



HANOVER AND DISTRICT HOSPITAL FOUNDATION
CORPORATE BY-LAWS

Issued on the authority of the Board of Directors

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To be formally approved by
The Hanover and District Hospital Foundation Corporation:
May 2022 AGM



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PART 1 – ADMINISTRATIVE BY-LAWS

PREAMBLE

WHEREAS the Directors of Hanover and District Hospital Foundation deem it expedient that all General By-Laws of the Foundation heretofore enacted be cancelled and revoked, and that the following General By-Laws be adopted for regulating the affairs of the Foundation.

The object for which the corporation is incorporated is:

To receive and maintain a fund or funds and to apply from time to time all or part thereof and the income therefrom for health care, charitable or educational purposes within the Province of Ontario for the exclusive benefit of the Healthcare facility operated by the Hanover and District Hospital located in Hanover, Ontario and to raise the profile of the Healthcare facility as an integral part of the community.

BE IT ENACTED AND IT IS HEREBY ENACTED AS A BY-LAW OF HANOVER AND DISTRICT HOSPITAL FOUNDATION as follows:

PART II – DEFINITIONS

2.01 INTERPRETATION:

- a. "Board" means the Governing Body of the Hanover and District Hospital Foundation;
- b. "Chair or Chairperson" may be defined as Chair or Co-Chair;
- c. "Chair" is the President as defined in the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, s. 1(1) and in compliance with s. 42(1) of the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15;
- d. "Corporation" means the Hanover and District Hospital Foundation with head office at 90-7th Avenue, Hanover, Ontario;
- e. "Director" means a member of the Board;
- f. "Ex officio" means membership "by virtue of the office" and includes all rights, responsibilities, except the power to vote unless otherwise specified;
- g. "Foundation" means Hanover and District Hospital Foundation;
- h. "Foundation Executive Director" shall be the secretary of the Board"
- i. "Hospital Corporation" means the Hanover and District Hospital Corporation;
- j. "Hospital Board Governor" means a member of the Hanover and District Hospital Board of Governors;
- k. "Hospital" means the Hanover and District Hospital;
- l. "Just Cause" shall mean, in exercising his or her powers or discharging his or her duties, any breach of the fiduciary obligations owed to the hospital foundation or failure to do any of the following:
 - i. act honestly and in good faith with a view to the best interests of the Corporation;
 - ii. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstance;
 - iii. at all times comply with the By-laws, Roberts Rules of Order, Regulations and Policies of the Corporation; and
 - iv. support those actions legitimately taken by the Board and the Corporation;

- m. "Majority for quorum" means one more than half the members of the Board or of its respective committees entitled to vote;
- n. "Member" means Member of the Hanover and District Hospital Foundation Corporation as outlined in Part III 3.01.1;
- o. "Officer" means chair of the board of directors, vice-chair, secretary, treasurer, past chair or any other person designated an officer of the Board Executive by by-law of the corporation;
- p. "Vice-Chair" is the Vice-President as defined in the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, s. 1(1) and in compliance with s. 42(1) of the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15;
- q. In all by-laws of the Hanover and District Hospital Foundation, the singular shall include the plural and the plural the singular; the word "person" will include all firms and corporations, and the masculine shall include the feminine;

PART III – THE CORPORATION

3.01 MEMBERS

3.01.1 Members of the Corporation shall consist of:

- a. the current Board of Governors of the Hanover and District Hospital
- b. the current Board of Directors of the Foundation

3.01.2 Term of Membership

Annual membership of the Corporation shall be effective from the annual meeting taking place on the fourth Thursday of May of each year or at such time and day that the board may from time to time determine.

Between 10 and 13 elected directors, elected for a term of three (3) years. The terms of four (4) of these elected directors will expire each year;

3.01.3 Termination of Membership

Annual membership is automatically terminated in the event that:

- a) the person ceases to be a member by resignation or;
- b) the person dies; or
- d) by a resolution passed by not less than two-thirds of the votes cast at a general meeting of members of which notice specifying the intention to pass such a resolution has been given.
- e) if the person misses three of the nine regular board meetings per calendar year

3.02 Head Office

The head office of the Corporation shall be located at 90 - 7th Avenue, in the town of Hanover, in the Province of Ontario and at such other place within a municipality in Ontario as the Directors of the Corporation may from time to time determine.

