

# Nipigon District Memorial Hospital

## 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;
- (h) “**Director**” means a member of the Board;
- (i) “**Executive Director**” means the executive director of the Nipigon District Family Health Team;
- (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;

- (m) “**Medical Advisory Committee**” means the Medical Advisory Committee of the Hospital;
- (n) “**Members**” means the members of the Corporation as described in Article 2;
- (o) “**Officers**” means the individuals who hold the offices enumerated in Article 9;
- (p) “**Professional Staff**” means the medical staff, dental staff, midwifery staff and extended class nursing staff of the Hospital;
- (q) “**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; and
- (r) “**Rules**” means the rules adopted by the Board in accordance with section 13.2.

## **1.2 Interpretation**

In this by-law and in all other by-laws of the Corporation, unless the context otherwise requires, words importing the singular shall include the plural and vice versa; references to persons shall include individuals and entities; words importing one gender shall include all genders; and headings are used for convenience of reference and do not affect the interpretation of the by-law.

## **1.3 Repeal and Replacement of By-laws**

By-law No. 1 of the Corporation is repealed and replaced with this by-law.

## **Article 2 Membership in the Corporation**

### **2.1 Members**

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

### **2.2 Fees**

No fees shall be payable by the Members.

## **Article 3 Members’ Meetings**

### **3.1 Location**

Members’ meetings shall be held at the head office of the Corporation or at any place in the Thunder Bay District as the Board 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.

### **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.

### **3.7 Chair of the Meeting**

The chair of a Members' meeting shall be:

- (a) the Chair; or

- (b) the Vice-Chair, if the Chair is absent or is unable to act; or
- (c) a chair elected by the Members if the Chair and Vice-Chair 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 shall choose a Member to preside at the election.

### **3.8 Adjourned Meetings of Members**

If within one-half hour after the time appointed for a Members' meeting, a quorum is not present, the meeting shall stand adjourned until a day to be determined by the Board.

### **3.9 Notice of Adjourned Meetings**

Not less than 48 hours' notice of a rescheduled meeting following an adjournment shall be given in the manner as the Board may determine, provided that in calculating the notice period Saturdays, Sundays and statutory holidays shall be excluded.

## **Article 4 Board**

### **4.1 Composition of Board**

The Board shall consist of:

- (a) seven Directors who satisfy the criteria set out in section 4.3 and who are elected by the Members in accordance with section 4.7 or appointed in accordance with section 4.9;
- (b) the Chief Executive Officer, the Chief of Staff, the President of the Medical Staff and the Chief Nursing Executive, as *ex-officio* non-voting Directors;
- (c) the lead physician of the Nipigon District Family Health Team, as an *ex-officio* non-voting Director; and
- (d) the Executive Director, as an *ex-officio* non-voting Director.

### **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 one year, provided that each Director shall hold office until the earlier of the date on which his or her office is vacated pursuant to sections 4.4 or 4.5 or until the end of the meeting at which his or her successor is elected or appointed.

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

Nominations made for the election of Directors at a Members' meeting 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 that 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.

#### **4.8 Maximum Terms**

Each Director referred to in subsection 4.1(a) shall be eligible for re-election, provided that the Director shall not be elected for a term that will result in the Director serving more than ten consecutive years. The Director may also be eligible for re-election for another term or terms (to a maximum of ten consecutive years) if at least three months have elapsed since the termination of his or her last term. In determining a Director's length of service as a Director, service before the coming into force of this by-law shall be included. Despite the foregoing:

- (a) a Director may, by Board resolution, have his or her maximum term as a Director extended for the sole purpose of that Director succeeding to the office of Chair or serving as Chair; and
- (b) where a Director was appointed to fill an unexpired term of a Director, the partial unexpired term filled by the Director shall be excluded from the calculation of the maximum years of service.

#### **4.9 Filling Vacancies**

So long as there is a quorum of Directors in office, any vacancy occurring in the Board 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 Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any Members' meeting, the Board shall forthwith call a Members' meeting to fill the vacancy. A Director so appointed or elected shall hold office for the unexpired portion of the vacated term.

#### **4.10 Directors Remuneration**

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

### **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.

### **5.8 Voting**

Each Director present at a Board meeting shall be entitled to one vote on each matter. A Director shall not be entitled to vote by proxy. Every question arising at a Board meeting or a Board committee meeting, shall be decided by a majority of votes.

### **5.9 Casting Vote**

If there is a tie vote, the Chair shall not have a second vote to break the tie.

### **5.10 Polls**

A Director may demand a poll either before or after any vote by show of hands. If a Director demands a poll, 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 Director may withdraw a demand for a poll.

