

**WEST PARK HEALTHCARE CENTRE
BY-LAW NUMBER 1**

(Effective June 23, 2011)

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A BY-LAW RELATING TO THE TRANSACTION OF THE BUSINESS AND AFFAIRS OF WEST PARK HEALTHCARE CENTRE

PREAMBLE

The purpose of this By-law is to guide the Board in its stewardship role in responding to the needs of the communities it serves, in accordance with the Mission, Vision and Values of West Park Healthcare Centre which are as follows:

MISSION

We enhance lives, inspire hope and encourage independence through caring relationships, leading practices, specialized services and partnership.

VISION

Exemplary care inspired by innovation and exceptional performance.

CORE VALUES

- Excellence
- Respect
- Trust
- Collaboration
- Accountability

The Board of West Park Healthcare Centre deems it expedient that By-law Number 1 enacted by West Park Healthcare Centre on January 1, 2011 and By-law Number 1 enacted by West Park Healthcare Centre on May 26, 2011 be cancelled and revoked and that the following By-law be adopted in their stead for regulating the business and affairs of West Park Healthcare Centre.

Now therefore be it enacted as By-law Number 1 of West Park Healthcare Centre as follows:

PART I - INTERPRETATION

1.1 DEFINITIONS

In this By-law and all other By-laws (other than the Professional Staff By-law), unless the context otherwise requires:

- (a) “**Auditor**” means the auditor of the Centre appointed by the Voting Members;
- (b) “**Board**” means the board of directors of the Centre as from time to time constituted;
- (c) “**By-laws**” means this by-law and all other by-laws of the Centre from time to time in force and effect;

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- (d) **“Centre”** means West Park Healthcare Centre incorporated as a corporation without share capital under the laws of the Province of Ontario by Letters Patent dated December 23, 1971 under the name Toronto Hospital, Weston, as amended by Supplementary Letters Patent dated November 25, 1976 which, among other things changed the name of the Centre to West Park Hospital, as further amended by Supplementary Letters Patent dated July 27, 2000 which, among other things, amended the name of the Centre to West Park Healthcare Centre;
- (e) **“Chair”** means the chair of the Board;
- (f) **“chair”** means a person who chairs a meeting or a committee and may include but shall not be limited to the Chair or the Chair, Medical Advisory Committee as the context may require;
- (g) **“Chief Executive Officer”** means that person appointed by the Board to be the senior employee of the Centre who has the direct and actual superintendence of the Centre;
- (h) **“Chief Nursing Executive”**:
 - (i) means the senior Nurse employed by the Centre who reports directly to the Chief Executive Officer and who has been accorded the title of Chief Nursing Executive by the Chief Executive Officer; or
 - (ii) if no Nurse has been accorded such title and the Chief Executive Officer is a Nurse, means the Chief Executive Officer;
- (i) **“Chief of Staff/Chair, Medical Advisory Committee”** means that physician appointed by the Board to be the senior physician of the Centre;
- (j) **“Code of Conduct”** means the written code of conduct regulating the activities of Directors adopted by the Board from time to time;
- (k) **“Communities”** means individuals/populations who are eligible for and may benefit from the Programs and Services offered by the Centre;
- (l) **“Corporations Act”** means the *Corporations Act* (Ontario);
- (m) **“Dental Staff”** means those duly qualified dentists who are members in good standing of the College of Dental Surgeons of Ontario and who have been appointed by the Board as members of the dental staff of the Centre;
- (n) **“Director”** means a member of the Board;
- (o) **“Elected Director”** means a Director that is not an Ex Officio Director;

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- (p) “**Ex Officio**” means membership by virtue of holding some particular office and includes all rights, responsibilities, and power to vote unless otherwise specified in this By-law;
- (q) “**Ex Officio Director**” means a Director who holds office as a Director pursuant to Article 3.1(a) or 3.1(b);
- (r) “**Executive Committee**” means the executive committee of the Board as constituted from time to time with the responsibilities and mandate given to it by the Board;
- (s) “**Extended Class Nursing Staff**” means those Registered Nurses in the Extended Class who are:
 - (i) employed by the Centre and are authorized to diagnose, prescribe for or treat patients of the Centre; and
 - (ii) not employed by the Centre and to whom the Board has granted privileges to diagnose, prescribe for or treat patients of the Centre;
- (t) “**Family**” in respect of any person means the Partner, child, grandchild, parent, grandparent, brother or sister of such person and the Partner of any such child, grandchild, parent, grandparent, brother or sister;
- (u) “**Foundation**” means West Park Healthcare Centre Foundation incorporated as a corporation without share capital under the laws of the Province of Ontario by Letters Patent dated April 19, 1977 under the name West Park Hospital Foundation, as amended by Supplementary Letters Patent dated October 5, 1988, and as further amended by Supplementary Letters Patent dated September 7, 2000 which, among other things, changed the name of the Foundation to West Park Healthcare Centre Foundation;
- (v) “**Honorary Member**” has the meaning ascribed thereto in Article 2.1(b);
- (w) “**Hospital Management Regulation**” means Regulation 965 under the Public Hospitals Act which governs the management of public hospitals in Ontario;
- (x) “**Letters Patent**” means the Letters Patent of the Centre dated December 23, 1971 as the same have been and may hereafter be supplemented and amended;
- (y) “**Medical Advisory Committee**” means the medical advisory committee of the Centre established by the Board as required by the Public Hospitals Act;

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- (z) “**Medical Staff**” means those duly qualified physicians who are members in good standing of the College of Physicians and Surgeons of Ontario and who have been appointed by the Board as members of the medical staff of the Centre;
- (aa) “**Members**” means the Voting Members or Honorary Members or both as the context requires;
- (bb) “**Membership**” means membership in the Centre;
- (cc) “**Mission, Vision and Values**” means the mission, vision and values statements set out in the preamble to this By-law;
- (dd) “**Nurse**” means a holder of a current certificate of competence issued in Ontario as a registered nurse who is a full-time or a part-time employee of the Centre;
- (ee) “**Nurses who are Managers**” means those Nurses who exercise managerial responsibilities;
- (ff) “**Officer**” means an officer of the Centre appointed pursuant to Article 3.15;
- (gg) “**Partner**” means a spouse or common-law partner of the same or opposite sex;
- (hh) “**Patient**” means, unless otherwise specified or the context otherwise requires, any inpatient or outpatient of the Centre;
- (ii) “**Person**” means any individual, partnership, limited partnership, joint venture, syndicate, sole proprietorship, company or corporation with or without share capital, unincorporated association, trust, trustee, executor, administrator or other legal personal representative, regulatory body or agency, government or governmental agency, authority or entity however designated or constituted;
- (jj) “**Physician**” means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;
- (kk) “**President**” means the President of the Centre;
- (ll) “**President of the Professional Staff**” means that individual who is elected as President of the Professional Staff Association;
- (mm) “**Privileges**” means the scope of practice of an individual Physician, Dentist, or Registered Nurse in the Extended Class, who is not an employee of the Centre, related to the admission or registration of Patients

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and the diagnosis, assessment and treatment of Patients and residents in the Centre;

- (nn) **“Professional Staff”** means the Medical Staff, Dental Staff and Extended Class Nursing Staff who are not employees of the Centre;
- (oo) **“Professional Staff Association”** means that organization constituted to represent all the Professional Staff;
- (pp) **“Program”** means a transdisciplinary system for delivery of care to Patients with a common clinical condition or need;
- (qq) **“Public”** means any Canadian resident including staff, community groups, associations, groups, volunteers, consumers, Patients, Families, members of patients and residents, and the press.
- (rr) **“Public Accountancy Act”** means the *Public Accountancy Act* (Ontario);
- (ss) **“Public Hospitals Act”** means the *Public Hospitals Act* (Ontario);
- (tt) **“Regularly Scheduled Meeting”** has the meaning ascribed thereto in Article 3.16(b);
- (uu) **“Registered Nurse in the Extended Class”** means a member of the College of Nurses of Ontario who is a registered nurse and who holds an extended certificate of registration under the *Nursing Act, 1991* (Ontario);
- (vv) **“Rules”** means the rules applicable to the Professional Staff which shall apply to the Professional Staff, as approved by the Board, as the same may be amended from time to time;
- (ww) **“Secretary”** means the secretary of the Centre;
- (xx) **“Service”** means a care delivery system within a Program for a sub-group of Patients with specific shared care needs;
- (yy) **“Staff Nurses”** means Nurses other than Nurses who are Managers;
- (zz) **“Treasurer”** means the treasurer of the Centre;
- (aaa) **“Vice-Chair”** means the vice-chair of the Centre;
- (bbb) **“Voting Director”** has the meaning ascribed thereto in Article 3.1; and
- (ccc) **“Voting Member”** has the meaning ascribed thereto in Article 2.1(a).