3.03 ANNUAL MEETING OF THE CORPORATION

- a. The Annual Meeting of Members of the Corporation shall be held at the head office of the Foundation or elsewhere in the area served by the Hanover and District Hospital, normally on the Fourth Thursday of May of each year or at such time and day that the Board may from time to time determine and notice shall be given as per paragraph “d”.
- b. Any person entitled to attend the Annual meeting of the members, on consent of the majority of the other directors, may participate in the

meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A person so participating in a meeting is deemed for the purposes of this Act to be present at the meeting as defined in the *Not-for-Profit Corporations Act*, 2010, c. 15, s. 53 (4).

- c. Directors may determine that the meeting be held entirely by telephonic or electronic means (i.e. Zoom) that permits all participants to communicate adequately with each other during the meeting. 2010, c. 15, s. 53 (5).

- d. Notice of the Annual Meeting of the Corporation shall be given by letter /electronic mail (e-mail) addressed to each Director and shall be published virtually at least 14 days prior to the date set for the meeting.

- e. The Annual Meeting is open to the public but only corporate members are entitled to vote.

- f. The Corporation will at its annual meeting appoint an auditor who shall not be a member, officer and/or employee of the Corporation and who is duly licensed under the provisions of the Public Accountancy Act. The appointment shall last until the next annual meeting of the Corporation.

- g. A quorum for the Annual Meeting of the Corporation shall be eight (8) members entitled to vote.

3.04 SPECIAL MEETINGS OF THE CORPORATION

- a. The Board or Chair may call a special meeting of the Corporation;

- b. If two thirds of the board members so request in writing, the Foundation Executive Director will call a special meeting of the Corporation;

- c. Notice of a special meeting shall be given by the Executive Director by letter addressed or e-mail to each Director and published in the local newspaper at least fourteen (14) days prior to the date set for the meeting.

- d. The notice of a special meeting shall state the purpose for which it is called.

- e. A quorum for a special meeting of the Corporation shall be seven (7) members entitled to vote.

3.05 ADJOURNED MEETINGS

- a. For a meeting of the Corporation, if a quorum is not present by start time or at the discretion of the Chair, the meeting shall stand adjourned until a quorum is convened by the chair or may convene as an information only session. A quorum for the meeting of the Board will be one more than half the total number of directors on the Board.

3.06 CHAIR

- a. The chair of a meeting of the Corporation shall be:
 - i. Chair of the Board;
 - ii. Vice-Chair of the Board if the Chair of the Board is absent; or
 - iii. Immediate Past Chair; or
 - iv. Treasurer; or
 - v. Chair elected by the members present if the Chair of the Board and Vice-Chair of the Board are absent.
- b. The Chair is disqualified from voting, except where there is a tie. In the case of a tie the chair will call for a second vote and if a tie continues the chair will vote.

3.07 CORPORATION ANNUAL MEETING AGENDA

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

- a. minutes of the previous Annual meeting;
- b. report of the Chair of the Board;
- c. report of the Treasurer including consideration of the financial statements and consideration of the audit;
- d. new business;
- e. other information or material relating to the Corporation's affairs as, in the opinion of the directors, is of interest or importance;
- f. appointment of auditors for the ensuing year; and
- g. election of Board directors.

3.08 FISCAL YEAR

The fiscal year of the Corporation shall end the 31st day of December each year.

PART IV – THE BOARD

4.01 THE BOARD

4.01.1 Members of the Board

The Board of Directors shall manage the affairs of the Corporation and will consist of **no less than ten** (10) voting directors

- Directors of the Board must act honestly and in good faith in the best interests of the corporation. The duty of loyalty is a personal duty and cannot be delegated (the "no-delegation rule"). A director is not allowed to profit from their office (the "no-profit rule") and must avoid all situations in which their duty to the Corporation conflicts with their interests (the "no-conflict rule").

