

**BY-LAW NUMBER 1:
COMMON ADMINISTRATIVE BY-LAWS
OF**

ALMONTE GENERAL HOSPITAL

&

THE CARLETON PLACE AND DISTRICT MEMORIAL HOSPITAL,

each a party of the Mississippi River Health Alliance

(June 15, 2022)

By-law Number 1:
Common Administrative By-laws of
ALMONTE GENERAL HOSPITAL
&
THE CARLETON PLACE AND DISTRICT MEMORIAL HOSPITAL,

each a party of the Mississippi River Health Alliance

A By-law relating to the transaction of the business and affairs of two separate but allied corporations:

1. Almonte General Hospital, which consists of a public hospital as well as Fairview Manor, a long-term care home, and
 2. The Carleton Place and District Memorial Hospital
- (each, a “**Corporation**”).

Background:

The Corporations are allied by sharing a Chief Executive Officer and senior management, as well as by having identical Board composition. The identical Boards are referred to as the Allied Boards in this By-law. The Allied Boards also share allied Board committees.

All previous by-laws relating to the administration of the affairs of the Corporations are hereby repealed and replaced with this By-law.

Be it enacted as a By-law of the Corporations as follows:

Article 1
Interpretation

1.1 Definitions

In this By-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “**Act**” means the *Not-for-Profit Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it, as from time to time amended;
- (b) “**Alliance Agreement**” means the alliance agreement entered into between the Corporations dated as of June 15, 2022;
- (c) “**Allied Boards**” means the Boards of the Corporations that share the same Directors and that meet together to jointly make decisions in respect of the Corporations;
- (d) “**Articles**” means any instrument that incorporates each Corporation or modifies its incorporating instrument, including the articles of amendment and any subsequent articles of amendment, amalgamation, continuance, reorganization, arrangement, restated articles or

revival from time to time in force and effect, as well as any letters patent or supplementary letters patent under the *Corporations Act* (Ontario);

- (e) “**Auditor**” means a person permitted to conduct an audit under the *Public Accounting Act, 2004* (Ontario);
- (f) “**Board**” means each board of directors of the Corporations, which board consists of the same voting and non-voting Directors;
- (g) “**Board Exclusive Responsibility**” means each specific decision identified by section 36(2) of the Act that cannot be delegated by the Board to a committee or to management, being:
 - (i) To submit to the Members any question or matter requiring the approval of the Members.
 - (ii) To fill a vacancy among the Directors or in the position of Auditor.
 - (iii) To appoint additional Directors.
 - (iv) To issue debt obligations except as authorized by the Board.
 - (v) To approve any financial statements under section 83 of the Act.
 - (vi) To adopt, amend or repeal by-laws.
 - (vii) To establish contributions to be made, or dues to be paid, by Members under section 86 of the Act;
- (h) “**By-law**”, unless otherwise specified, means this by-law and other by-laws of each Corporation;
- (i) “**Catchment Area**” means the area from which the Corporations’ patients are drawn and, more specifically:
 - (i) For Almonte General Hospital includes Mississippi Mills, Carleton Place, Arnprior, West Carleton, the City of Ottawa and the surrounding townships;
 - (ii) For The Carleton Place and District Memorial Hospital, primarily the Towns of Carleton Place, Beckwith and Mississippi Mills, the western portion of the City of Ottawa and the surrounding areas;
- (j) “**Chair**” means the Chair of the Allied Boards;
- (k) “**Chief of Staff**” means the member of the Medical Advisory Committee appointed by the Allied Boards as Chair of the Medical Advisory Committee and Chief of Staff for each Hospital;
- (l) “**Chief Executive Officer**” means, in addition to “administrator” as defined in the *Public Hospitals Act*, the Chief Executive Officer of the two Corporations;
- (m) “**Chief Nursing Executive**” means the senior nurse employed by the Hospitals who is appointed by the Chief Executive Officer, reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospitals;
- (n) “**Conflict of Interest**” includes any situation that impairs or interferes with (or appears to impair or interfere with) a Director’s ability to vote objectively and in the best interests of either Corporation including, without limitation, the following types of circumstances that may give rise to a conflict of interest for any Director:
 - (i) Financial interest – a Director has a financial interest in a decision when the Director stands to gain by that decision, either in the form of money, gifts, favours, gratuities or other special considerations that have value;

- (ii) Competing interest – a Director has a competing interest with a Corporation when the Director has an affiliation with another entity that could be impacted by a decision before that Corporation;
- (iii) Adverse interest – a Director has an adverse interest to a Corporation when he or she is a party to a claim, application or proceeding adverse in interest to that Corporation or its interests; or
- (iv) Material Interest – pursuant to the Act, a Director has a material interest if he or she is a director or officer of, or have a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with a Corporation;
- (o) “**Corporation**” means each of:
 - (i) Almonte General Hospital, which consists of the hospital as well as Fairview Manor, a long-term care home;
 - (ii) Carleton Place & District Memorial Hospital;
- (p) “**Director**” means a member of the Board;
- (q) “**ex-officio**” means membership “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (r) “**Hospital**” means the public hospital operated by each Corporation;
- (s) “**Majority**” means a number of percentage equaling more than half of the total;
- (t) “**Medical Advisory Committee**” means the Medical Advisory Committee established for each Hospital by the Allied Boards as required by the *Public Hospitals Act*;
- (u) “**Members**” means the members of each Corporation as described in Article 2;
- (v) “**Patient**” means, unless otherwise specified or the context otherwise requires, any in-patient or out-patient of a Corporation;
- (w) “**Public Hospitals Act**” means the *Public Hospitals Act* (Ontario), and, where the context requires, includes the regulations made under it, as from time to time amended;
- (x) “**Registered Office**” means the civic address of the Registered Office of each Corporation; and
- (y) “**Special Resolution**” means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment by at least two thirds (2/3) of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members. A complete list of Special Resolutions required by the Act is set out at Appendix A.