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1.2 *WORDS AND PHRASES DEFINED IN STATUTES*

Words and phrases commencing with initial capital letters used in this By-law and defined in the Corporations Act and the Public Hospitals Act and not defined in this By-law shall, unless otherwise defined herein, or the context otherwise requires, have the meanings ascribed thereto in such Acts.

1.3 *NUMBER AND GENDER*

In this By-law, words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, partnerships, trusts and any number of persons.

1.4 *INTERPRETATION NOT AFFECTED BY HEADINGS*

The insertion of headings and a table of contents in this By-law is for convenience only and shall not affect the interpretation thereof.

1.5 *STATUTES ETC.*

Any references herein to any law, statute, by-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto (and in the case of a statute, to any regulation issued thereunder), as amended or re-enacted from time to time or as a reference to any successor thereto.

1.6 *ARTICLES ETC.*

Any reference to a “Part” or “Article” is to the applicable part or article hereof.

PART II - MEMBERSHIP

2.1 *MEMBERSHIP OF THE CENTRE*

There shall be two (2) classes of Membership in the Centre:

- (a) the class comprised solely of those individuals who are from time to time the Directors (the “**Voting Members**”); and
- (b) the class comprised of individuals admitted at the discretion of the Board for such period of time as the Board determines who shall have no voting rights (the “**Honorary Members**”).

Only the Voting Members shall have voting rights as Members.

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2.2 *RIGHTS OF MEMBERS*

All Members shall have the right to receive notice of and attend all meetings of the Members but only Voting Members shall be entitled to vote at any meeting of the Members.

2.3 *TRANSFERABILITY OF MEMBERSHIP*

Membership in the Centre shall not be transferable.

2.4 *RESIGNATION OR WITHDRAWAL*

Any Member may resign or withdraw from Membership through written notice to the Centre which shall be effective in accordance with its terms.

2.5 *REMOVAL OF MEMBER*

Any Member may be expelled from Membership by a two-thirds (2/3) vote of the Voting Members present at a duly constituted meeting of Members. In addition, if a Member fails to pay when due any Membership dues or other assessments levied by the Centre after having received notice of such failure to pay and having not remedied the problem within ten (10) days of the notice being sent to such Member, the Board may terminate the Membership of such Member.

2.6 *TERMINATION OF MEMBERSHIP*

A Member's Membership shall automatically terminate upon the happening of any of the following events:

- (a) the resignation of such Member in accordance with Article 2.4;
- (b) if such Member dies;
- (c) in the case of a Voting Member, if such Voting Member ceases to be a Director other than in circumstances where such Member's term expires at an annual meeting and such Member is re-elected as a Director at the same annual meeting; or
- (d) in the case of an Honorary Member, the expiry of the period of time for which such Honorary Member was admitted as an Honorary Member.

2.7 *DUES*

There shall be no dues or fees payable by the Members except such dues and fees, if any, as shall from time to time be fixed by resolution of the Members.

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2.8 ANNUAL MEETING OF THE MEMBERS

- (a) Notice of the annual meeting of the Members shall, unless all of the Members have waived in writing the requirement to receive notice, be given by prepaid mail at least ten (10) days in advance of the meeting by sending it to the last address of the recipient as shown on the records of the Centre.
- (b) In addition, notice of the annual meeting shall be given to the Auditor in the same manner.
- (c) The annual meeting of Members shall be held between the 1st day of April and the 31st day of July each year, at the head office of the Centre or at any place in Toronto as the Board may determine.

2.9 BUSINESS

The business transacted at the annual meeting of Members shall include:

- (a) approval of the minutes of the previous annual meeting or general meeting of Members;
- (b) report of the unfinished business from any previous annual meeting or general meeting of the Members;
- (c) report of the Chair;
- (d) report of the Chief Executive Officer;
- (e) report of the President and Chief Executive Officer of the Foundation;
- (f) report of the Medical Advisory Committee;
- (g) presentation of the audited financial statements and the report of the Auditor thereon;
- (h) election of Directors;
- (i) the appointment of an Auditor to hold office until the next annual meeting;
- (j) the remuneration of the Auditor for the ensuing year or the authority of the Board to fix same; and
- (k) such other business as may properly come before the meeting.

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2.10 MEETINGS OF THE MEMBERS

- (a) The Chair or the Board shall have the power to call an annual meeting or general meeting of the Members.
- (b) The Chair shall call a general meeting of the Members if at least two (2) of the Voting Members so request in writing.
- (c) Notice of a general meeting of the Members shall be given in the same manner and to the same persons as provided in Articles 2.8(a) and (b) and as required by the Corporations Act.
- (d) The notice of a general meeting shall specify the purpose or purposes for which it is called.

2.11 MEETINGS BY TELECONFERENCE

If all of the Members present at or participating in a meeting of the Members consent, a meeting of Members may be held by such telephone, electronic and other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Member participating in the meeting by those means is deemed to be present at the meeting.

2.12 ADJOURNED MEETING

- (a) Any properly constituted meeting of Members may be adjourned to any time determined by the Chair with the consent of the meeting and any business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place.
- (b) Any proposed meeting of Members which is not properly constituted for the transaction of business may be adjourned to any time determined by the chair of the meeting, such time to be at least ten (10) days and no more than thirty (30) days following the time of the originally scheduled meeting. Any business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Notice of such adjourned meeting shall be given in accordance with the provisions of Articles 2.8(a) and (b).

2.13 MEETINGS OF MEMBERS - CHAIR

The meetings of the Members shall be chaired by:

- (a) the Chair;
- (b) the Vice-Chair if the Chair is absent; or

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- (c) a Voting Member elected by the Voting Members and present at such meeting if the Chair and Vice-Chair are absent or unable to act.

2.14 QUORUM

A quorum for the transaction of business at any meeting of the Members shall be fifty percent (50%) of the Voting Members present in person. No business shall be transacted at any meeting of the Members if at that time a quorum is not present. If within one-half (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 Board in accordance with Article 2.12(b).

2.15 VOTES TO GOVERN

At all meetings of the Members, every question shall be voted on and decided by a majority of the votes of the Members entitled to vote present in person, unless otherwise provided by statute or by this By-law.

2.16 SHOW OF HANDS

Unless a Member entitled to vote demands a ballot, each motion shall be voted upon by a show of hands or, in the case of meetings by teleconference or other electronic means, by the procedure for recording votes designated by resolution of the Board, or in the absence of such a resolution, the chair of the meeting. Each Voting Member shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a vote by ballot is demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

2.17 VOTE BY BALLOT

Prior to the chair of the meeting calling for a vote on a question, a Member entitled to vote may demand a vote by ballot. A vote by ballot so demanded shall be taken in such manner as the chair of the meeting shall direct. In the case of meetings by teleconference or other electronic means, the vote may be taken by facsimile transmission or another method of communication that produces a paper record. A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot. Each Voting Member shall have one vote and the result of the vote by ballot shall be the decision of the Members upon the said question. No Member may vote by proxy at any meeting of the Centre.

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2.18 *RESOLUTIONS IN WRITING*

Any resolution signed by all the Members entitled to vote is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more Members and transmitted by facsimile to the Secretary shall be deemed to be duly signed by such Members.

2.19 *PERSONS ENTITLED TO BE PRESENT*

Subject to the provisions of this By-law and the policies of the Centre, all meetings of the Members shall be open to the Public. Any other persons may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting. For greater certainty, only Members will have the right to speak at such meetings although others present at such meetings in accordance with the By-laws shall be allowed to speak with the consent of the meeting.