Hospital Ex-Officio Members:

- i. The President/Chief Executive Officer of the Hanover and District Hospital. Ex-Officio non-voting.
- ii. A person in good standing of and nominated by the Hospital Auxiliary.
- iii. The Executive Director as secretary of the board. Ex-Officio Non-Voting.

Community Members / Board Elect:

Balance of persons drawn from the communities at large who are permanent residents of the Municipality of West Grey, Municipality of Brockton, and Town of Hanover, which the Hanover and District Hospital serves.

4.01.2 Vacancy/Removal of Board Director

- a. Any Board director's position of the Foundation that becomes vacant by reason of death, resignation, disqualification, bankruptcy or otherwise, the nominating team may recruit an interim director. A Director's resolution may appoint a person to fill such vacancy until a special meeting or Annual Meeting is called.
- b. No Director may serve as chair, vice-chair, or treasurer of the Board for terms that will constitute more than three (3) consecutive years of service in each office provided, however, following a break of the continuous service of at least one year the same person may be re-elected or re-appointed to any office. In the event that any executive position is unable to be filled the Directors of the Board may, by special resolution, extend the term for a specified period of time.
- c. The term of office of director shall, subject to the provisions, if any, of the letters patent or supplementary letters patent of the Corporation, be from the date of the meeting at which they are elected or appointed to fulfill a term until the annual meeting it's officiated.

- d. Any member of the Corporation may submit in writing, to the Foundation Executive Director, at least 60 days before the date of the Annual Meeting of the Board, their nominations for election as Directors. Each nomination must include a form signed by at least two members in good standing; and/or a written declaration signed by the nominee that he/she will serve as a Director in accordance with these By-laws if elected. See process 4.02

4.01.3 Vacancy /Removal of Director

- a. The office of a director shall be vacated upon the occurrence of any one of the following events:
- i. if they are absent without sufficient cause for more than three (3) consecutive meetings of the Corporation;
 - ii. if they become bankrupt or declared insolvent;
 - iii. if they are elected or appointed to the position of Elected Official at any government level.
 - iv. if they are removed from office at a general or special meeting of the Corporation for which proper notice has been given and on resolution of at least two thirds (2/3) of the votes cast at such a meeting;
 - v. the Directors of the Board may, by resolution of at least two-thirds (2/3) majority of the full Board after the resolution has been considered at a previous meeting, remove any officer for Just Cause before the expiration of their term of office. The Board of Directors may, by a majority of votes cast, appoint any qualified person in his or her stead until the annual meeting.
 - vi. if, by notice in writing to the Chair, resigns their office and such resignation is accepted by the Board.
- b. If a vacancy occurs at any time among the elected or appointed Directors either by a resignation or by any other cause such vacancy shall be filled by a qualified person appointed by the Board to serve until the next annual meeting.
- c. At the next annual meeting in addition to the election of Directors to fill the vacancies caused by the expiry of Director's terms, the meeting shall elect an additional Director to fill the unexpired term created by any vacancy referred to in subsection (a).

4.01.4 Qualifications of Board Directors

A director shall be of the age of majority and must sign a confidentiality agreement.

The directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid or reimbursed for reasonable expenses incurred by him in the performance of his duties.

The following persons are disqualified from being a director of a corporation in accordance with the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15, s. 23(1):

- a. A person who is not an individual.
- b. A person who is under 18 years old.
- c. A person who has been found under the Substitute Decisions Act, 1992 or under the Mental Health Act to be incapable of managing property.
- d. A person who has been found to be incapable by any court in Canada or elsewhere.
- e. A person who has the status of bankrupt.

4.01.5 Terms of the Board of Directors

- a. Directors are elected by the members for a term of three (3) years with staggered re-election, in accordance with s. 24(1) of the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15.

Election and terms of office do not apply to the ex-officio positions.