1.2 Definitions relating to the Professional Staff By-laws

- (a) “**Dentist**” means a dental practitioner in good standing with the College of Dental Surgeons of Ontario;
- (b) “**Dental Staff**” means the Dentists who have been appointed by the Allied Boards to the Dental Staff of each Hospital;
- (c) “**Extended Class Nursing Staff**” means those Registered Nurses in the Extended Class who are:
 - (i) nurses that are employed by a Corporation and are authorized to diagnose, prescribe for or treat out-patients of that Corporation; and

- (ii) nurses who are not employed by a Corporation and to whom the Allied Boards have granted privileges to diagnose, prescribe for or treat out-patients of that Hospital;
- (d) “**Medical Staff**” means the Physicians who have been appointed to the Medical Staff of each Hospital by the Allied Boards;
- (e) “**Midwife**” means a midwife in good standing with the College of Midwives of Ontario;
- (f) “**Midwifery Staff**” means the Midwives who have been appointed to the Midwifery Staff of each Hospital by the Allied Boards;
- (g) “**Physician**” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (h) “**Professional Staff**” means the Medical Staff, Dental Staff, Midwifery Staff and Extended Class Nursing Staff in respect of each Hospital;
- (i) “**Registered Nurse in the Extended Class**” means a member of the College of Nurses of Ontario who is a registered nurse and holds an extended certificate of registration under the *Nursing Act, 1991*.

1.3 Interpretation

- (a) In this By-law and in all other by-laws of the Corporations, unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa and references to persons shall include firms and corporations and words importing one gender shall include all 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.
- (c) Any references in this By-law to any law, by-law, rule, 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.
- (d) Except where specifically stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communications and references to “address” or similar terms shall include electronic mail addresses. It is the intent of the Corporations to use electronic communications whenever possible.

1.4 Procedural Rules

Any questions of procedure at or for any meetings of the Members, of the Allied Boards, or of any allied committee that have not been provided for by these By-laws shall be determined in accordance with the provisions of the Act. If relevant provisions are not found in the Act, then procedure will be as may be determined by a Majority of those present and entitled to vote.

1.5 Purposes of Almonte General Hospital

The purposes of Almonte General Hospital (as set out in its letters patent dated January 25, 1962) are as follows:

- (a) to establish, equip, maintain, operate and conduct a hospital for the reception, support, clothing and medical and surgical treatment of persons requiring the same who shall be admitted thereto;
- (b) for the objects aforesaid, to establish, maintain and conduct a dispensary;
- (c) to establish, maintain and conduct a training school for nurses;

- (d) to accept, receive and take by devise, bequest or gift and to hold, possess and enjoy for the objects of the Corporation donations, gifts, grants, devises and bequests of real and personal property of all kinds and upon such terms and conditions and upon such trusts as the donor or donors of any such property may prescribe;
- (e) to establish and maintain provisions and food services for hospital patients, staff and visitors;
- (f) to promote and carry on any other educational activities and scientific research related to the cause and cure of disease, the care of the sick and injured and the promotion of health which, in the opinion of the board, may be justified by the facilities, funds or other requirements that are or can be made available; and
- (g) to participate in any activity designed and carried on to promote the general health of the community.

1.6 Purposes of The Carleton Place and District Memorial Hospital

The purposes of The Carleton Place and District Memorial Hospital (as set out in its letters patent dated January 5, 1950) are as follows:

- (a) to establish, maintain and conduct a public hospital in the said Town of Carleton Place: and
- (b) to do all such other things as are incidental or conducive to the attainment of the above objects.

Article 2

Membership in the Corporations

2.1 Members

The Members of each Corporation shall consist of the voting Directors from time to time of the Corporation who shall be ex-officio Members for so long as they serve as voting Directors.

2.2 Fees

No fees shall be payable by the Members.

2.3 Voting

Each Member shall be entitled to one vote.

2.4 Non-Transferable

Membership is not transferrable and terminates upon the Member ceasing to be a Director.

Article 3

Meetings of Members

3.1 Location

Meetings of the Members shall be held at the Registered Office of either Corporation or at any place in Ontario as the Allied Boards may determine.

3.2 Annual Meetings

In accordance with the *Public Hospitals Act*, the annual meeting of Members shall be held between the 1st day of April and the 31st day of July of each year. The annual meeting of the Corporations shall be jointly held.

3.3 Calling Meetings

The Allied Boards shall have power to call, at any time, an annual or special meeting of the Members of either Corporation.

3.4 Quorum and Electronic Participation

- (a) A majority of the Members entitled to vote present in person at a meeting will constitute a quorum at a meeting of Members. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.
- (b) Any Member may participate in a meeting of the Members by means of telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Member so participating in a meeting is deemed, for the purposes of the Act and this By-law, to be present at the meeting.
- (c) A meeting of the Members may, in the discretion of the Allied Boards, be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting,

3.5 Notice

- (a) Notice of the time and place of the annual meeting of the Members shall be given to each Member and to the Auditor not less than ten (10) days and not more than fifty (50) days in advance of the meeting, by one of the following methods:
 - (i) by prepaid mail by sending it to the last address shown on the records of the Corporations; or
 - (ii) by electronic communication by sending it to the last electronic communication address on record.
- (b) 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.
- (c) The notice of an annual meeting shall contain sufficient information concerning any special business (see section 3.11(b)) to permit the Member to form a reasoned judgement on the decision to be taken, as well as the text of any Special Resolution to be submitted to the meeting.

3.6 Votes

- (a) Each Member entitled to vote and in attendance at a meeting shall have the right to exercise one vote.
- (b) At all meetings of Members, every question shall be determined by a Majority of votes unless otherwise specifically provided by the Act or by this By-law.
- (c) Votes at all meetings of Members shall be cast in person and not by proxy, as required by the *Public Hospitals Act*.
- (d) Every question submitted to any meeting of Members shall be decided by a show of hands, unless any Member demands a ballot. In the case of an equality of votes, the motion shall be lost.
- (e) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

3.7 Chair of the Meeting

The chair of a meeting of the Members shall be:

- (a) the Chair of the Allied Boards; or
- (b) a Vice-Chair of the Allied Boards selected by the Members, if the Chair is absent or is unable to act; or
- (c) a chair elected by the Members present if the Chair and Vice-Chairs are absent or unable to act. The Secretary shall preside at the election of the chair of the meeting, but if the Secretary is not present, the Members, from those present, shall choose a Member to preside at the election.

3.8 Adjourned Meetings of Members

If within one-half ($\frac{1}{2}$) hour after the time appointed for a meeting of the Members, a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Allied Boards.

3.9 Notice of Adjourned Meetings

Notice of the adjourned meeting shall be given in accordance with the provisions of section 3.5 above.