2.20 *RULES OF ORDER*

Each meeting of Members shall be governed by *Bourinot's Rules of Order* provided that, in the event of a conflict between such rules of order and one or more provisions of the By-laws or any law, the provisions of the By-laws or such law shall prevail.

2.21 *FISCAL YEAR*

The fiscal year of the Centre shall end on the 31st day of March in each year.

PART III - BOARD

3.1 *BOARD COMPOSITION*

The Board shall be comprised of the following:

- (a) the individuals holding one or more of the following offices from time to time: the Chief Executive Officer, the Chief Nursing Executive, the President of the Professional Staff, the Chief of Staff/Chair, Medical Advisory Committee;
- (b) the individual who is the Chair of the Foundation Board, from time to time;
- (c) three (3) individuals elected by the Voting Members from among those candidates nominated by the Board from those proposed by the National Sanitarium Association;

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- (d) one (1) individual elected by the Voting Members from among those candidates nominated by the Board from those proposed by the University of Toronto; and
- (e) ten (10) individuals elected by the Voting Members from among the persons otherwise nominated by the Board.

Notwithstanding any other provision of this By-law, only the Directors holding office pursuant to Articles 3.1(b), (c), (d) or (e) (the “**Voting Directors**”) shall have a right to vote as a Director.

3.2 CRITERIA FOR NOMINATION

- (a) Nominations for the election of Directors may be made only by the Board in accordance with any nominating and election procedure prescribed by the Board from time to time. For greater certainty, no nominations shall be accepted by the Members which are not submitted and approved by the Board in accordance with this By-law and 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. In selecting persons for nomination to the Board, the Board shall:
 - (i) consider the skills and experience required to ensure effective governance of the Centre, in accordance with any policy of the Centre pertaining thereto in effect from time to time; and
 - (ii) endeavour to provide for broad community representation while considering the skills, experience and attributes of nominees relative to evolving governance requirements.

3.3 TERM OF CENTRE NOMINEES ELECTED AS DIRECTORS

Each Director elected pursuant to Article 3.1(e) shall be elected for a term expiring at the close of the third (3rd) annual meeting following his or her election or until his or her successor is elected unless:

- (a) any such Director was elected to complete the unexpired term of a former Director, in which case such Director shall be elected for the remainder of such term; or
- (b) prior to the annual meeting at which such individual is elected as a Director, the Board determines that, in the interests of providing for a staggered Board, the individual should be elected for a term expiring at the end of the first or second annual meeting following his or her election.

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3.4 ***TERMS OF NATIONAL SANITARIUM ASSOCIATION (NSA) AND UNIVERSITY OF TORONTO (U OF T) NOMINEES ELECTED AS DIRECTORS***

Each Director elected pursuant to Article 3.1(c) or (d) shall be elected for a one (1) year term which shall expire at the end of the first annual meeting of Members following his or her election.

3.5 ***TERM LIMITS***

Any Director who retires or whose term of office has expired is eligible for re-election to the Board, provided however that, no person elected for a three (3) year term may be elected or appointed as a Director for more than three (3) consecutive three (3) year terms of continuous service and no person elected for a one (1) year term or a combination of one (1), two (2) and three (3) year terms may be elected as a Director for more than nine (9) years of continuous service. A person who becomes ineligible for re-election under this Article 3.5 shall be eligible for re-election following a period of absence of one (1) year from the Board.

3.6 ***QUALIFICATIONS***

- (a) No employee of the Centre or member of the Professional Staff shall be eligible for election or appointment to the Board except as specifically provided for in this By-law.
- (b) No undischarged bankrupt shall be eligible for election or appointment to the Board and if a Director becomes a bankrupt, he or she thereupon shall cease to be a Director.
- (c) No Family member of any person included in Article 3.6(a) shall be eligible for election or appointment to the Board, except by resolution of the Board specifically waiving this prohibition.
- (d) No person may be elected or appointed a Director before reaching eighteen (18) years of age.
- (e) If a Director ceases to have the qualifications referred to above at any time, he or she shall thereupon cease to be a Director and the vacancy so created may be filled in the manner prescribed by Article 3.9.

3.7 ***RESPONSIBILITIES OF INDIVIDUAL DIRECTORS***

- (a) In order to contribute to the effective functioning of the Board, each individual Director is responsible for:

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- (i) adhering to the Centre's governance policies and Code of Conduct and demonstrating a commitment to the Mission, Vision and Values;
 - (ii) working positively and co-operatively as a Board member;
 - (iii) committing the time and energy necessary to perform the role of Director; and
 - (iv) keeping informed about matters related to the Centre, the Communities and the health care system as those matters affect the future of the Centre.
- (b) Directors shall not, directly or indirectly, receive any profit or remuneration for acting as such but shall be entitled to be compensated for reasonable expenses incurred by them in the performance of their duties in the course of transacting affairs on behalf of the Centre.

3.8 CESSATION OF DIRECTORSHIP

A Director shall cease to be a Director upon the occurrence of any of the following events:

- (a) if the Voting Members, by resolution passed by at least two-thirds (2/3) of the votes cast at a meeting of Members of which notice specifying the intention to pass such a resolution has been given, remove such Director before the expiration of that Director's term of office:
- (b) if the Board determines by simple majority resolution that:
 - (i) a Director has, without being granted a leave of absence by the Board, been absent for three (3) consecutive meetings of the Board, or one quarter (1/4) or more of the meetings of the Board in any twelve (12) month period; or
 - (ii) a Director has failed to comply with the Public Hospitals Act, other relevant regulatory statutes, the By-laws, Rules and policies and procedures adopted by the Board, including confidentiality and conflict of interest requirements;
- (c) if the Director dies;
- (d) if an order is made declaring him or her to be mentally incompetent or incapable of managing his or her affairs;
- (e) if he or she ceases to be a Voting Member or ceases to be otherwise qualified as provided in Article 3.6; or

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- (f) if by notice in writing to the Centre he or she resigns his or her office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

3.9 *EFFECT OF VACANCIES*

If a vacancy occurs on the Board, howsoever caused, the Directors remaining in office, if constituting a quorum, may exercise all the powers of the Board and appoint a qualified person to fill the vacancy for the remainder of the term. If there is not a quorum, the remaining Directors shall forthwith call a general meeting of the Members to elect a qualified person(s) to fill the vacancy or vacancies; provided that if the vacancy arises in respect of the resignation of a Director elected pursuant to Article 3.1(c) or 3.1(d), the individual elected to fill the vacancy shall have been proposed by the National Sanitarium Association or the University of Toronto, as the case may be.

3.10 *RESPONSIBILITIES OF THE BOARD*

The Board shall govern and oversee the management of the affairs of the Centre and may exercise all such other powers and do all such other acts and things as the Centre is, by its charter or otherwise, authorized to exercise and do.

The Board shall:

- (a) develop and review on a regular basis the Mission, Vision and Values, and strategic directions of the Centre in relation to the planning and provision, within available resources, of appropriate Programs and Services in order to meet the needs of the Communities;
- (b) ensure that effective systems are in place for measuring the effective implementation of strategic objectives;
- (c) monitor the organization's progress toward achieving its strategic objectives;
- (d) work collaboratively with other community agencies and institutions in meeting the needs of the Communities;
- (e) monitor activities in the Centre for compliance with the requirements of the Public Hospitals Act, the Hospital Management Regulation, other applicable legislation and the By-laws and take such measures as the Board considers necessary to ensure such compliance;
- (f) establish policies and procedures to provide the framework for the management, operation and fiscal accountability of the Centre; review and approve the strategic plan and the resources required to achieve the plan;
- (g) review and monitor the financial position of the Centre on a timely basis;