4.02 NOMINATIONS

Subject to Section 4.01 and all other provisions of these By-laws, nominations for election as Directors at an annual meeting of the Corporation may be made only by:

- a. The Nominating Committee of the Board; or
- b. Members of the Corporation provided that each nomination includes the following:
 - i. a form signed by at least two members in good standing;
 - ii. a written declaration signed by the nominee that he/she will serve as a Director in accordance with these By-laws if elected; and
 - iii. is received by the Foundation Executive Director(secretary of the

Board) at least 60 days before the date of the annual meeting of the Board.

iv. For process refer to Section 4.10.1

4.03 RESPONSIBILITIES

a. The Directors shall oversee the affairs of the Foundation in all things and make, or cause to be made, for the Foundation in its name, any contract which the Foundation may legally enter into and may exercise all such other powers and all such other acts and things as the Foundation by its Act of Incorporation is authorized to exercise and do in accordance with the Letters Patent and subsequent amendments. The Board of Directors will take steps as they may deem requisite to enable the Foundation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of the furthering the objects of the Foundation.

b. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options, bonds, debentures and other securities, land, buildings and/or other property, movable or immovable, real or personal or any right or interest therein, held by the Foundation, for such consideration and upon such terms and conditions as they deem advisable. In addition to any powers and duties prescribed by law, all officers of the Foundation will have such powers and duties as may, from time to time, be ascribed to them by the Board. Assets of the Foundation can only be disposed of by the Board, under the terms of its incorporation.

The Board shall govern and manage the affairs of the Corporation and:

- a. establish procedures for monitoring compliance with the requirements of Canada Revenue Agency, the by-laws of the Foundation, and other applicable legislation in consultation with Corporation auditors;
- b. review, develop, and approve specific policies, which will provide the general framework within which the Foundation will undertake the day-to-day processes;
- c. establish the selection process for the appointment of the Executive Director and Bookkeeper and ensure the ongoing evaluation of the positions;
- d. review regularly the functioning of the Foundation in relation to the objects of the Corporation as stated in the letters patent, supplementary letters patent and the by-laws, and demonstrate accountability for its responsibility at the annual meeting of the corporation;
- e. develop and review on a regular basis the mission, objectives and strategic plan of the Foundation;

- f. work collaboratively with the Hanover and District Hospital, other community agencies and institutions in meeting the needs of the catchment area for Hanover and District Hospital.
- g. every director and officer of the Corporation shall respect the confidentiality of matters brought before the Board.
- h. only the Chair, Vice-Chair and Executive Director or designate as determined at the time, will have the authority to provide statements to the press or public about Foundation matters brought before the Board.

4.04 INDEMNIFICATION

- a. The Corporation shall indemnify every Director or Officer, his respective heirs, executors, administrators or assigns as to any liability for costs, charges, and expenses that he sustained or incurred with respect to the affairs of the Corporation or in respect to anything done or permitted by him with respect to the execution of his duties in good faith.
- b. No Director or Officer of the Corporation shall be liable for the acts or defaults of any other Director or Officer, or for any losses sustained by the Corporation, except any as provided by the *Not-for-Profit Corporations Act, 2010, S.O. 2010* or bylaw.

The Hanover and District Hospital maintains insurance for the benefit of a Director or Officer against any liability, costs, charges, or expenses sustained by them in respect of the execution of their duties in good faith relating to the affairs of the Corporation and any committees or sub-committees. A copy of this policy shall be provided to the Foundation by HDH annually or upon request.

4.05 BOARD MEETINGS

4.05.1 Regular Meetings of the Board

- a. The Executive Director or member of the Executive Committee will give notice of the meeting to the members of the Board if the meeting is to be held at another time or day, or at a place other than the hospital.
- b. There shall be at least nine (9) regular meetings per annum unless cancelled due to unforeseen circumstances.
- c. A meeting of the Board may be held without notice immediately after the annual meeting of the Corporation.
- d. Foundation board meetings are open to the public, with the exception of meetings of committees and Board meetings specifically closed by the

Board. The Board may at its discretion close a meeting for certain prescribed topics, including litigation, security, property acquisition or sale, personal matters about an identifiable individual, negotiations or any other matter as the Board determines. Anyone requesting time to address the Board must apply for entry on the agenda, to the Executive Director or a member of the Executive, at least ten (10) business days prior to the meeting. (Time limitations apply and will be allocated by the Board).