3.10 Special Meetings

- (a) The Allied Boards may call a special meeting of the Members of either Corporation.
- (b) Members who hold at least ten percent (10%) of the votes that may be cast at a meeting of the Members may, in writing, requisition the Allied Boards to call a special meeting of the Members of a Corporation for the purposes stated in the requisition. The requisition must state the business to be transacted at the meeting and must be sent to each Director and to the Registered Office.
- (c) Notice of a special meeting shall be given in the same manner as provided in section 3.5. The Allied Boards shall call and hold such meeting within twenty-one (21) days from receiving the requisition.
- (d) The notice of a special meeting shall specify the purpose or purposes for which it is called.
- (e) A special meeting of the Members shall be held at the Registered Office or such other place as the Allied Boards may determine. Alternatively, a special meeting may be held entirely by telephonic or electronic means.

3.11 Business at Annual Meeting

- (a) The business transacted at the annual meeting of Members for each Corporation shall include (and need not be highlighted in the annual meeting notice):
 - (i) minutes of the previous annual meeting;
 - (ii) the report of the Chair of the Allied Boards;
 - (iii) report of the Auditor including presentation of the audited financial statements;
 - (iv) the report of the Chief Executive Officer;
 - (v) the report of the Chief of Staff;
 - (vi) election of Directors to each Board; and
 - (vii) appointment of the incumbent Auditor.
- (b) Special business transacted at an annual meeting of Members requires specific advance notice includes any business not set out in paragraph (a), such as:
 - (i) approval of By-law amendments;

- (ii) Special Resolutions;
- (iii) appointment of a new Auditor; or
- (iv) such other items of business identified in the notice of annual meeting.

3.12 Guests

- (a) The Auditor is entitled to notice of and to attend meetings of the Members.
- (b) Other guests may attend a meeting of the Members at the invitation of the Allied Boards.

Article 4

Boards of Directors

4.1 Number of Directors

The affairs of the Corporations shall be governed by the Allied Boards. Each Board shall consist of between nine (9) – twenty-three (23) Directors as set out in the Articles.

4.2 Composition of Allied Boards

- (a) The size of each Board shall be fixed at 20 Directors until changed by Special Resolution, and shall consist of:
 - (i) seven (7) Directors elected by the Members, with voting rights;
 - (ii) the seven (7) elected Directors of the other Corporation, who shall be ex-officio Directors of the Corporation with voting rights;
 - (iii) two (2) ex-officio, non-voting Directors (shared by the Corporations), as required by the Public Hospitals Act: the Chief Executive Officer and the Chief Nursing Executive shared by the Corporations;
 - (iv) two (2) ex-officio, non-voting Directors from the Corporation, as required by the Public Hospitals Act: the Chief of Staff and President of the Medical Staff; and
 - (v) two (2) ex-officio, non-voting Directors from the other Corporation: the Chief of Staff and President of the Medical Staff.
- (b) The Boards shall meet together as the Allied Boards.

4.3 Rights of Non-Voting Directors

Non-voting Directors do not have the right to vote in any capacity, including moving or seconding motions, and they do not count towards quorum. As Directors, they have the right to receive notices of meetings of the Allied Boards and all Board materials and to participate in discussion and have their views reflected in the minutes.

4.4 Honorary Directors

The Allied Boards may appoint up to three (3) honorary Directors in the aggregate between the Boards, without the right to vote, in each fiscal year. Such appointments are annual and may be revoked or renewed at the Allied Board's discretion.

4.5 Qualifications of Directors

- (a) No person shall be qualified for election or appointment as a voting Director if he or she:
 - (i) is less than eighteen (18) years of age;

- (ii) has the status of a bankrupt;
 - (iii) is a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
 - (iv) is an individual who has been found to be incapable by any court in Canada or elsewhere;
 - (v) is an employee or member of the Professional Staff of either Corporation (except as required by the *Public Hospitals Act* or the Alliance Agreement);
 - (vi) is a spouse, child, parent or sibling (or the spouse of any child, parent or sibling) of an employee or member of the Professional Staff;
 - (vii) was an employee or member of the Professional Staff of either Corporation within the year prior to being nominated to serve on either Board;
 - (viii) does not reside or work in the Catchment Area of the Corporation to whose Board he/she is elected; or
 - (ix) is not an “ineligible individual” pursuant to the *Income Tax Act* (Canada).
- (b) The Allied Boards, by a Majority vote, may allow a candidate to be nominated to serve as a Director even if he/she does not meet the requirements of paragraph (vi) or (vii).
- (c) Every Director, when first elected to one of the Boards, shall sign and submit to the Secretary a form of consent to act as Director within ten (10) days of being elected, which form must be maintained with the Corporation’s books and records.

4.6 Vacation of Office

The office of a Director shall be automatically vacated:

- (a) if a Director shall resign such office by delivering a written resignation to the Secretary;
- (b) if, in the case of a voting Director, he or she ceases to meet the requirements of section 4.5;
- (c) at a special meeting of the Members duly called for the purpose, a Majority of the Members present vote to remove a Director from office.

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

4.7 Recommended Removal – Failure to Comply

The Allied Boards may determine by a Majority vote that the removal of an elected Director be recommended to the Members under section 4.6(c):

- (a) if a Director is absent for three (3) consecutive meetings of the Allied Boards, or if a Director is absent for one-quarter ($\frac{1}{4}$) or more of the meetings of the Allied Boards in any twelve (12) month period; or
- (b) if a Director fails to comply with the *Public Hospitals Act*, the Act, or either Corporation’s Articles, By-laws, policies or procedures adopted by the Allied Boards, including without limitation, confidentiality and Conflict of Interest requirements.

4.8 Election and Term

The Directors elected to each Board pursuant to this By-law serve for one (1) year terms, with the expectation that Directors shall serve multiple terms to ensure continuity.

4.9 Nomination Procedure for Election of Directors

- (a) The Allied Boards shall be composed of individuals who, in the aggregate, have the necessary skills, competencies, experience and independence to collectively perform the roles and

responsibilities of the Allied Boards. Directors must also have the attributes and qualities that will enable them to adhere to their fiduciary duties.

- (b) The Allied Boards shall adopt a transparent recruitment process for the nomination and election of Directors. The policy will include the following:
 - (i) ensuring that there is an open and transparent process for soliciting new applications for Directors;
 - (ii) recruiting and nominating on the basis of the attributes that are needed by the Allied Boards in the aggregate, which shall include primary attributes such as skills, qualifications, and experience, and secondary attributes that include gender, culture, ethnicity, and other aspects of diversity of perspective, as well as endeavoring to ensure that as many parts of the collective Catchment Areas as possible are represented on the Allied Boards; and
 - (iii) establishing an allied nominating committee to review all applications for new Directors and recommending to the Allied Boards the persons who are most qualified to fulfil the needs of the Allied Boards.

