

# By-Law No. 2

## NDMH / NDFHT

2019/20



125 Hogan Road  
Nipigon, ON P0T 2J0  
[www.ndmh.ca](http://www.ndmh.ca)



June 23, 2008  
June 27, 2011  
June 24, 2013  
June 30, 2014  
June 22, 2015  
June 13, 2016

June 20, 2017  
June 26, 2017

June 25, 2018  
June 24, 2019

# Nipigon District Memorial Hospital / Nipigon District Family Health Team

## By-Law No. 2

A by-law relating generally to the transaction of the affairs of the Corporation

**BE IT ENACTED** as a by-law of the Corporation as follows:

### Article 1 Interpretation

#### 1.1 Definitions

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

- (a) “**Act**” means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as amended from time to time;
- (b) “**Board**” means the board of directors of the Corporation;
- (c) “**Chair**” means the chair of the Board;
- (d) “**Chief Executive Officer**” means, in addition to “administrator” as defined in the *Public Hospitals Act*, the President and Chief Executive Officer of the Hospital;
- (e) “**Chief Nursing Executive**” means the senior nurse employed by the Hospital, who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;
- (f) “**Chief of Staff**” means a member of the medical staff of the Hospital, who is responsible for the professional standards of the Professional Staff, and the quality of professional care rendered at the Hospital;
- (g) “**Corporation**” means Nipigon District Memorial Hospital / Nipigon District Family Health Team;
- (h) “**Director**” means a member of the Board;
- (i) “**Executive Director**” means the executive director of the Nipigon District Family Health Team / Corporation;
- (j) “**Ex-officio**” means membership “by virtue of office” and includes all rights, responsibilities and power to vote unless otherwise specified;
- (k) “**Hospital**” means Nipigon District Memorial Hospital;
- (l) “**Letters Patent**” means the letters patent incorporating the Corporation and any supplementary letters patent;

### 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 30<sup>th</sup> day of September of each year.

The annual Members' meeting shall be held within three months after the close of the fiscal year.

### 3.3 Calling Meetings

The Board or Chair shall have the power to call, at any time, an annual or general Members' meeting.

### 3.4 Quorum

At least two-fifths of the Members present in person shall constitute a quorum at any Members' meeting.

### 3.5 Notice

Notice of Members' meetings shall be given by sending it to each Member by one of the methods set out in section 14.1 addressed to the Members at their most recent addresses as shown on the Corporation's records at least ten days before the meeting.

### 3.6 Votes

- (a) Each Member shall have the right to exercise one vote.
- (b) At all Members' meetings, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this by-law.
- (c) Every question submitted to any Members' meeting shall be decided in the first instance by a show of hands. If there is a tie vote, the chair of the meeting shall have a second vote to break the tie.
- (d) At any Members' meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- (e) A Member may demand a poll either before or after any vote by show of hands. If a Member demands a poll on the election of a chair of the meeting or on the question of adjournment, the poll shall be taken immediately. If a Member demands a poll on any other question, the vote shall be taken by poll in the manner and at the time that the chair of the meeting directs. The result of a poll shall be the resolution of the meeting. A Member may withdraw a demand for a poll.

#### **4.2 Duties and Responsibilities**

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 its Letters Patent or otherwise, authorized to exercise and do.

#### **4.3 Qualifications of Directors**

No individual shall be qualified to serve as a Director if he or she:

- (a) is less than 18 years of age;
- (b) subject to section 4.1(b), is a current employee of the Hospital, the Nipigon District Family Health Team or a member of the Professional Staff, unless the Board otherwise determines;
- (c) has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or has been found to be incapable by any court in Canada or elsewhere; or
- (d) has the status of a bankrupt.

#### **4.4 Vacation of Office**

The office of a Director shall automatically be vacated if the Director:

- (a) resigns such office by delivering a written resignation to the Secretary; or
- (b) becomes a person referred to in subsection 4.3(b), (c) or (d).