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- (h) review and approve the annual operating plan for the Centre, including the capital and human resource plan;
- (i) establish the selection process for the appointment of the Chief Executive Officer and appoint the Chief Executive Officer in accordance with this process and ensure the ongoing evaluation of the Chief Executive Officer;
- (j) assign such other duties and responsibilities to the Chief Executive Officer as it deems appropriate;
- (k) establish the selection process for the appointment of a Chief of Staff/Chair, Medical Advisory Committee and appoint the Chief of Staff/Chair, Medical Advisory Committee in accordance with the process;
- (l) appoint a Vice-Chair, Medical Advisory Committee;
- (m) annually conduct the Chief of Staff's formal performance evaluation and review and approve his or her compensation and set his or her goals and objectives for the coming year;
- (n) assign such other duties and responsibilities to the Chief of Staff/Chair, Medical Advisory Committee as it deems appropriate;
- (o) appoint and re-appoint Physicians to the Medical Staff, Dentists to the Dental Staff, and Registered Nurses in the Extended Class to the Extended Class Nursing Staff, and delineate the respective Privileges after considering the recommendations of the Medical Advisory Committee, in accordance with legislative and By-law requirements;
- (p) through the Professional Staff Association, assess and monitor the acceptance by each member of the Professional Staff Association of his or her responsibility to the Patients and to the residents of the Centre, concomitant with the privileges and duties of the appointment and with this By-law;
- (q) ensure within available resources that staff and facilities are appropriate for the Services provided;
- (r) ensure the establishment of a Quality Committee to oversee development, implementation, and reporting of an annual Quality Improvement Plan;
- (s) ensure the establishment of system for disclosing, monitoring and preventing critical incidents in accordance with the requirements of the Hospital Management Regulation;
- (t) ensure that the Chief Executive Officer, Medical Staff, Staff Nurses, Chief Nursing Executive, and Nurses who are Managers develop plans to deal with:

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- (i) emergency situations that could place a greater than normal demand on the services or disrupt the normal routine of the Centre; and
 - (ii) the failure to provide services by persons who ordinarily provide services in the Centre;
- (u) review regularly the functioning of the Centre in relation to the objects of the Centre as stated in the Letters Patent and the By-laws and demonstrate accountability for its responsibility to the Members at the annual meeting of the Members;
- (v) appoint annually, the chairs of the standing committees of the Board;
- (w) ensure ongoing programs for orientation and continuing education of the Board;
- (x) evaluate on an annual basis the Board's structure, processes and outcomes; and,
- (y) with respect to the Long Term Care Centre at West Park:
- (i) on the advice of the President and Chief Executive Officer, appoint a physician licensed by the College of Physicians and Surgeons of Ontario as the Medical Director; and
 - (ii) ensure that there is a written agreement between the Centre and the Medical Director that specifies the term of his or her appointment and addresses the responsibilities of the position. The performance of the Medical Director will be conducted annually to determine that he or she is meeting the terms of the agreement.

3.11 CONFLICT OF INTEREST

- (a) Every Director who is, or who has a Family member who is, in any way directly or indirectly interested in a proposed contract or transaction or in a contract or transaction with the Centre shall disclose in writing or have entered in the minutes of a meeting of the Board, the nature and extent of such interest in the contract or transaction, in accordance with Article 3.11(b).
- (b) In the case of a proposed contract or transaction, the Director shall declare his or her interest at the meeting of the Board at which the question of entering into the contract or transaction is first taken into consideration or if the Director is not present at such meeting, then at the first Board meeting held thereafter. If the Director is not at the date of that meeting interested in the proposed contract or transaction, the Director shall make the declaration at the first Board meeting which is held after becoming

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interested in the proposed contract or transaction. In the case where the Director becomes interested in a contract or transaction after it is made, the Director shall declare his or her interest at the first Board meeting held after becoming so interested.

- (c) For the purposes of this Article, a general notice given to the remaining Directors by a given Director to the effect such Director is a director, officer or shareholder of, or is otherwise interested in, any other company, or is a member of a specified firm and is to be regarded as interested in any contract or transaction made with such other company or firm, shall be deemed to be a sufficient declaration of interest in relation to a contract or transaction so made, but no such notice is effective unless it is given at a meeting of the Directors or the given Director takes reasonable steps to ensure that the delivery of such notice is acknowledged and read at the next meeting of the Directors after it is given.
- (d) Without limiting the provisions of Article 3.6(b), no Director nor any member of his or her Family shall enter into any proposed contract or transaction with the Centre, except:
 - (i) on a competitive bid basis; and
 - (ii) where the Director has declared any interest therein, and where the Director has absented himself or herself from the meeting at which such contract or transaction was approved and where the Director has refrained from voting thereon.
- (e) A Director shall not vote on any matters in which he or she or any member of his or her Family have a direct or indirect financial interest and shall declare the details of such interest prior to the discussion and the vote on such matter.
- (f) Any Director who has declared an interest in any proposed contract or transaction or other financial interest with the Centre which is being discussed, shall absent himself or herself during the discussion of and vote upon the matter and the event shall be recorded in the minutes.
- (g) Any Director who has declared an interest in any proposed contract or transaction with the Centre and who has not voted thereon shall not be accountable to the Centre, its Members, or its creditors for any profit resulting from such contract or transaction. The contract or transaction will not be voidable by reason only of the Director holding that office or of the fiduciary relationship established thereby.

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3.12 CONFIDENTIALITY

Without limiting the applicability of any of the Centre's policies, every Director and Officer shall respect the confidentiality of matters brought before the Board or before any committee or any matter dealt with through their position at the Centre.

3.13 PUBLIC RELATIONS

The Board may give authority to one or more Directors, Officers or employees of the Centre to make statements to the news media or Public about matters brought before the Board or otherwise affecting the Centre.

3.14 INDEMNITY AND LIMITATION ON LIABILITY

- (a) Every Director or Officer or other person who has undertaken or is about to undertake any liability on behalf of the Centre, and that person's heirs, executors, and administrators, and estate and effects respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Centre, from and against:
 - (i) any liability, all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding for damages or otherwise which is brought, commenced or prosecuted against that person, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted in good faith of the duties of the person's office; and
 - (ii) all other costs, charges and expenses that the person sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by their own wilful neglect, default, dishonesty or otherwise acting in bad faith.
- (b) Except as otherwise provided in the Corporations Act, no Director or Officer for the time being of the Centre or other person who has undertaken or is about to undertake any liability on behalf of the Centre for the time being of the Centre shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or other persons for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Centre through the insufficiency or deficiency of title to any property acquired by the Centre or for or on behalf of the Centre or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Centre shall be placed out or 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 lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any

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damage resulting from any dealings with any moneys, securities or other assets belonging to the Centre or for any loss, damage or misfortune which may happen in the execution of the duties of the Director's or Officer's or other person's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's or other person's own wilful act or wilful neglect or default, dishonesty or otherwise acting in bad faith.

- (c) Subject to the Corporations Act and all other relevant legislation, the Centre may purchase and maintain insurance for the Directors and Officers of the Centre against any liability incurred by any Director or Officer, in the capacity as a Director or Officer, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Centre.

3.15 OFFICERS

(1) Officers

- (a) The Officers shall be the Chief Executive Officer, President, Chair, Vice-Chair, Treasurer and Secretary, each of whom shall be appointed in the manner and for the term set forth below. Subject to the By-laws, the Public Hospitals Act and the Hospital Management Regulation, the Officers shall have the duties hereinafter described and such other duties as the Board may specify and delegate to such Officers from time to time. An Officer shall be a Director and one person may hold more than one office.
- (b) In selecting Directors for nomination as Officers, the Board may consider:
 - (i) the overall contribution of such Director to the Centre;
 - (ii) whether the duties and responsibilities undertaken by such Director have been effectively discharged;
 - (iii) the Director's participation and attendance; and
 - (iv) the extent to which such Director has endorsed and enhanced the Mission, Vision and Values.