4.10 Maximum Terms

- (a) Each elected Director referred to in section 4.2(a) shall be eligible for re-election provided that such Director shall not be elected or appointed for a term that will result in the Director serving more than nine (9) consecutive years.
- (b) Such Director may also be eligible for re-election for another term or terms if one (1) year has elapsed since the termination of his or her last term.
- (c) In determining a Director's length of service, service on either Board prior to June 2022 shall be included. Despite the foregoing a Director may, by resolution of the Allied Boards, have his or her maximum term as a Director extended for a maximum of one additional year. Despite the foregoing, 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.

4.11 Filling Vacancies

So long as there is a quorum of Directors in office, any vacancy occurring on either Board in respect of an elected Director may be filled by a qualified person appointed for the remainder of the term by the Directors then in office.

In the absence of a quorum of the Allied Boards, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Allied Boards shall forthwith call a meeting of Members to fill the vacancy. A Director so appointed or elected shall hold office for the unexpired portion of the term vacated.

4.12 Duties and Responsibilities

The Allied Boards shall govern and oversee the management of the affairs of each Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do. In particular, the Allied Boards shall have the following key governance responsibilities:

- (a) establish the selection process for the appointment of the Chief Executive Officer and appoint the Chief Executive Officer in accordance with the process;
- (b) delegate responsibility and concomitant authority to the Chief Executive Officer for the operation of the Corporations and require accountability to the Board;

- (c) assess the performance of the Chief Executive Officer and establish the working conditions and remuneration package for members of the senior management team;
- (d) appoint the Chief of Staff for each Hospital in accordance with the provisions of the By-laws and ensure the ongoing evaluation of the Chief of Staff;
- (e) delegate responsibility and concomitant authority to the respective Chiefs of Staff for the operation of the general clinical organization of each Hospital and the supervision of the practice of medicine in the Hospital, and require accountability to the Allied Boards;
- (f) appoint and re-appoint the Professional Staff for each Hospital and delineate their respective privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and by-law requirements;
- (g) develop and review on a regular basis the mission, objectives and strategic plan of the Corporations in relation to the provision, within available resources, or appropriate programs and services in order to meet the needs of the community, patients of each Hospital and residents of Fairview Manor;
- (h) establish procedures for monitoring compliance with the requirements of applicable legislation;
- (i) approve the annual budget for each Corporation; and
- (j) ensure that the Corporations have a stakeholder engagement strategy that allows for presentations by the community to the Allied Boards, subject to the approval of the Allied Boards.

4.13 Fiduciary Duty and Standard of Care

- (a) Every Director and officer shall, in exercising their powers and discharging their duties to the Corporations, shall:
 - (i) act honestly and in good faith with a view to the best interests of each Corporation; and
 - (ii) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances.
- (b) Given that the Allied Boards are making decisions for both Corporations, at all times in the best interests of each Corporation, no Director may make any decision that benefits one Corporation to the disadvantage of the other Corporation. In considering the “best interest” of the Corporations, the Boards shall take into account multiple factors, including quality of services provided, financial impact, and alignment of decision-making with the operating, strategic and clinical service plans of the Corporations.
- (c) The Allied Boards must pay for the operations of each Corporation from their respective discrete funding envelopes, unless the Allied Boards determine that certain regional programs or services ought to be jointly funded in the best interests of the Corporations. The Allied Boards will approve a joint clinical service plan that identifies the clinical services to be provided by each Hospital.
- (c) If the Directors believe they are all in a Conflict of Interest in connection with a decision that may impact one Corporation to the detriment of the other, the Allied Boards shall call a meeting of the Members to address the decision, as required by the Act and as contemplated in section 6.1(d).

Article 5

Meetings of Directors

5.1 Meetings of Directors

The Allied Boards shall meet at one of the Registered Offices, or at another place as may be determined by the Allied Boards, the Chair, a Vice-Chair or the Chief Executive Officer. Special meetings of the Allied Boards may be called by the Chair, a Vice-Chair or by the Chief Executive Officer and shall be called by the Secretary upon receipt of the written request of four (4) Directors.

5.2 Regular Meetings

- (a) The Allied Boards may appoint one (1) or more days for regular meetings of the Allied Boards at a place and time named. A copy of any resolution fixing the place and time of regular meetings of the Allied Boards shall be given to each Director forthwith after being passed and no other notice shall be required for any such regular meeting.
- (b) There shall be a minimum of five (5) regularly scheduled meetings of the Allied Boards each fiscal year.

5.3 Electronic Participation in Meetings

- (a) Any Director may participate in a meeting of the Allied Boards by means of telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Director so participating in a meeting is deemed, for the purposes of the Act and this By-law, to be present at the meeting.
- (b) Any meeting of the Allied Boards may be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

5.4 Notices

- (a) Notice of meetings, other than regular meetings, shall be given to all Directors at least forty-eight (48) hours prior to the meeting. The notice of meeting shall specify if any matter that constitutes a Board Exclusive Responsibility is to be included on the meeting agenda.
- (b) The Chair, a Vice-Chair or the Chief Executive Officer may call a meeting on less notice, by such means as are deemed appropriate, provided that notice is given to all Directors and the Majority of the Directors consent to the holding of such meeting. In calculating the said forty-eight (48) hour notice period, Saturdays, Sundays and statutory holidays shall be excluded.

5.5 Quorum

A Majority of the Directors shall constitute a quorum. No meeting of the Allied Boards shall be duly constituted for the transaction of business unless a quorum is present.

5.6 First Meeting of Allied Boards Following Annual Meeting

Provided a quorum of Directors is present, the newly elected Allied Boards may, without notice, hold their first meeting immediately following the meeting of Members at which such election occurred, provided that there is no matter that constitutes a Board Exclusive Responsibility on the agenda.

5.7 Persons Entitled to be Present/*In Camera* Sessions

- (a) Guests may attend meetings of the Allied Boards with the consent of the meeting on the invitation of the Chair or Chief Executive Officer. The Allied Boards may adopt a policy from time to time with respect to the attendance of the public at meetings of the Allied Boards.
- (b) The Allied Boards may choose by a Majority vote to move into an *in camera* session excluding any individual who is not a Director.