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

#### **4.5 Removal**

The office of a Director may be vacated by a Board resolution if the Director:

- (a) without being granted a leave of absence by the Board, is absent for three consecutive Board meetings, or is absent for one quarter or more of the Board meetings in any 12-month period; or
- (b) fails to comply with the Act, the *Public Hospitals Act*, or the Corporation's Letters Patent, or the by-laws, Rules, policies and procedures adopted by the Board, including without limitation, confidentiality and conflict of interest requirements.

#### **4.6 Election and Term**

The Directors referred to in section 4.1(a) shall be elected for a term of three years, provided that each Director shall hold office until the earlier of the date on which his or her office is vacated

## **Article 5 Board Meetings**

### **5.1 Board Meetings**

The Board shall meet at such times and in such places as may be determined by the Board, the Chair or Vice-Chair. Special Board meetings may be called by the Chair or Vice-Chair, and shall be called by the Secretary upon receipt of the written request of three Directors.

### **5.2 Regular Meetings**

The Board may appoint one or more days for regular Board meetings at a place and time named. A copy of any Board resolution fixing the place and time of regular Board meetings shall be given to each Director forthwith after being passed and no other notice shall be required for any regular meeting.

### **5.3 Telephone Meetings**

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

### **5.4 Notices**

Notice of Board meetings, other than regular meetings, shall be given to all Directors by sending it to each Director by one of the methods set out in section 14.1 addressed to the Directors at their most recent addresses as shown on the Corporation's records at least 48 hours before the meeting. The Chair or Vice-Chair 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 the meeting. In calculating the 48-hour notice period, Saturdays, Sundays and statutory holidays shall be excluded.

### **5.5 Quorum**

At least two-fifths of the elected Directors shall constitute a quorum for a Board meeting.

### **5.6 First Meeting of New Board**

If a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the Members' meeting at which the Board is elected.

### **5.7 Persons Entitled to be Present**

Guests may attend Board meetings with the consent of the meeting on the invitation of the Chair, Vice-Chair or Chief Executive Officer. The Board may adopt a policy from time to time on the attendance of the public at Board meetings.

## **Article 6 Conflict of Interest**

### **6.1 Conflict of Interest**

The Board may adopt a conflict of interest policy from time to time to supplement the provisions of the Act.

## **Article 7 Protection of Officers and Directors**

### **7.1 Directors Liability**

No Director or Officer shall be liable for any act, receipt, neglect or default of any other Director, Officer or employee or for any loss, damage or expense happening to the Corporation through any deficiency of title to any property acquired by the Corporation or for any deficiency of any security upon which any moneys of the Corporation shall be invested or for any loss or damage arising from 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, 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 the Director's or Officer's respective office, unless the occurrence is as a result of the Director's or Officer's own wilful neglect or default.

### **7.2 Indemnities to Directors and Others**

Every Director or Officer and his or her heirs, executors, administrators and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding, which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses, which he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except the costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

The indemnity provided for in the preceding paragraph shall be applicable only if the Director or Officer acted honestly and in good faith with a view to the best interests of the Corporation and in the case of a 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.

## **9.2 Terms of Office**

Unless otherwise provided in this by-law, the Officers shall hold office for a two-year renewable term from the date of appointment or until their successors are appointed in their stead. Officers shall be subject to removal by the Board at any time.

## **9.3 Duties of Officers**

The Officers shall have the powers and duties described in their position descriptions as approved by the Board from time to time and such other duties as may be required by statute or as may be determined by the Board from time to time. An Officer may delegate the performance of any of his or her duties to another, unless the Board otherwise directs.

# **Article 10 Organization and Financial**

## **10.1 Seal**

Until changed in accordance with the Act, the seal of the Corporation shall be in the form impressed on this by-law.