(2) Chief Executive Officer

- (a) The Chief Executive Officer shall be appointed by the Board in accordance with its approved selection process and shall hold office at the pleasure of the Board.
- (b) The Chief Executive Officer shall:

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- (i) be responsible to the Board for the organization and management of the Centre in accordance with policies established by the Board and subject to direction of the Board;
- (ii) demonstrate fiscal accountability to the Board and ensure appropriate systems and structures are in place for the effective management and control of the Centre and its resources including the employment, development, control, direction and termination of all employees of the Centre;
- (iii) ensure structures and systems are in place for the development, review and recommendation of new programs, program expansion or changes;
- (iv) ensure effective human resource planning is in place and identify resource implications;
- (v) if the Board has determined to appoint a Chief Nursing Executive who is not the Chief Executive Officer:
 - (A) establish the selection process for the appointment of the Chief Nursing Executive and appoint the Chief Nursing Executive in accordance with such process and ensure the ongoing evaluation of the Chief Nursing Executive; and
 - (B) establish the functions and responsibilities of the Chief Nursing Executive;
- (vi) establish an organizational structure to ensure accountability and quality of all Programs, departments and staff for fulfilling the Mission, Vision and Values and strategic directions of the Centre;
- (vii) provide leadership in support of the Board's responsibility to develop and periodically review the Mission, Vision, Values and strategic directions of the Centre;
- (viii) develop, recommend and foster the values, culture and philosophy of the Centre;
- (ix) communicate with related health care agencies to promote co-ordination and/or planning of local health care services;
- (x) represent the Centre in matters of Centre business to the Communities, government, media and other organizations and agencies;
- (xi) be responsible for the payment by the Centre of all salaries and amounts due from and owing by the Centre which fall within the

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purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;

- (xii) notify the President of the Professional Staff or the secretary of the Professional Staff Association in the case of a member of the Professional Staff, the Chief Nursing Executive in the case of a member of the Extended Class Nursing Staff who is an employee, and, in all cases, the Chief of Staff/Chair, Medical Advisory Committee, and the Board of:
 - (A) any failure of any member of the Professional Staff to act in accordance with the Public Hospitals Act, the Hospital Management Regulation, any other relevant statutory and regulatory requirements, the By-laws or the Rules;
 - (B) any belief that a member of the Professional Staff is unable to perform his or her professional duties with respect to a Patient in the Centre;
 - (C) any Patient who does not appear to be receiving the most appropriate treatment and care or who is not being visited frequently enough by the attending member of the Professional Staff; and
 - (D) any other matter about which a member of the Professional Staff should have knowledge;
- (xiii) be responsible to the Board for taking such action as is considered necessary to ensure compliance with the Public Hospitals Act, the Hospital Management Regulation and all other relevant statutory and regulatory requirements, the By-laws and the Rules;
- (xiv) attend meetings of the Medical Advisory Committee as a voting member of that committee;
- (xv) be a non-voting, Ex Officio Director and report to the Board on any matters about which it should have knowledge, and subject to this By-law, be an Ex Officio member of Board committees with a right to vote on all Board committees except the Executive Committee; and
- (xvi) perform such other duties as directed from time to time by the Board.

(3) President

- (a) The Directors shall elect a President from among the Directors, at the first Board meeting following each annual meeting of the Members to serve at

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the pleasure of the Board. The Chief Executive Officer may also serve as President. If the President is also serving as Chief Executive Officer and the Board, for any reason, revokes or suspends the appointment of the Chief Executive Officer, then the office of President shall forthwith be declared vacant by the Board and the President shall immediately cease acting in such a capacity. The President shall represent the Centre at outside functions and shall have such other powers and duties as the Board may specify.

(4) Chair

- (a) The Directors shall appoint a Chair from among the Elected Directors at the first Board meeting following each annual meeting of the Members;
- (b) The Chair shall be appointed for a one (1) year term concluding at the end of the next following annual meeting. No Director may serve as Chair for more than three (3) consecutive years, provided however that following a break in the continuous service of at least one (1) year the same person may be re-appointed to such office.
- (c) The Chair shall:
 - (i) chair all meetings of the Board;
 - (ii) be chair, and chair all meetings of the Executive Committee;
 - (iii) be an Ex Officio member of all committees of the Board with the exception of the Medical Advisory Committee;
 - (iv) be responsible for the naming of Directors to committees not otherwise provided for in this By-law;
 - (v) report regularly and promptly to the Board, issues that are relevant to their governance responsibilities;
 - (vi) ensure that the annual review of the Chief Executive Officer's performance and compensation is done in accordance with Board approved policy;
 - (vii) represent and speak on behalf of the Centre;
 - (viii) report to each annual meeting of Members concerning the management and operation of the Centre; and
 - (ix) perform such other duties as may from time to time be determined by the Board.

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(5) Vice-Chair

- (a) The Directors shall appoint a Vice-Chair from among the Elected Directors, at the first Board meeting held immediately following each annual meeting of Members;
- (b) The Vice-Chair shall be appointed for a one (1) year term concluding at the end of the next following annual meeting of Members. No Director may serve as Vice-Chair, for more than three (3) consecutive years in office, provided however that following a break in the continuous service of at least one (1) year, the same person may be re-elected or re-appointed to such office.
- (c) The Vice-Chair shall have such powers and duties as the Chair or the Board may specify from time to time, including chairing meetings of the Board and the Members in the absence of the Chair.

(6) Secretary

- (a) The Directors shall appoint a Secretary from among the Directors, at the first Board meeting held immediately following each annual meeting of Members.
- (b) The Secretary shall be appointed for a one (1) year term concluding at the end of the next following annual meeting of Members.
- (c) The Secretary shall:
 - (i) attend meetings of the Members, Board and Board committees as required;
 - (ii) keep minutes of all meetings of the Members, Board and all committees of the Board and circulate such minutes as appropriate;
 - (iii) attend to correspondence of the Board;
 - (iv) be the custodian of all minute books, documents and registers of the Centre required to be kept by the provisions of the Corporations Act and all minutes, documents and records of the Board;
 - (v) be the custodian of the seal of the Centre;
 - (vi) give such notice as required by this By-law of all meetings of the Members, the Board and its committees; and
 - (vii) perform such other duties as may from time to time be determined by the Board.

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- (d) The Secretary may delegate to others, the performance of any or all of his or her duties as Secretary.

(7) Treasurer

- (a) The Directors shall appoint a Treasurer from among the Elected Directors, at the first Board meeting held immediately following each annual meeting of Members.
- (b) The Treasurer shall be appointed for a one (1) year term concluding at the end of the next following annual meeting of Members.
- (c) The Treasurer shall:
 - (i) oversee the management of the finances of the Centre, and ensure that appropriate reporting mechanisms and control systems as established by the Board are in place, and monitor such mechanisms and systems for compliance;
 - (ii) ensure that systems for control for the care and custody of the funds and other financial assets of the Centre and for making payments for all approved expenses incurred by the Centre are in place, are functional and adequate and monitor for compliance with such systems;
 - (iii) ensure that appropriate banking resolutions and signing authority policies as established by the Board are in place and monitor for compliance with such resolutions and policies. Ensure that systems for control for regular review and revision as necessary of the banking resolutions and signing authority policies are in place, are adequate and functional and monitor for compliance with such resolutions and policies;
 - (iv) review the financial results and the budget submitted to the Finance Committee by management and submit and recommend to the Board any changes to the budget;
 - (v) oversee the management of the investment policy as established by the Board, and ensure that the investment policy as established by the Board is in place, and monitor for compliance with the policy;
 - (vi) ensure systems as established by the Board for the preparation and submission to the Board of compliance certificates confirming that wages and source deductions have been accomplished are in place, are functional and adequate and monitor for compliance with such systems;

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- (vii) submit a financial report at each Regularly Scheduled Meeting of the Board indicating the financial position of the Centre on a timely basis;
 - (viii) submit an annual audited financial report to the Board and the Members; and
 - (ix) perform such other duties as may from time to time be determined by the Board.
- (d) The functions of the Secretary and Treasurer may be combined at the discretion of the Board.
- (e) The Treasurer may delegate the performance of any or all of his or her duties that are appropriate and lawfully delegable, but shall remain responsible for the fulfilment of such duties.

(8) Vacancies

The office of an Officer shall automatically be vacated upon:

- (a) that Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary or the Chair or at the time specified in the resignation, whichever is later;
- (b) that Officer being removed by the Board;
- (c) in the case of the President, the Chair, the Vice-Chair, the Secretary or the Treasurer, if that Officer ceases to be a Director; or
- (d) that Officer's death.

