENT OF BY-LAW**

### **21.1 Amendment**

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

**21.2 Effect of Amendment**

Subject to the Act and to Section 21.3 below, a by-law or an amendment to a by-law passed by the Board has full force and effect:

- (a) from the time the motion was passed; or
- (b) from such future time as may be specified in the motion.

**21.3 Member Approval**

A by-law or an amendment to a by-law passed by the Board shall be presented for confirmation at the next annual meeting or to a general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or general meeting shall refer to the by-law or amendment to be presented.

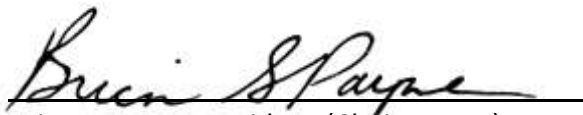
The Members at the annual meeting or at a general meeting may confirm the by-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect and if amended, it takes effect as amended.

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

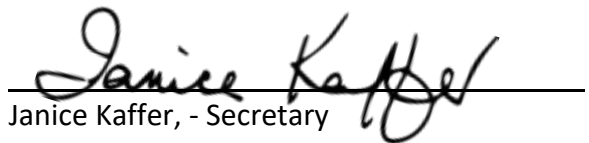
**21.4 Amendments to Professional Staff By-law**

Prior to submitting all or any part of the Professional Staff By-law to the process established in Sections 21.1 and 21.3, the procedures set out in the Professional Staff By-law shall be followed.

**Passed by the Board: September 29, 2021**



Brian Payne – President (Chairperson)



Janice Kaffer, - Secretary

**Unanimously approved, ratified, sanctioned and confirmed by the Members of the Corporation:  
[DATE]**

\_\_\_\_\_   
[insert] – President

\_\_\_\_\_   
[insert] – Secretary