- e. Meetings of the Board shall follow Robert's Rules of Order;
- f. A director may, if all the directors of the corporation consent, participate in a meeting of the directors or of a committee of directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting in accordance with s. 34(6) *Not-for-Profit Corporations Act*, 2010, S.O. 2010.

4.05.2 VOTING

- a. Business arising at any meeting of the Board shall be decided by a majority of votes. The Chair, while in the chair, is disqualified from voting unless to break a tie vote. Votes shall be taken by written ballot if so demanded by any voting Director.
- b. Each member shall be entitled to one vote in person, via telephone or other method of electronic communication and will not be permitted to vote by proxy.
- c. 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 number or portion of the votes recorded in favour of or against such resolution, vote or motion.

4.06 QUORUM FOR MEETINGS OF THE BOARD

A quorum shall consist of one more than half the members of the Board of Directors entitled to vote.

4.07 OFFICERS

- a. The Board shall elect the following officers at a meeting immediately following the annual meeting of the Corporation or within ten (10) days following the annual meeting:
 - i. Chair;

- ii. Vice-Chair;
- iii. Treasurer.

4.07.1 CHAIR

The Chair of a meeting shall be:

- a. the Chair of the Board;
- b. the Vice-Chair, if the Chair is absent; or
- c. Past Chair; or
- d. a Chair elected by the Directors present, if the Chair and the Vice-Chair and Past Chair are absent;
- d. be responsible for the naming of Directors to teams not otherwise provided for in the by-laws of the Corporation;

4.07.2 TREASURER

- a. The Treasurer shall be elected by the Board.
- b. The Treasurer of the Corporation shall:
 - i. oversee full and accurate books of account and accounting records of the corporation to be kept by the provisions of the *Not-for-Profit Corporations Act, 2010, S.O. 2010* or otherwise by law;
 - ii. cause the submission of a financial report at each regular meeting of the Board indicating the financial position of the Foundation at the close of the preceding month;
 - iii. cause the submission of an annual audited financial report to the Board and the Corporation of the financial operations of the Foundation;
 - iv. be the Chair of the Finance and Planning Committee of the Whole;
 - v. perform such other duties as may be established from time to time by resolution of the Board.

4.08 SPECIAL MEETINGS OF THE BOARD

- a. The Chair of the Board may call special meetings of the Board.

- b. The Secretary of the Board shall call a special meeting of the Board if three Directors so request in writing.
- c. Notice of a special meeting of the Board may be given by telephone or email and shall be given at least twenty-four (24) hours in advance of the meeting.

4.09 PROCEDURES

- a. Minutes shall be kept of all meetings of the Board and all meetings of all committees of the Board with the exception of the Recruitment and Retention committee.
- b. All corporate members are entitled to see, during normal business hours, minutes or proceedings of the meetings, the financial statements of the Corporation, a copy of the Corporation's letters patent and supplementary letters patent and by-laws. The Executive Director will keep a confidential register of members and their addresses, kept alphabetically, and a register of Directors, their names, addresses and occupations.
- c. The minutes of the meetings of the Board shall be distributed by the Executive Director or designate to Board members. Minutes of Board Committee meetings shall be distributed by the Executive Director to the members of that committee. All committees will report to the Board at each Board meeting. Members of the public may request and be given copies of minutes of the meeting(s) for information purposes as appropriate.

4.10 COMMITTEES OF THE BOARD

The Terms of Reference for each committee will be defined and kept current in the Board Manual.

- a. The Board Chair shall appoint committees of the Board including but not limited to a committee of the whole and may from time to time as deemed necessary appoint additional ad hoc teams for special events and other Foundation activities.
- b. The Board Chair shall appoint the Chairperson and members of each of the following Committees:
 - i) Executive Committee;
 - ii) Finance and Planning Committee;
 - iii) Nominating Committee;
 - iv) By-law / Policies and Procedures Committee;
 - v) Public Relations and Social Media Committee
 - vi) Physician Recruitment;

vii) Planned Giving Committee

The Terms of Reference for each committee will be defined and kept current in the Board Policy Manual.