5.8 Voting

Each Director present at a meeting of the Allied Boards shall be entitled to one (1) vote on each matter, excluding the Directors who are identified as non-voting. A Director shall not be entitled to vote by proxy. Any question arising at any meeting of the Allied Boards or any committee of the Allied Boards shall be decided by either consensus or a Majority of votes.

5.9 Polls

Votes shall be by show of hands; meetings held in whole or in part through telephonic or electronic means will have votes taken in a way that the method of voting and the result of the voting is clearly communicated to all participants. The vote on any question shall be taken by secret ballot if so demanded by any Director present and entitled to vote. Such ballots shall be counted by the chair of the meeting. A declaration by the chair of the meeting that a resolution has been carried by a Majority or not carried shall be conclusive.

5.10 Right of Dissent

- (a) A Director who is present at a meeting of the Allied Boards or of an allied committee is deemed to have consented to any resolution passed or action taken at the meeting unless:
- (i) the Director requests a dissent to be entered in the minutes of the meeting;
 - (ii) the Director sends a written dissent to the secretary of the meeting before the meeting is terminated; or
 - (iii) the Director submits to the applicable Corporation a written dissent immediately after the meeting is terminated.
- (b) A Director who was not present at a meeting of the Allied Boards at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:
- (i) causes a dissent to be placed with the minutes of the meeting; or
 - (ii) submits a written dissent to the applicable Corporation.

5.11 Adjournment of the Meeting

If within one-half (½) hour after the time appointed for a meeting of the Allied Boards a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the chair of the meeting.

5.12 Notice of Adjourned Meeting

At least twenty-four (24) hours' notice of the adjourned meeting by an appropriate means shall be given to each Director; provided that in calculating such twenty-four (24) hour notice period Saturday, Sundays and statutory holidays shall be excluded.

5.13 Chair of Meetings

The chair of a meeting of the Allied Boards shall be:

- (a) the Chair of the Allied Boards;
- (b) a Vice-Chair elected by the Directors present if the Chair is absent; or
- (c) a chair elected by the Directors present if the Chair and Vice-Chairs of the Allied Boards are absent.

Article 6

Conflict of Interest

6.1 Conflict of Interest – Self-Declaration and Procedures

- (a) Every Director who, either directly or indirectly, has or thinks they may potentially have a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of either Corporation shall disclose the nature and extent of the Conflict of Interest at a meeting of the Allied Boards. The declaration of Conflict of Interest shall be disclosed at the meeting of the Allied Boards at which the contract, transaction, matter or decision is first raised or at which the Director is first aware of the potential or actual Conflict of Interest.
- (b) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes of the Allied Boards.
- (c) Where the number of Directors who, by reason of this section are prohibited from participating in a meeting is such that at the 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.
- (d) Where all Directors are prohibited from participating in a meeting due to Conflict of Interest (e.g., where the Allied Boards are voting on a contractual between the Corporations as parties), the matter shall be referred to the Members for approval.

6.2 Conflict of Interest – Other Directors

- (a) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have their concern recorded in the minutes, and the Director with the alleged Conflict of Interest shall have the right to address the Allied Boards with respect to the allegation.
- (b) Thereafter, at the request of the Director who recorded the initial concern, the Allied Boards, after the Director alleged to have a Conflict of Interest has left the discussion, shall vote on whether the Director alleged to have a Conflict of Interest is, in the opinion of the Allied Boards, in a Conflict of Interest. If the Allied Boards find the Director to be in a Conflict of Interest, that interested Director shall leave during any subsequent discussion or voting process relating to or pertaining to the conflict. The question of whether a Director has a Conflict of Interest shall be determined by a Majority of the Allied Boards and shall be final.
- (c) The procedures set out in section 6.1 apply where, in accordance with this section, the Allied Boards have determined a Director has a Conflict of Interest.

6.3 Conflict of Interest - Consequences

- (a) No Director with a Conflict of Interest, as determined under section 6.1 or section 6.2, shall attend any part of a meeting of the Allied Boards during which the contract, transaction, matter or decision is discussed and shall not vote on any resolution to approve the contract, transaction, matter or decision, or otherwise attempt to influence the voting on a contract, transaction, matter or decision.
- (b) After making a declaration of Conflict of Interest in accordance with this By-law, the Director is not accountable to the applicable Corporation for any profits they may realize from the contract, transaction, matter or decision as of the date of the declaration, provided the contract, transaction, matter or decision was reasonable and fair to that Corporation when it was approved and provided that the Allied Boards follow the rules set out in the *Charities Accounting Act* (Ontario).
- (c) If the Director fails to make a Declaration of their Conflict of Interest in a contract, transaction, matter or decision, as required by this By-law, this failure may be considered grounds for termination of their position as a Director.

- (d) 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 contract, transaction, matter or decision undertaken by the Allied Boards or either Corporation.

6.4 Annual Declaration

Every Director shall complete and submit to the Secretary an annual Conflict of Interest declaration in the form approved by the Allied Boards from time to time.

Article 7

Protection of Officers and Directors

7.1 Director's Liability

Any Director or officer of the Corporations shall not be liable for any act, receipt, neglect or default of any other Director, officer or employee or for any loss, damage or expense happening to either Corporations through any deficiency of title to any property acquired by either Corporation or for any deficiency of any security upon which any moneys of that Corporation shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be deposited or for any loss, conversion, or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to either Corporation or for any other loss, damage or misfortune which may happen in the execution of the duties of such Director's or officer's respective office unless such occurrence is as a result of such Director's or officer's own wilful neglect or default.

7.2 Indemnities to Directors and Others

- (a) Every Director, officer, and committee member, their heirs, executors, administrators and estate, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporations from and against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved due to association with the Corporations.
- (b) The Corporations may advance money to a Director, officer or other individual referred to in paragraph (a) for the costs, charges and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in paragraph (c).
- (c) The indemnity provided for in this section shall be applicable only if the Director, officer or committee member acted honestly and in good faith with a view to the best interests of the Corporations and, in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.
- (d) The allocation of any financial obligation under this section shall be determined pursuant to the terms of the Alliance Agreement.

7.3 Insurance

Subject to the requirements of the Charities Accounting Act (Ontario), the Corporations shall each purchase and maintain insurance for the benefit of any Director, officer or other individual acting on behalf of that Corporation against any liability incurred in that individual's capacity as a Director, officer or other individual acting on behalf of that Corporation.