If an office shall become vacant in any of the circumstances described in this Article 3.15(8), the Board may appoint a qualified person to fill such vacancy for the remainder of the term of such office.

3.16

MEETINGS OF THE BOARD AND NOTICE

- (a) Meetings of the Board shall be held either at the head office of the Centre or at any place within or outside Ontario as may be determined by the Board.
- (b) A meeting of the Board may be convened at any time by the Chair or the Vice-Chair and shall be called by the Chair or the Vice-Chair upon a written request of any four (4) Directors. Notice of any meeting of the Board shall be given to each Director not less than two (2) days before the meeting is to take place. A notice of a meeting of the Board shall specify the purpose of or the business to be transacted at the meeting, except in the

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case of Regularly Scheduled Meetings for which there shall be no such requirement. A statutory declaration of the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The Board shall by resolution establish the date, time and place of at least six (6) regular meetings of the Board ("**Regularly Scheduled Meetings**"). Such dates, times and places shall be sent to each Director and thereafter no other notice will be required of any Regularly Scheduled Meeting.

- (c) No formal notice of any meeting of the Board shall be necessary if all Directors are present, or if those absent have waived notice of the meeting being held in their absence. Such waiver may be given before, during or after the meeting.
- (d) A meeting of the Board may be held without notice immediately following the annual meeting of Members provided a quorum is present.

3.17 BOARD MEETINGS - CHAIR

Board meetings shall be chaired by:

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

3.18 PROCEDURES FOR BOARD MEETINGS

- (a) Subject to the provisions of this By-law and the policies of the Centre:
 - (i) the Public is invited to attend all "open" portions of Regularly Scheduled Meetings of the Board; and
 - (ii) the Public is not entitled to attend any Board committee meetings or any meetings of the Board which are not Regularly Scheduled Meetings.
- (b) An agenda of all items to be dealt with at each Board meeting shall be prepared by the Chair. In preparing the agenda for a Regularly Scheduled Meeting of the Board, the Chair shall determine in his or her discretion (having regard to the principles in Article 3.18(c) which matters, if any, should be dealt with in the "open" portion of the meeting and which in the "closed" portion). Where a closed session of a meeting of the Board is required, a separate agenda from the main agenda shall be prepared, indicating the items to be dealt with during the closed session, and the agenda for such closed session and any material in support of the agenda

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items shall be clearly identified as CONFIDENTIAL and handled and secured in a manner that respects the nature of the material. The agenda for the “open” portion of a Board meeting need not refer to any matters to be dealt within the “closed” portion of such meeting.

- (c) The attendance of the Public at a Regularly Scheduled Meeting of the Board shall at all times be subject to the discretion of the Board which has the right to deal with certain confidential or sensitive matters in camera, at a “closed” session of the meeting which case any members of the Public in attendance shall be excused from the meeting. The Board may approve by resolution that certain members of the Public such as external legal counsel, consultants, presenters and Centre staff may be permitted to attend the closed portion of the meeting, but may be asked to leave before a vote is taken. Matters which, in the discretion of the Board may be confidential or sensitive, include the acquisition of property, human resources, financial matters, litigation or pending litigation, and public security. A Board motion is required to move into, and rise from, a closed session of the Board. All matters before a closed session of the Board are confidential until such time that any of the matters may be moved by the Board to the open session of the Board. The Board shall move matters which have been dealt with in a closed session of the Board and which are no longer of a confidential nature, as determined by the Board, to the open session of the Board. To that end, the Board shall pass a resolution with respect to those items that are to be moved from a closed session of the Board to an open session of the Board.
- (d) Guests, who fall outside the definition of Public, may attend meetings of the Board only upon:
 - (i) invitation by the chair of the meeting through the Chief Executive Officer;
 - (ii) invitation by the Chief Executive Officer with the approval of the chair of the meeting; or
 - (iii) resolution of the Board.
- (e) Minutes shall be kept for all meetings of the Board. Minutes of all meetings of the Board, except for closed meetings, shall be available for review by Members and the Public upon written request of the Secretary. Minutes of the closed session of a meeting of the Board shall be clearly identified as CONFIDENTIAL and handled and secured in a manner which respects the nature of the material.
- (f) Business arising at any meeting of the Board shall be decided by a majority of votes, provided that:

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- (i) each Elected Director present shall be entitled to one (1) vote on each matter. A Director shall not be entitled to vote by proxy. Any question arising at any meeting of the Board or any committee of the Board, shall be decided by a majority of votes. Votes shall be taken in the usual way by a show of hands or, in the case of meetings by teleconference or other electronic means pursuant to Article 3.18(i), by the procedure for recording votes designated by resolution of the Board or in the absence of such a resolution by the chair of the meeting, and:
 - (A) the Chair shall not initially have a vote;
 - (B) if there is an equality of votes, the Chair may vote in order to break the tie;
- (ii) notwithstanding the provisions in (i) above, votes shall be taken by written ballot if so demanded by any Director present on such a resolution. In the case of meetings by teleconference or other electronic means pursuant to Article 3.18(i), the vote may be taken by facsimile transmission or another method of communication which produces a paper record. In any case:
 - (A) the Chair shall have a vote;
 - (B) if there is an equality of votes, the resolution shall not be passed and the Chair shall not be entitled to cast a second or deciding vote; and
- (iii) for greater certainty, any Director (whether or not a Voting Director), shall be entitled to move or second a motion.
- (g) The vote on a matter that is under consideration at a closed session of a meeting of the Board shall be taken in a closed session of the Board, unless the Board resolves otherwise.
- (h) A declaration by the Chair that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
- (i) If all of the Directors present at or participating in a meeting of the Board consent, a meeting of Directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed to be present at the meeting.

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- (j) A resolution in writing, signed by all of the Directors on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors. A copy of every such resolution shall be kept with the minutes of the proceedings of the Directors.

3.19 QUORUM

A quorum for any meeting of the Board shall be eight (8) Voting Directors. No business, other than the election of a Chair and the adjournment of the meeting, shall be transacted at any meeting of the Board unless a quorum is present at the meeting and, unless adjourned, a meeting at which a quorum is not present shall be dissolved.

3.20 ADJOURNMENT

- (a) Any properly constituted meeting of Directors may be adjourned to any time determined by the Chair and any business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place.
- (b) If within one-half (1/2) hour after the time appointed for a meeting of the Board, a quorum is not present, the meeting shall stand adjourned to any time determined by the Chair, such time to be at least two (2) and not more than thirty (30) days following the time of the originally scheduled meeting. Any business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Notice of such adjourned meeting shall be given in accordance with the provisions of Article 3.16(b) as applicable.

3.21 ERRORS IN NOTICE

No error or omission in giving notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or held at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all of the proceedings taken at such meeting.

3.22 RULES OF ORDER

Any questions of procedure at or for any meetings of the Board or any committee of the Board, which have not been provided for in this By-law or by the Corporations Act, or by the Public Hospitals Act, the Hospital Management Regulation or the Rules, shall be determined by the chair of such meeting in accordance with *Bourinot's Rules of Order*.

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3.23

STANDING AND SPECIAL COMMITTEES OF THE BOARD

(1) Establishment and Composition

- (a) Subject to the provisions of Article 7.2, the Board may establish at any time, and from time to time, appoint any standing committee and/or any special committees of the Board as it deems necessary or advisable. The Board may, from time to time prescribe the functions, membership and responsibility of any such committee, name the chair and/or vice-chair and appoint Directors and, with the exception of the Executive Committee, non-Board members to serve on any such committee or committees, for such term as the Board shall consider necessary or desirable. Each Director shall serve on at least one (1) standing committee. Unless the terms of reference for any such committee approved by the Board provide otherwise, Non-Voting Directors and non-Board members shall be entitled to vote at each meeting of the committee to which they have been appointed. Only Elected Directors appointed to the Executive Committee shall be entitled to vote at the meetings of the Executive Committee.
- (b) Subject to the provisions of the Public Hospitals Act and the Corporations Act, the Board may by resolution, change the composition and duties of any standing or special committee of the Board or dissolve any standing or special committee, establish any new standing or special committee or combine any standing or special committees.
- (c) All committees of the Board shall report to and be accountable to the Board. Subject to the provisions of this By-law, any decision or recommendation of a standing committee or special committee, subject to the discretion of the Board, shall require Board approval.