### **5.11 Adjournment of the Meeting**

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

### **5.12 Notice of Adjourned Meeting**

At least 24 hours' notice of a rescheduled meeting following an adjournment by an appropriate means shall be given to each Director, provided that in calculating the 24-hour notice period Saturday, Sundays and statutory holidays shall be excluded.

## **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.

## **Article 8 Board Committees**

### **8.1 Board Committees**

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

### **8.2 Functions, Duties, Responsibilities and Powers of Board Committees**

The functions, duties, responsibilities and powers of the Board committees shall be provided in the Board resolution by which a Board committee is established or in terms of reference adopted by the Board.

### **8.3 Board Committee Members, Chair**

Unless otherwise provided by by-law or Board resolution, the Board shall appoint the chair, the vice-chair (if any) and the members of each Board committee. Each chair and vice-chair of a Board committee shall be a Director. The members and the chair and vice-chair of each Board committee shall hold their office at the will of the Board. The Board committees may include members who are not Directors (other than an Executive Committee, if any). Unless otherwise provided, the Chair shall be an *ex-officio* member of all Board committees.

### **8.4 Procedures at Board Committee Meetings**

Procedures at and quorum for Board committee meetings shall be determined by the chair of each committee, unless established by Board resolution or by Board-approved general committee regulations.

## **Article 9 Officers**

### **9.1 Officers**

The Officers shall include the Chair, Vice-Chair and Secretary, and may include such other Officers as the Board may determine. The Board shall appoint the Officers at its first meeting following the annual meeting of Members at which the Directors are elected or at such other times when a vacancy shall occur. The Chief Executive Officer shall be the Secretary. A person may hold more than one office. The Chair and Vice-Chair shall be appointed by the Board from among the elected Directors. The Chair shall, when present, preside at all meetings of the Members and the Board.

### **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 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.

### **10.5 Appointment of Auditor**

The Members shall, at each annual meeting, appoint auditors to audit the accounts of the Corporation and to report to the Members at the next annual meeting. The auditor shall hold office until the next annual meeting, provided that the Board may fill any casual vacancy in the office of auditor. The Board shall fix the remuneration of the auditor.

### **10.6 Borrowing Power**

Without limiting the borrowing powers of the Corporation as set forth in the Act, the Board may, from time to time, on behalf of the Corporation, without authorization of the Members:

- (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.

### **10.7 Investments**

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

## **Article 11 Books and Records**

### **11.1 Books and Records**

The Board shall see that all necessary books and records of the Corporation required by this by-law or by any applicable statute or law are regularly and properly kept.

## **Article 12 Confidentiality**

### **12.1 Confidentiality**

Every Director, Officer, Board committee member, Professional Staff member, employee and agent of the Corporation shall respect the confidentiality of matters brought before the Board, brought before any Board committee or dealt with in the course of the employee's employment or agent's activities, or dealt with in the course of the Professional Staff member's activities in connection with the Corporation.

### **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 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.

#### **14.2 Computation of Time**

In computing the date when notice must be given under any provision of this by-law 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.

#### **14.3 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, Board committee member or the auditor of the Corporation, or the non-receipt of any notice by any Member, Director, Officer, Board committee member or the auditor of the Corporation, or any error in any notice not affecting the substance of it, shall not invalidate any action taken at any meeting held pursuant to the notice or otherwise founded on it.

#### **14.4 Waiver of Notice**

Any Member, Director, Officer, Board committee member or the auditor of the Corporation may waive any notice required to be given to him or her under any provision of the Act, the *Public Hospitals Act*, the Letters Patent or this by-law, either before or after the meeting to which it refers, 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 the notice. Attendance and participation at a meeting constitutes waiver of notice.

### **Article 15**

#### **Matters Required by the Public Hospitals Act**

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

The Board shall ensure that the Corporation establishes 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.

##### **15.2 Fiscal Advisory Committee**

The Chief Executive Officer shall appoint the members of the fiscal advisory committee.

### **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 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 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.

## **Article 16 Amendment of By-Laws**

### **16.1 Amendment**

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

### **16.2 Effect of Amendment**

Subject to the Act and to section 16.3 below, a by-law or an amendment to a by-law passed by the Board has full force and effect from the time the motion was passed or from such future time as may be specified in the motion.

### **16.3 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 Members' meeting called for that purpose. The notice of the annual or general meeting shall refer to the by-law or amendment to be presented. The Members 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 this section, no act done or right acquired under any by-law is prejudicially affected by any rejection, amendment or refusal to approve.

### **16.4 Amendments to Professional Staff By-laws**

Prior to submitting all or any part of the Professional Staff By-law to the process established in sections 15.1 and 15.3, the procedures set out in the Professional Staff By-law shall be followed.