Article 8

Allied Committees

8.1 Allied Committees

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

- (a) standing committees, being those committees whose duties are normally continuous, including the Allied Executive Committee described herein and such other standing committees as established by the Allied Boards from time to time; and
- (b) special committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.

8.2 Functions, Duties, Responsibilities and Powers of Allied Committees

Unless set out in this By-law, the functions, duties, responsibilities and powers of allied committees shall be provided in the resolution of the Allied Boards by which such committee is established or in terms of reference adopted by the Allied Boards.

8.3 Committee Members, Chair

- (a) Unless otherwise provided by By-law or by resolution of the Allied Boards, the Allied Boards shall appoint the members of the committee, the chair of the committee and, if desirable, the vice-chair thereof. In appointing the committee members, the Allied Boards will ensure the committees are populated based on primary and secondary attributes of the members as set out in section 4.9(c)(ii).
- (b) The members of any allied committee (other than the Allied Executive Committee, if any) need not be Directors of the Corporation. Any committee members appointed under this section may have full voting rights on said committees but are not eligible to serve as the chair of any such Committee to which they are so appointed. Participation by a committee member who is not a Director is conditional on that individual signing an acknowledgement that he or she has read and understood the Conflict of Interest and confidentiality requirements of this By-law, which apply to all committee members.
- (c) The Act requires that a majority of the members of the audit committee cannot be either officers or employees of either Corporation. The Auditor is entitled to attend these Committee meetings at the expense of the Corporations.
- (d) The members and the chair and vice chair of a committee will hold their office at the will of the Allied Boards. Each chair of a standing committee shall be a Director. Unless otherwise provided, the Chair and Chief Executive Officer shall be ex-officio members of all committees.

8.4 Procedures at Committee Meetings

Procedures at and quorum for committee meetings shall be determined by the chair of each committee, unless established by the Allied Boards by resolution or by way of general committee regulations from time to time.

8.5 Delegation of Decision-Making to Committees

The Allied Boards may delegate decision-making authority to any committee (in addition to the Allied Executive Committee) on the following conditions:

- (a) the Allied Boards may not delegate any Board Exclusive Responsibility to a committee; and
- (b) only Directors may be voting members of that committee.

Note that this requirement does not apply to committees tasked with making recommendations only to the Allied Boards.

8.6 Allied Executive Committee

- (a) The Allied Boards shall elect an Allied Executive Committee consisting of:
 - (i) the Chair;
 - (ii) the Vice-Chair(s);
 - (iii) the Chair of the Allied Finance and Audit Committee;
 - (iv) the Chiefs of Staff, non-voting;
 - (v) the Past Chair, if any; and
 - (vi) the Chief Executive Officer, non-voting.
- (b) The Allied Executive Committee shall fix its quorum at not less than a Majority of its members.
- (c) Any Allied Executive Committee member may be removed by a majority vote of the Allied Boards.
- (d) The Allied Executive Committee shall:
 - (i) exercise the full powers of the Allied Boards in all matters of administrative urgency, reporting every action at the next meeting of the Allied Boards; and
 - (ii) perform such duties as assigned by the Allied Boards from time to time.

Article 9

Officers

9.1 Officers

The officers of the Corporations shall include:

- (a) the Chair of the Allied Boards;
- (b) one or more Vice-Chair(s) of the Allied Boards;
- (c) the Treasurer of the Allied Boards; and
- (d) the shared Chief Executive Officer of the Corporations, who shall also serve as the Secretary of the Allied Boards,

and may include such other officers as the Allied Boards may by resolution determine. The officers shall be elected or appointed by resolution of the Allied Boards at their first meeting following 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. Any officer shall cease to hold office upon resolution of the Allied Boards.

9.2 Terms of Office

- (a) The Chief Executive Officer shall hold office at the pleasure of the Allied Boards.
- (b) Unless otherwise provided in this By-law, the officers of the Corporations shall hold office for one (1) year from the date of appointment or election or until their successors are elected or appointed in their stead and shall be eligible for reappointment. Officers shall be subject to removal by resolution of the Allied Boards at any time.

- (c) No Director may serve as Chair or Vice-Chair for more than two (2) consecutive annual terms in one office, unless the Allied Boards by a Majority vote extend their term for no more than one (1) additional year. Following a break of at least one year, the same person may be re-elected as an officer.

Article 10

Duties of Officers

10.1 Chair

The Chair shall be elected by the Allied Boards from among the voting Directors. The Chair shall, when present, preside at all meetings of the Members and the Allied Boards and shall represent the Corporations and the Allied Boards as may be required or appropriate. The Chair shall intervene when necessary in instances involving Conflict of Interest, confidentiality and other policies of the Allied Boards. The Chair shall have such other powers and duties as the Allied Boards may specify. The Chair shall be an *ex-officio* member of all allied committees of the Allied Boards.

10.2 Vice-Chair(s)

The Vice-Chair(s) shall be elected by the Allied Boards from among the voting Directors. The Vice-Chair(s) shall work collaboratively with the Chair and support the Chair in fulfilling the Chair's responsibilities. One Vice-Chair elected by the remaining voting Directors shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair. The Vice-Chair shall perform such other duties as shall from time to time assigned by the Allied Boards.

10.3 Chief Executive Officer

The Chief Executive Officer shall be a non-voting Director and the administrator of the Hospitals for the purposes of the *Public Hospitals Act*. Subject to the authority of the Allied Boards, the Chief Executive Officer shall be responsible for the administration, organization and management of the affairs of the Corporations and shall fulfill the role described in the job description as approved by the Allied Boards from time to time.

10.4 Secretary

The Secretary shall carry out the duties of the secretary of the Corporations generally and shall attend or cause a recording secretary to attend all meetings of the Members, Allied Boards, Executive Committee and other committees to act as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Members and of the Allied Boards. The Secretary shall ensure that the corporate records required by section 12.1 are maintained for each Corporation. The Secretary shall perform such other duties as may be prescribed by the By-laws or the Allied Boards.

10.5 Treasurer

The Treasurer shall:

- (a) ensure that the books of account and accounting records of the Corporations required to be kept by the provisions of the Act are kept secure in appropriate administrative offices of the Corporations;
- (b) on a timely basis and no less than quarterly, submit a financial statement at meetings of the Allied Boards indicating the financial position of the Corporations;
- (c) have all the accounts audited; and
- (d) perform such other duties as may be established by resolution of the Allied Boards.