(2) Procedure for Meetings of Board Committees

- (a) Meetings of the Board committees shall be held either at the head office of the Centre or at any place within or outside Ontario as may be determined by members of such committee.
- (b) A meeting of a Board committee may be convened at any time by the chair of such committee and shall be called by such chair. Notice of any meeting of any Board committee shall be given to each member of such committee not less than two (2) days before the meeting is to take place. A notice of a meeting of such committee shall specify the purpose of or the business to be transacted at the meeting.
- (c) Minutes shall be kept for all Board committee meetings.
- (d) Guests may attend Board committee meetings at the invitation of the chair of the Board committee.

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- (e) Business arising at any Board committee meeting shall be decided by a majority of votes, provided that:
 - (i) each voting member present shall be entitled to one (1) vote on each matter and shall not be entitled to vote by proxy. Any question arising at any meeting of any committee of the Board, shall be decided by a majority of votes. Votes shall be taken in the usual way by a show of hands or, in the case of meetings by teleconference or other electronic means pursuant to Article 3.23(2)(g), by the procedure for recording votes designated by resolution of the Board or in the absence of such a resolution by the chair of the committee, and:
 - (A) the chair shall not initially have a vote; but
 - (B) if there is an equality of votes, the chair may vote in order to break the tie.
 - (f) A declaration by the chair of the committee that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.
 - (g) If all of the committee members present at or participating in a meeting of a Board committee consent, a meeting of committee members may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a committee member participating in the meeting by those means is deemed to be present at the meeting.
 - (h) A resolution in writing, signed by all of the members of a Board committee on that resolution at a meeting of members of a Board committee is as valid as if it had been passed at a meeting of members of a Board committee. A copy of every such resolution shall be kept with the minutes of the proceedings of the members of a Board committee.

(3) Quorum

A quorum for any Board committee meeting shall be fifty percent (50%) of the members of the Board committee entitled to vote, unless otherwise determined by the Board.

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(4) Minutes

Minutes shall be distributed to all members of a Board committee at or prior to the next following committee meeting and at the next following meeting of the Board.

(5) Term

Members of all standing and special committees of the Board shall retire at the annual meeting of Members following their appointment or at such other time in each year as is designated by the Board or may be removed at any time by resolution of the Board. The Board shall each year appoint Directors and non-Directors to the standing or other committees of the Board as are created or reconstituted, to the extent deemed advisable by the Board. Vacancies in or additions to any such committees of the Board may be filled for the remainder of the term by the Board.

3.24 EXECUTIVE COMMITTEE

(1) Composition

At the first Board meeting following each annual meeting of Members, in addition to any other business that may be transacted, the Directors shall form an Executive Committee which shall be comprised of the Chair, the Vice-Chair at least three (3) Elected Directors and no more than two (2) Ex Officio Directors.

(2) Powers of the Executive Committee

The Executive Committee shall have full power and authority to act for and on behalf of the Board between meetings of the Board and in doing so may exercise all the powers that the Board may lawfully exercise under the Public Hospitals Act, the Letters Patent and the By-laws.

(3) Minutes of Meetings of the Executive Committee

As soon as practicable following each meeting of the Executive Committee, the Secretary shall cause minutes to be prepared, recording each act of the Executive Committee taken at such meeting and, after approval by the Executive Committee, shall circulate such minutes to the Board. Where the minutes of an Executive Committee meeting have not been delivered to the Board at or prior to the Board meeting next following such Executive Committee meeting, the Chair shall deliver an oral report to the Board on the business which transpired at such Executive Committee meeting and the minutes of such Executive Committee meeting will be circulated to the Board as soon thereafter as is practicable.

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(4) Chair of Executive Committee Meetings

The person holding the office of the Chair shall be chair of the Executive Committee and the person holding the office of the Vice-Chair shall be vice-chair of the Executive Committee.

3.25 FISCAL ADVISORY COMMITTEE

Pursuant to the Hospital Management Regulation, the Board shall create a Fiscal Advisory Committee.

- (a) The Fiscal Advisory Committee shall consist of:
 - (i) the Chief Executive Officer;
 - (ii) a member of the Medical Staff or Dental Staff elected by the Professional Staff Association;
 - (iii) the Chief Nursing Executive or another person representing Nurses who are Managers appointed in accordance with this By-law;
 - (iv) a Staff Nurse who is elected in accordance with this By-law; and
 - (v) such other persons as may be appointed by the Chief Executive Officer.
- (b) The Fiscal Advisory Committee shall be chaired by the Chief Executive Officer.
- (c) The Fiscal Advisory Committee shall make recommendations through the Chief Executive Officer to the Board with respect to the operation, use and staffing of the Centre.
- (d) The Fiscal Advisory Committee may formulate its own rules of procedure subject to such regulations and/or directions as the Board or the Chief Executive Officer may from time to time make in respect thereof.

3.26 RETENTION OF RECORDS

The Board through the Chief Executive Officer shall ensure that all necessary books and records of the Centre required by the Public Hospitals Act, the Corporations Act, the Hospital Management Regulation and the By-laws or by any applicable statute are regularly and properly kept. 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.

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3.27 *EXECUTION OF DOCUMENTS*

- (a) Documents requiring execution by the Centre shall be signed on behalf of the Centre by:
 - (i) any one of the Chair or the Vice-Chair, together with the Chief Executive Officer or a Director and all instruments or documents so signed shall be binding upon the Centre without any further authorization or formality; or
 - (ii) such persons as designated in writing by resolution of the Board.
- (b) The corporate seal of the Centre shall, when required, be affixed by any signing officer, to documents executed in accordance with the foregoing.

3.28 *SEAL*

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

3.29 *AUDITOR*

- (a) The Members shall, at each annual meeting of Members, appoint an Auditor duly licensed under the Public Accountancy Act, to audit the accounts of the Centre and to report to the Members at the next annual meeting. Neither the Auditor nor any partner of the Auditor shall be a member of the Board or an Officer or employee of the Centre or a partner of any Director. The Auditor shall hold office until the next annual meeting of the Members following its appointment; provided that the Directors may fill any casual vacancy in the office of Auditor. The remuneration of the Auditor shall be fixed by the Board.
- (b) The Auditor shall have all the rights and privileges as set out in the Corporations Act and shall perform the audit function as prescribed therein.
- (c) In addition to making the report at each such annual meeting of the Members, the Auditor shall from time to time report through the Executive Committee to the Board or to the Board directly on the audit work they have conducted and report on any observations or recommendations they have.

3.30 *BANKING*

- (a) The Board shall by resolution designate the bank, trust company or other depository in which the funds of the Centre shall be deposited and in which any securities or other evidences of investments shall be placed for safekeeping.

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- (b) Any Officer or any employee of the Centre as may from time to time be designated by resolution of the Board is hereby authorized or may be authorized on behalf of the Centre from time to time:
- (i) to negotiate with, deposit with, endorse or transfer to a bank, but for the credit of the Centre only, all or any bills of exchange, promissory notes, cheques or orders for payment of money and other negotiable paper;
 - (ii) to arrange, settle, balance and certify all books and accounts between the Centre and the Centre's bank;
 - (iii) to receive all paid cheques and vouchers; and
 - (iv) to sign the bank's form of settlement of balances and release.

3.31 SAFETY DEPOSIT BOX

Access to any safety deposit box opened in the name of the Centre shall be by any two (2) of:

- (a) the Chair;
- (b) the Treasurer; or
- (c) one (1) of the appointees named by resolution of the Board to sign cheques, or any one (1) of the aforementioned with the Chief Executive Officer.

3.32 SOLICITATION OF FUNDS

With the exception of the Foundation, no organization affiliated with or working in the interest of the Centre shall solicit funds from the Public in the name of the Centre in any manner whatsoever, without the approval of the Board.

3.33 AGENTS/ATTORNEYS

Subject to the provisions of the Corporations Act, the By-laws and other applicable laws, the Board shall have power from time to time to appoint agents and attorneys for the Centre in or outside Canada with such powers of management of administration (including the power to sub-delegate) as may be considered advisable.

