

April 13, 1995

Revised: June 22, 2010

WEST NIPISSING GENERAL HOSPITAL FOUNDATION

BY-LAWS

TABLE OF CONTENTS

BY-LAW NO.1	3
PART I - PRE-AMBLE	3
MISSION STATEMENT	3
PART II - DEFINITIONS	4
1.Definitions	4
PART III - FOUNDATION	4
Membership	4
Annual Meeting of the Foundation	4
Notice of Annual Meeting	5
Special Meetings of the Foundation ;	6
Fiscal year	6
PART IV - BOARD OF TRUSTEES	6
7. Board Composition	6
Honorary Trustees	7
9. Qualifications	7
Duration	7
Nominations for the Election of Directors	8
Removal	8
Responsibility of the Board	8
Remuneration	9
Meeting of Trustees :	9
Voting at Meetings of Members	10
Quorum	10
Protection of Trustees	10
Confidentiality	11
Conflict of Interest	11
PART V - OFFICERS	12
Election and Appointment	12
Duties of the Chair	12
·Vice-Chair :	13
Secretary/Treasurer	13
Past Chair	14
Executive Director	14
Committees of the Board	15
Procedure for Board Committee Meetings	17
Quorum :	17
Custody of Securities	17
Cheques, Drafts and Notes ;	17
Execution of Instruments	17
Interpretation	18
PART VI - AMENDMENTS	18
34. Amendments to By-laws	18
BY-LAW NO.2	20
Borrowing By-Law	

BY-LAW NO.1

PART I - PRE-AMBLE

Whereas West Nipissing General Hospital Foundation, Town of Sturgeon Falls, District of West Nipissing, Ontario was incorporated by letters of patent, granted by the Province of Ontario on July 13, 1995.

Whereas it is the intent of the West Nipissing General Hospital Foundation to serve the Community, and whereas the mission of the West Nipissing General Hospital Foundation is to encourage, receive, administer donations for the benefit of West Nipissing General Hospital and the delivery of health care in the Nipissing District, region of Northeastern Ontario.

And whereas West Nipissing General Hospital Foundation is set up to maintain funds raised from time to time apply all or part thereof and the income there from for charitable purposes carried on by, in connection with, and in relation to, for the benefit of, or to enhance or improve the services of the West Nipissing General Hospital or the health care services in the district of Nipissing generally including without limitations.

The West Nipissing General Hospital Foundation has the primary goal of providing resources for the best patient care, education and research in a community-oriented, well-equipped health care setting.

Whereas the governing body of the West Nipissing General Hospital Foundation deems it expedient that all By-laws heretofore enacted be cancelled and revoked and that the following By-law No. 1 be adopted for regulating the affairs of the Foundation.

Dissolution Clause

If the West Nipissing General Hospital Foundation should dissolve, all properties and assets earned will be distributed to West Nipissing General Hospital.

MISSION STATEMENT

“This is our community hospital; together we can make a difference.”

The West Nipissing General Hospital Foundation has the primary goal of providing ongoing resources for the best patient-focused care, education and research in a community-oriented, well-equipped health care setting for the benefit of people in the District of Nipissing.

PART II - DEFINITIONS

1. Definitions

In this By-law and all other By-laws of the Foundation:

- (a) "Board" means the governing body of the West Nipissing General Hospital Foundation;
- (b) "Hospital" means the West Nipissing General Hospital with the Head Office at 725 Coursol Road, Sturgeon Falls, Ontario, P2B 2Y6.
- (c) "Foundation Recording Secretary" means the person, who is an employee of the W.N.G.H. and who is the recording secretary for the hospital Foundation.
- (d) "Ex Officio" means membership "by virtue of the office" and includes all rights, responsibilities and power to vote unless otherwise specified;
- (e) "Foundation" means the West Nipissing General Hospital Foundation with the head office at 725 Coursol Road, Sturgeon Falls, Ontario;
- (f) "Trustee" means a Member of the Board.

PART III - FOUNDATION

2. Membership

The membership of the Foundation shall consist of the following persons:

- (a) the Trustees of the Foundation from time to time elected pursuant to Section 7 of this By-law; and .
- (b) the Trustees from time to time appointed to the Board of the Foundation by the Hospital pursuant to Section 7 of this By-law.

Annual Meeting of the Foundation

Subject to compliance with the applicable legislation, the Annual Meeting of members shall be held each year at such a place within the District of Nipissing and be held within the first three months of the fiscal year at a time and place to be named by the Board of Trustees such a day and at such a time as the Trustees may by resolution, determine.