- b. Any committee so appointed may meet for the transaction of business, adjourn and otherwise regulate its meeting as it deems fit. A quorum will be fifty percent (50%) of the committee members named by the Board or as stated in the committee's Term of Reference, approved by the Board. Questions arising at any meeting of a committee will be decided by a majority of votes and in case of an equality of votes the Chair of the meeting shall have the deciding vote.
- c. The chair of the Board may attend meetings of all Board committee meetings as a voting member.

4.10.1 NOMINATING COMMITTEE

- a. The nominating committee shall consist of:
 - i. Three directors of the board whose terms are not about to expire;
- b. The Nominating Committee shall:
 - i. Identify directors whose terms are up and will be required to be elected/acclaimed to the Board at the upcoming annual meeting.
 - ii. Submit to the Executive Director, not later than 30 days before the date of the Annual Meeting, a slate of persons that the Nominating Committee proposes to nominate for election or re-election to the Board at the annual meeting.

4.10.2 FINANCE AND PLANNING COMMITTEE

- a. The Finance and Planning committee shall consist of the committee of the whole. The treasurer is the chair.
- b. The Finance and Planning committee's purpose is to make recommendations on issues concerning incorporating, accounting, banking, currency exchange, tax status and financial planning. Reference: see Finance and Planning Committee Terms of Reference.

4.10.3 PUBLIC RELATIONS COMMITTEE

- a. The Public Relations Committee shall consist of the committee of the whole.
- b. The purpose of the committee is to review all public relation materials that are viewed by the public. The committee shall be aware of what is happening, avoid duplication, and approve all public relation materials utilized by the Foundation. Reference: see Public Relations Committee Terms of Reference.

4.10.4 PLANNED GIVING COMMITTEE

- a. The Planned Giving Committee shall consist of the committee of the whole.
- b. The purpose of the committee is to stimulate planned giving to the Hanover and District Hospital Foundation and in turn recruit endowment funds to support ongoing projects on a perpetual basis. The Planned Giving Committee will develop a unique program of “giving opportunities” within the legal, insurance and investment fields and any other options that exist for planned giving. Describing giving opportunities will be offered. Education and communication avenues will be presented to potential donors. Reference: see Planned Giving Committee Terms of Reference.

4.11 EXECUTIVE DIRECTOR

- a. The Executive Director shall be selected by the Foundation Board and hired in collaboration with the Hospital/contracted by the Foundation Board, in accordance with its approved selection process.
If the Executive Director, for any reason, is unable to complete their duties, the Foundation Executive shall assume these duties and for all intents and purposes be considered Executive Director as outlined in the Bylaws, Policies and Procedures contained there-in.
- b. The Executive Director shall be the Secretary of the Board and a non-voting member;
- c. The Executive Director is contracted through the Hanover and District Hospital;
- d. The Executive Director shall:

- i. attend all meetings of the Board and committees as required;
- ii. ensure that all minutes of all meetings of the Board and Board committees are made, retained, and circulated to all members of the Board or committees;
- iii. attend to correspondence as required;
- iv. prepare all reports required under any Act or Regulation of the Province of Ontario;
- v. be custodian of all minute books, documents and registers of the Corporation required to be kept by the provision of the Corporation Act and all minutes, documents and records of the Board;
- vi. create minutes of each meeting and shall have the minutes distributed to each Director, no later than one week prior to the next meeting.
- vii. keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Foundation;
- viii. be the custodian of the seal of the Corporation;
- ix. give such notices as required by this by-law or regulation of all meetings of the Corporation, the Board and its Teams;
- x. work in co-operation and collaboration with the auditor; and
- xi. perform such other duties as may from time to time be determined by the Board and duties as outlined in the job description.
- xii. The Board and or Board executive with a Board motion may at any time revoke or suspend the appointment of the Executive Director with Just Cause.