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PART IV - NOTICE

4.1 *NOTICE*

Whenever notice is required to be given under the Corporations Act or this By-law, notice shall be deemed to have been sufficiently given if sent in writing to the last known address of the addressee and delivered in person, sent by prepaid first class mail or sent by any electronic means of sending messages to any person who has consented in writing to receive notice by such method, including electronic mail or facsimile transmission, which produces a paper record. Notice shall not be sent by mail if there is a general interruption of postal services in the place in which or to which it is mailed. Each notice so sent shall be deemed to have been received on the Business Day it was delivered or sent by electronic means or on the third business day after it was mailed. The accidental omission to give any notice to any Member, Director, Officer, member of a committee or the Auditor or the non-receipt of any such notice by any such person shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

4.2 *SIGNATURES*

The signature on any notice or other communication or document to be sent to the Centre may be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced.

4.3 *COMPUTATION OF TIME*

In computing the date when notice must be given under any provision requiring a specific 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.

4.4 *WAIVER OF NOTICE*

Any Member, Director, Officer, member of a committee or the Auditor may waive any notice required to be given him or her under any provision of the Public Hospitals Act, the Corporations Act, the Letters Patent 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 constitutes waiver of notice.

PART V - PROGRAMS

5.1 *OCCUPATIONAL HEALTH AND SAFETY PROGRAM*

(a) There shall be an Occupational Health and Safety Program for the Centre.

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- (b) The program referred to in Article 5.1(a) shall include procedures with respect to:
 - (i) a safe and healthy work environment in the Centre;
 - (ii) the safe use of substances, equipment and medical devices in the Centre;
 - (iii) safe and healthy work practices in the Centre;
 - (iv) the prevention of accidents to persons on the premises of the Centre; and
 - (v) the elimination of undue risks and the minimizing of hazards inherent in the Centre environment.
- (c) The person designated by the Chief Executive Officer to be in charge of occupational health and safety in the Centre shall be responsible to the Chief Executive Officer for the implementation of the Occupational Health and Safety Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Occupational Health and Safety Program.

5.2 HEALTH SURVEILLANCE PROGRAM

- (a) There shall be a Health Surveillance Program for the Centre.
- (b) The program referred to in Article 5.2(a) shall:
 - (i) be in respect of all persons carrying on activities in the Centre; 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 Centre shall be responsible to the Chief Executive Officer for the implementation of the Health Surveillance Program.
- (d) The Chief Executive Officer shall report to the Board as necessary on matters in respect of the Health Surveillance Program.

PART VI - ORGAN DONATION

6.1 ORGAN DONATION

Pursuant to the Hospital Management Regulation, the Board shall approve procedures to encourage the donation of organs and tissues including:

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- (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 Centre.

PART VII - CHIEF NURSING EXECUTIVE AND PARTICIPATION OF NURSES

7.1 CHIEF NURSING EXECUTIVE

- (a) Where the Board determines that the Chief Nursing Executive shall be a person other than the Chief Executive Officer, the Chief Nursing Executive shall:
 - (i) be appointed by the Chief Executive Officer in accordance with a selection process;
 - (ii) be responsible to the Chief Executive Officer for the nursing services provided in the Centre; and
 - (iii) perform such other duties as directed from time to time by the Chief Executive Officer.
- (b) Where the Chief Nursing Executive is the Chief Executive Officer, the Chief Nursing Executive shall:
 - (i) be responsible to the Board for the nursing services provided in the Centre; and
 - (ii) perform such other duties as directed from time to time by the Board.

7.2 PARTICIPATION OF NURSES

(1) Participation of Nurses on Centre Committees

The Board shall from time to time designate, by resolution, those committees, in addition to the Fiscal Advisory Committee, whether standing and/or special, dealing with administrative, financial, operational and planning matters in the Centre, on which it would be desirable to have the Chief Nursing Executive, Nurses who are Managers or Staff Nurses and shall designate whether any such person or persons shall be elected in the manner prescribed in Article 7.2(2) or appointed in the manner prescribed in Article 7.2(4).

(2) Election of Staff Nurse Representatives

The Board shall establish policies and procedures governing the election of a Staff Nurse who is to be elected to the Fiscal Advisory Committee and the Staff Nurse

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or Nurses who are to be elected to other committees designated from time to time by the Board in accordance with Article 7.2(1).

(3) Failure to Elect a Staff Nurse Representative/Vacancies

- (a) Where the election process for Staff Nurses has been duly carried out in respect of membership on a committee, and no Staff Nurse is elected, the Board may appoint a Staff Nurse to be a member of that committee.
- (b) Where a duly elected Staff Nurse resigns his or her seat on a committee, or is unable to complete his or her term for any reason, then the Board may appoint the Staff Nurse with the next highest number of votes, or appoint a Staff Nurse representative to complete the term.

(4) Appointment of Nurses Who Are Managers

The Chief Executive Officer or designate shall appoint the Chief Nursing Executive or another person representing Nurses who are Managers to the Fiscal Advisory Committee and the various committees of the Centre which are designated by resolution of the Board to have participation of one or more Nurses who are Managers pursuant to Article 7.2(1). Notwithstanding the foregoing, where the Chief Executive Officer is serving as the Chief Nursing Executive and the Chief Executive Officer is required to appoint a Nurse to a Committee created by the Board or referred to herein, the Chief Executive Officer shall not appoint herself; provided that, for greater certainty, nothing herein shall prevent the Chief Executive Officer from serving on any such Committee in her capacity as the Chief Executive Officer or in any other capacity.

PART VIII - VOLUNTARY ASSOCIATIONS

8.1 AUTHORIZATION

The Board may sponsor the formation of a voluntary association(s) as it deems advisable.

8.2 PURPOSE

Such associations shall be conducted with the advice of the Board for the general welfare and benefit of the Centre and the Patients and/or residents of the Centre.

8.3 CONTROL

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

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8.4 *AUDITOR OF VOLUNTARY ASSOCIATIONS*

- (a) Each unincorporated voluntary association shall have its financial affairs reviewed by an auditor for purposes of assuring reasonable internal control.
- (b) The Auditor for the Centre may be the auditor for the voluntary association(s).

PART IX - AMENDMENTS

9.1 *AMENDMENTS TO BY-LAWS*

- (a) The Board may repeal, pass or amend the By-laws of the Centre from time to time
- (b) The repeal of any By-law in whole or part shall not in any way affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder prior to such repeal. All Directors, officers and other persons acting under any By-law repealed in whole or part shall continue to act as if elected or appointed under the provisions of this By-law.
- (c) Where it is intended to pass or amend the By-laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his or her address as shown on the records of the Centre by ordinary mail not less than ten (10) days before the meeting.
- (d) Where the notice of intention required by Article 9.1(c) is not provided, any proposed By-laws or amendments to the By-laws may nevertheless be moved at the meeting provided that discussion and voting thereon are adjourned to the next meeting, for which no notice of intention need be given.
- (e) Subject to Article 9.1(g), a By-law or an amendment of a By-law passed by the Board has full force and effect:
 - (i) from the time the motion was passed; or
 - (ii) from such future time as may be specified in the motion.
- (f) A By-law or an amendment to a By-law passed by the Board shall be presented for confirmation at the next annual meeting or to a general meeting of the Members called for that purpose. The notice of such annual meeting or general meeting shall refer to the By-law or amendment to be presented.

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- (g) The Voting Members at the annual meeting or at a general meeting may confirm the By-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect and if amended it takes effect as amended.
- (h) In any case of rejection, amendment, or refusal to approve a By-law or part of a By-law in force and effect in accordance with any part of this Article 9.1, no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or refusal to approve.
- (i) The Board hereby repeals By-law 1 which came into effect on January 1, 2011 and By-law Number 1 which came into effect on May 26, 2011 (the latter of which was not presented to the Members for confirmation).

PASSED by the Board on the 23rd day of June, 2011

Chair

Secretary

CONFIRMED by the Members on the 23rd day of June, 2011

Chair

Secretary