If the Allied Boards establish a standing committee for finance and audit matters, the chair of such committee shall serve as the Treasurer.

10.6 Past Chair

- (a) Any Chair, at the completion of their term as Chair, may assume the role of Past-Chair, *ex-officio*, if that Director is re-elected to the Allied Boards. The Past Chair shall serve as such for one (1) year.
- (b) The Past-Chair shall:
 - (i) ensure continuity of knowledge about the Corporations among the Officers;
 - (ii) assist the Chair to become oriented to their new role, as requested by the Chair; and
 - (iii) provide support to the Chair, as requested by the Chair or the Allied Boards.

10.7 Other Officers

The powers and duties of all other officers shall be such as the Allied Boards may from time to time determine. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Allied Boards otherwise direct.

Article 11

Organization and Financial

11.1 Seal

The corporate seal of each Corporation shall be such as the Allied Boards may by resolution from time to time adopt, and shall be entrusted to the Secretary (or delegate) for safekeeping.

11.2 Execution of Documents

- (a) Subject to section 11.3, deeds, transfers, mortgages, conveyances, obligations, certificates or any other similar instruments or documents requiring the signature of a Corporation shall be signed by:
 - (i) any one of the Chair or the Vice-Chair; and
 - (ii) the Chief Executive Officer (or designate).

All instruments or documents so signed shall be binding upon such Corporation without any further authorization or formality.

- (b) All contracts and agreements shall be signed as set out in the Allied Boards' Signing Authority Policy, as amended from time to time.

11.3 Other Signing Officers

In addition to the provisions of section 11.2, the Allied Boards may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. Any signing officer may affix the seal of the applicable Corporation to any instrument or document and may certify a copy of any instrument, resolution, by-law or other document of the applicable Corporation to be a true copy.

11.4 Banking Arrangements

The banking business of the Corporations or any part thereof shall be transacted with such banks, trust companies or other financial institutions as the Allied Boards may, by resolution, from time to time determine.

11.5 Financial Year

The fiscal year end of the Corporations shall be the last day of March in each year.

11.6 Appointment of Auditor

- (a) Each Corporation shall, at the joint annual meeting of Members, appoint an Auditor who shall not be a Director or an Officer or employee of either Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accounting Act, 2004* (Ontario), to hold office until the next annual meeting of the Members.
- (b) Subject to the Articles, the Allied Boards shall fill any vacancy in the office of Auditor for either Corporation that occurs between annual meetings.
- (c) The Auditor of each Corporation shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.
- (d) The Auditor of each Corporation shall receive notice of the annual meeting in accordance with section 3.5 of this By-law.

11.7 Borrowing Powers

Without limiting the borrowing powers of the Corporations as set forth in the Act, the Allied Boards may from time to time, on behalf of each Corporation:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation.

11.8 Investments

The Allied Boards may invest in any investments that are authorized by the investment policy approved by the Allied Boards.

Article 12

Books and Records

12.1 Books and Records

- (a) All necessary books and records of the Corporations required by the Act shall be regularly and properly kept at the Registered Office or at another place determined by the Allied Boards. Without limiting the generality of the foregoing, the following records shall be prepared and regularly maintained:
 - (i) the Articles and By-laws, and amendments to them;
 - (ii) minutes of meetings of the Members, the Allied Boards, and any committee;
 - (iii) resolutions of the Members, the Allied Boards, and any committee;
 - (iv) register of Directors and their consents to serve as such;
 - (v) register of officers;
 - (vi) register of Members; and

(vii) accounting records adequate to enable the Allied Boards to ascertain the financial position of the Corporations with reasonable accuracy on a quarterly basis.

- (b) A record of each Corporation's ownership interests in land, if any, shall be kept at the Registered Office and in accordance with section 92.1 of the Act.

12.2 Written Resolutions

A by-law or resolution in writing signed by all the Members, Directors, or committee members entitled to vote on that by-law or resolution at a meeting of Members, Allied Boards, or committee, respectively, is as valid as if it had been passed at a meeting of the Members, Allied Boards or committee, respectively.

Article 13 Confidentiality

13.1 Confidentiality

Every Director, former Director, officer, member of the Professional Staff, member of a committee of the Allied Boards, employee and agent of either Corporation shall respect the confidentiality of matters:

- (a) brought before the Allied Boards;
- (b) brought before any committee;
- (c) dealt with in the course of the employee's employment or agent's activities; or
- (d) dealt with in the course of the Professional Staff member's activities in connection with either Corporation.

13.2 Spokesperson for Allied Boards

The Allied Boards may give authority to one or more Directors, officers or employees of the Corporations to make statements to the news media or public about matters brought before the Allied Boards.

Article 14 Professional Staff

14.1 Professional Staff

There shall be a Professional Staff of each Hospital whose appointment and functions shall be as set out in the respective Professional Staff By-laws of the Corporations.

Article 15 Matters Required by the *Public Hospitals Act*

15.1 Committees and Programs Required by the *Public Hospitals Act*

The Allied Boards shall ensure that the Corporations establish such committees and undertakes such programs as are required pursuant to the *Public Hospitals Act*, including a medical advisory committee and a fiscal advisory committee for each Corporation.

15.2 Fiscal Advisory Committee

The Chief Executive Officer shall appoint the members of the fiscal advisory committee required to be established pursuant to the regulations under the *Public Hospitals Act*.

15.3 Chief Nursing Executive

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

15.4 Nurses and other Staff and Professionals on Committees

The Chief Executive Officer 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 each 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 each Corporation to those administrative committees approved by the Chief Executive Officer to have a nurse, staff or professional representation.

15.5 Retention of Written Statements

The Chief Executive Officer 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.

15.6 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 Corporations.
- (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 Corporations;
 - (ii) the safe use of substances, equipment and medical devices in the Corporations;
 - (iii) safe and healthy work practices in the Corporations;
 - (iv) the prevention of accidents to persons on the premises of the Corporations; and
 - (v) the elimination of undue risks and the minimizing of hazards inherent in the Corporations' environments.
- (c) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Corporations 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 Allied Boards as necessary on matters in respect of the Occupational Health and Safety Program.