4.12 BANKING

- a. The Board Chair, Treasurer, or other designated Board Director, together with another designated director, the Executive Director or such other person or persons as are designated by the Board of Directors are hereby authorized for and in the name of the Corporation:

- i. to draw, accept, sign and make all or any bills of exchange, promissory notes, cheques, and orders for payment of money;
 - ii. to receive all monies and to give an account for the same;
 - iii. subject to the approval of the Board, to assign and transfer to the banks, trust companies or investment dealers, all or any stocks, bonds and other securities;
 - iv. generally, for and in the name and on behalf of the Corporation, to transact with the banks or trust companies any business they may deem fit;
- b. Any officer of the Corporation or any official as may from time to time be designated by the Board is hereby authorized or may be authorized on behalf of the Corporation:
 - i. to negotiate with, deposit with, endorse or transfer to the banks or trust companies, but for the credit of the Corporation only, all or any bills of exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper;
 - ii. from time to time to arrange, settle, balance, and certify all books and accounts between the Corporation and the banks or trust companies designated by the Board;
 - iii. to receive all paid cheques and vouchers; or
 - iv. to sign the banks' or trust companies' forms of settlement of balance and release.

4.13 SIGNING OFFICERS

- a. The Chair or Vice-Chair of the Board and Treasurer shall jointly sign on behalf of the Corporation and affix the Corporate Seal to all contracts, agreements, conveyances, mortgages, or other documents, as may be required by law or as authorized by the Board.
- b. **SEAL**
The seal of the Corporation shall be in the form impressed hereon of the original.

4.14 INVESTMENTS

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies, or other financial institutions to be selected and withdrawn by the authority of the signing officers.

4.15 CONFLICT OF INTEREST

Definition: "Pecuniary interest" means an interest consisting of, measured in or related to money.

Duties of Members:

The following guidelines are established to achieve optimum openness and fairness from persons performing in the public good:

- a. Where a member, either on his or her own behalf or while acting for, by with or through another person, has any pecuniary interest known or otherwise in any matter which is the subject of consideration at a meeting of the Board, that member or any other member present shall:
 - i. if present, prior to any consideration of the matter, verbally disclose the interest and its general nature;
 - ii. shall not participate in the discussions of, or vote and shall leave the room on any question in respect of the matter;
 - iii. if absent, after becoming aware that any matter in which they had a pecuniary interest was the subject of consideration at a previous meeting of the Board, disclose the interest at the next meeting of the Board that the member attends;

Record of Verbal Disclosure:

- b. Record of Verbal Disclosure – every verbal declaration of interest and its general nature made where the meeting of the Board is open to the public, shall be recorded in the minutes of the meeting by the recording secretary. Where a meeting is "in camera" the declaration of interest, but not the general nature of that interest, shall be recorded in the minutes for the next meeting that is open to the public.

Remedy for Lack of Quorum

- c. Where the number of members who, by reason of Conflict of Interest are disabled from participating in a meeting is such that at that meeting the remaining members are not a sufficient number to constitute a quorum, then one-third of the total number of members

attending shall be deemed to constitute a quorum, but such number shall not be less than two.

PART V – AMENDMENTS

5.01 AMENDMENT TO BY-LAWS

- a. The Board may pass or amend the By-laws of the Corporation from time to time.
 - i. This or any other bylaw may be repealed, added to, amended or substituted, at any meeting of the Board called for that purpose after Notice in writing setting out the amendments shall have been given to all Directors, and after having been passed at the said meeting of the Board by a majority of the Directors present.
 - ii. Every such bylaw and every such repeal, amendment or re-enactment thereof, unless in the meantime confirmed at a special general meeting of members, shall have effect only until the next Annual Meeting of the members. If not confirmed by a majority of members present there at, shall thereafter cease to have effect.

HANOVER AND DISTRICT HOSPITAL FOUNDATION

CERTIFICATE OF ENACTMENT

This is to certify:

- 1. That the appended copy of the By-law of the Hanover and District Hospital Foundation is a true and complete copy of the By-laws as passed by the Board of the Foundation at a properly constituted meeting of the Board held in .*
- 2. That the By-law was confirmed at a properly constituted meeting of the general membership of the Hospital Corporation duly called for the purpose held on the*
.

Date at Hanover, Ontario in Grey County

Official Corporate Seal

Signature

Signature

Print

Print

Chair of the Board
Hanover & District Hospital Foundation

Executive Director
Hanover & District Hospital Foundation

Date

Date