## **10.2 Execution of Documents**

Deeds, transfers, assignments, contracts, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation shall be signed by any one Director, together with the Chief Executive Officer / Chief Operating Officer or other person designated by Board resolution, and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

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

## **10.3 Banking Arrangements**

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

## **10.4 Financial Year**

Unless otherwise determined by the Board, and subject to the *Public Hospitals Act*, the fiscal year end of the Corporation shall be the last day of March in each year.

## **12.2 Board Spokesperson**

The Board Chair (or designate) has the authority to speak on matters related to governance responsibilities of the Corporation. The Chief Executive Officer/ Chief Operating Officer has the authority to speak on matters related to the administration of the Corporation.

## **Article 13 Rules and Procedures**

### **13.1 Rules of Order**

Any questions of procedure at or for any meetings of Members, of the Board, of the Professional Staff, or of any Board committee, which have not been provided for in this by-law or by the Act, the *Public Hospitals Act*, the Rules or the Professional Staff Rules and Regulations, shall be determined by the chair of the meeting in accordance with Robert's Rules of Order.

### **13.2 Rules**

The Board may, from time to time, make such Rules as it may deem necessary or desirable in connection with the management of the affairs of the Board and the conduct of the Directors and Officers, provided, however, that any Rule shall be consistent with the provision of this by-law.

## **Article 14 Notices**

### **14.1 Notice**

Whenever under the provisions of this by-law notice is required to be given, unless otherwise provided, the notice may be given in writing and delivered or sent by prepaid mail, by facsimile transmission, or by e-mail, addressed to the Director, Officer, Board committee member, Member or auditor at the postal address, facsimile number or e-mail address, as the case may be, as the same appears on the books of the Corporation.

If any notice is sent by prepaid mail, it shall, subject to the following paragraph, conclusively be deemed to have been received on the third business day following its mailing. If delivered, a notice shall conclusively be deemed to have been received at the time of delivery, or if sent by facsimile transmission or e-mail, it shall conclusively be deemed to be received on the next business day after transmission.

Notwithstanding the foregoing provisions with respect to mailing, if it may reasonably be anticipated that, due to any strike, lock out or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the third business day following its mailing, then the mailing of the notice shall not be an effective means of sending it 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.



managers and other staff and professionals of the 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 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**

Pursuant to the regulations under the *Public Hospitals Act*, there shall be an Occupational Health and Safety Program for the Corporation, which shall include procedures with respect to: (i) a safe and healthy work environment; (ii) the safe use of substances, equipment and medical devices; (iii) safe and healthy work practices; (iv) the prevention of accidents to persons on the premises; and (v) the elimination of undue risks and the minimizing of hazards inherent in the Corporation environment.

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. The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

### **15.7 Health Surveillance Program**

Pursuant to the regulations under the *Public Hospitals Act*, there shall be a Health Surveillance Program for the Corporation, which shall: (i) be in respect of all persons carrying on activities in the Corporation, and (ii) include a communicable disease surveillance program.

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. The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

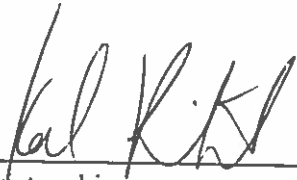
### **15.8 Organ Donation**

Pursuant to the regulations under the *Public Hospitals Act*, the 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.

FORM OF RESOLUTION OF THE MEMBERS OF NIPIGON DISTRICT MEMORIAL  
HOSPITAL / NIPIGON DISTRICT FAMILY HEALTH TEAM

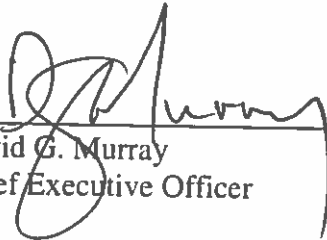
("the Corporations")

RESOLVED THAT By Law No. 2 of the Corporations, which has been approved by the Board,  
is confirmed.



Kal Pristanski  
Board Chair

June 24, 2019



David G. Murray  
Chief Executive Officer

June 24, 2019