15.7 Health Surveillance Program

- (a) Pursuant to the regulations under the *Public Hospitals Act*, there shall be a Health Surveillance Program for the Corporations.
- (b) The program referred to in section 15.7(a) shall:
 - (i) be in respect of all persons carrying on activities in the Corporations, 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 Corporations 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 Allied Boards as necessary on matters in respect of the Health Surveillance Program.

15.8 Organ Donation

Pursuant to the regulations under the *Public Hospitals Act*, the Allied Boards 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 Corporations.

Article 16

Voluntary Associations

16.1 Authorization

The Allied Boards may sponsor the formation of one or more voluntary association(s) as they deem advisable.

16.2 Purpose

Such voluntary associations shall be conducted with the advice of the Allied Boards for the general welfare and benefit of one or both Corporation(s) and the patients treated by such Corporation(s).

16.3 Control

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

16.4 Review of Financials

Each unincorporated voluntary association shall have its financial affairs reviewed for the purposes of assuring reasonable internal controls. The Allied Boards shall select the auditor to conduct such financial review.

Article 17

Notices

17.1 Notice

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, member of a committee, Member or Auditor at the postal address, the facsimile number or electronic mail address, as the case may be, as the same appears on the books of the Corporations.

If any notice is sent by prepaid mail, it shall, subject to the following paragraph, be conclusively deemed to have been received on the fifth (5th) business day following the mailing thereof. If personally delivered, a notice shall be conclusively deemed to have been received at the time of delivery, or if sent by facsimile transmission or electronic mail, it shall be conclusively deemed to be received on the next business day after transmission.

Notwithstanding the foregoing provisions with respect to mailing, in the event that it may be reasonably anticipated that, due to any strike, lock out or similar event involving an interruption in

postal service, any notice will not be received by the addressee by no later than the fifth (5th) 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.

17.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

17.3 Omissions and Errors

The accidental omission to give any notice to any Director, officer, member of a committee, Member, or the Auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

17.4 Waiver of Notice

Any Member, Director, officer, member of a committee or the Auditor may waive any notice required to be given to him or her under any provision of the *Public Hospitals Act*, the Act or the Articles or the By-laws, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitute waiver of notice.

Article 18

Amendment of By-laws

18.1 Amendment

- (a) Subject to the Articles, the Allied Boards may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporations.
- (b) Subject to By-law changes that require a Special Resolution for approval (see Appendix A), any such By-law, amendment or repeal shall be effective from the date of the resolution of the Allied Boards until the next meeting of the Members where it may be confirmed, rejected or amended by the Members by a Majority vote. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of the Members or if it is rejected by the Members at the meeting.
- (c) A By-law or an amendment to a By-law that requires a Special Resolution of the Members is effective only when confirmed by Members.

18.2 Amendments to Professional Staff By-laws

Prior to submitting all or any part of the Professional Staff By-law of either Corporation to the process established in section 17.1, the procedures set out in the Professional Staff By-law shall be followed.

ALMONTE GENERAL HOSPITAL

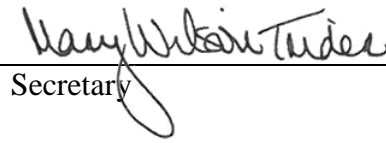
ENACTED as By-law No. 1 this 15th day of June, 2022.

Dave Perley



Chair

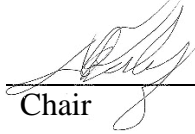
Mary Wilson Trider



Secretary

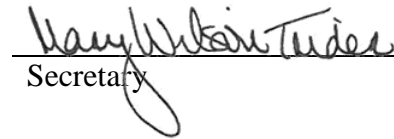
CONFIRMED by the Members this 15th day of June, 2022.

Dave Perley



Chair

Mary Wilson Trider

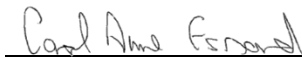


Secretary

THE CARLETON PLACE AND DISTRICT MEMORIAL HOSPITAL

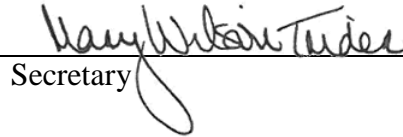
ENACTED as By-law No. 1 this 15th day of June, 2022.

Carol Anne Esnard



Chair

Mary Wilson Trider



Secretary

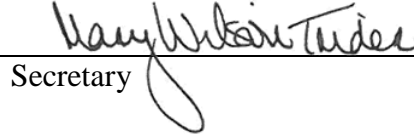
CONFIRMED by the Members this 15th day of June, 2022.

Carol Anne Esnard



Chair

Mary Wilson Trider



Secretary

APPENDIX A – LIST OF SPECIAL RESOLUTIONS REQUIRED BY THE ACT

The following decisions require the approval of the Board and then 2/3 of the votes cast by Members who attend a duly called meeting of the Members before taking effect (unless the authority is granted to the Board in the By-laws, which By-law has been approved by Special Resolution or consented to by each member entitled to vote at a meeting of the members:

- To change the municipality or geographic township in which its Registered Office is located to another place in Ontario – section 14(4)
- To set or change a fixed number of directors between the minimum and maximum number of directors in the Articles – section 22(2)
- to empower the Board to set a fixed number of directors between the minimum and maximum number of Directors in the Articles section 22(2)
- To confirm or approve a contract or transaction of a director or officer that is the subject of a conflict of interest - a director or officer, acting honestly and in good faith, is not accountable to the corporation or to its members for any profit or gain realized from any contract or transaction by reason only of his or her holding the office of director or officer, and the contract or transaction, if it was reasonable and fair to the corporation at the time it was approved, is not by reason only of the director's or officer's interest in it void or voidable if,
 - the contract or transaction is confirmed or approved by special resolution at a meeting of the members duly called for that purpose; and
 - the nature and extent of the director's or officer's interest in the contract or transaction are disclosed in reasonable detail in the notice calling the meeting – section 41(10)
- To make any amendment to the Articles – section 103(1)
- To approve an amalgamation agreement – section 111(5)
- To approve a continuance under this Act– section 115(2)
- To approve a continuance under the Co-operative Corporations Act – section 117(1)
- To approve the sale, lease or exchange of all or substantially all of the property of the corporation other than in the ordinary course of its activities – section 118(6)
- To approve an arrangement as defined in section 120
- To require the corporation to be wound up voluntarily under section 123
- To authorize an application to be made to the court to wind up the corporation – section 136
- To authorize the corporation to be dissolved – section 166