The Business transacted at the Annual Meeting of the Foundation shall include:

- (a) The reading of:
 - i) Minutes of the previous meeting;
 - ii) Report of the unfinished business from any previous meeting of the Foundation
 - iii) A report of the activities of the Foundation for the previous year;
 - iv) A report of the Financial Statements of the Foundation'
 - v) A report of the Auditor;

- (b) Other information or material relating to the Foundation affairs, in the opinion of the Trustees, is of interest or importance;

- (c) New business;

- (d) Election of Trustees;

- (e) By-law amendments, if any; and

- (f) Appointment of Auditors and authorizing the Trustees to fix the remuneration for the auditors.

4.0 Notice of Annual Meeting

1. Notice of the Annual Meeting of the Foundation shall be:

- (a) A printed, written, or typewritten notice of a meeting of members, stating the day, hour and the place of meeting and general nature of the business to be transacted;

- (b) i) Delivered or sent through the post, postage pre-paid at least ten (10) days (exclusive of the day of mailing and of the day for which notice is given) before the date of such meeting to each member at his/her address as it appears on the books of the Foundation. If no address is given therein, then to the last address of such member known to the Secretary:

or;

- ii) By publication at least one week for two successive weeks next preceding the meeting in a newspaper or newspapers circulated in the municipality or municipalities in which members of the Corporation reside as shown by their addresses on the records of the Corporation.
- (c) It is provided always that a meeting of members may be held for any purpose on any date and at any time at any place within the District of Nipissing, without notice, if all members are present in person at the meeting or if all the members shall have signified their assent in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member.
- (d) The accidental omission to give notice of any member or the non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceedings taken at any meeting.
- (e) A quorum for the Annual Meeting of the Corporation shall be 50 +1% of members.

5.0 Special Meetings of the Foundation

Other meetings of the members may be convened by order of the Chair, Vice Chair or by the Board of Trustees for any date and time at any place within the District of Nipissing.

Notice of a special meeting shall be given in the same manner as provided in subsection 4(1).

Notice for the special meeting shall specify the purpose or purposes for which it is called. Fifty percent plus one attendance of Trustees will constitute a quorum. The Board Chair will chair the meeting.

6.0 Fiscal Year

The fiscal period of the Foundation shall terminate on the 31st day of March in each year or on such other date as the Trustees shall, by resolution, from time to time determine.

PART IV - BOARD OF TRUSTEES

7.0 Board Composition

The affairs of the Foundation shall be managed by a Board of Trustees consisting of fifteen (15) members, unless changed in number by special resolution, and shall consist of:

- a) Ten (10) persons from the community who are not members of the Board of Directors of the Hospital; one of which can be past-chair.
- b) Two (2) members of the Board of Governors of the West Nipissing General Hospital.
- c) The Chief Executive Officer of the Hospital; ex officio non-voting.
- d) One member of the Medical Staff appointed annually by the West Nipissing General Hospital Staff Association.
- e) One member of the Hospital Auxiliary of the West Nipissing General Hospital appointed annually by the Volunteer Association of the West Nipissing General Hospital.
- f) Foundation Recording Secretary (non-vote).

Upon ceasing to be a Trustee of the Foundation, such members shall cease to be members of the Foundation.

The Board shall be known as the "Board of Trustees" and the members of the Board shall be known as "Trustees".

The ten original (10) elected Trustees shall at the first meeting of members be elected and shall retire on a rotation basis if possible.

- (a) Five (5) of the Trustees shall be elected to hold office until the second Annual Meeting of Members after the date of their election or until their successors are elected or appointed, whichever occurs first; and each Trustee so elected shall hold office for a term of three (3) years or until the second annual meeting after his/her election whichever occurs first.
- (b) Five (5) of the Trustees shall be elected to hold office until the first Annual Meeting after the date of their election or until their successors are elected or appointed, whichever occurs first; and, at each annual meeting thereafter, Trustees shall be elected to fill the position of those Trustees whose terms of office shall expire. Each Trustee so elected shall hold office until the second annual Meeting after his/her election, or until his/her successor is elected or appointed, whichever occurs first.

8.0 Honorary Trustees

The Board of Trustees may appoint such Honorary Trustees of the Foundation and for such term of office as they may deem advisable.

Honorary Trustees may attend meetings of the Board and may act in an advisory capacity and shall not be eligible to vote.

9.0 Qualifications

A Trustee shall be eighteen (18) or more years of age and shall not have a status of bankrupt or;

- a) Have a principal residence or carry on business within the area served by the Corporation as established by the Board from time to time.

10.0 Duration

Terms are two (2) years in duration. No member of the Board of Trustees, except the Chief Executive Officer of the Hospital and the Foundation, shall serve more than four (4) consecutive terms. Re-election of a member can occur after one full year of absence from the Board of Trustees.

The interest of a member in the Foundation is not transferable and lapses and ceases to exist upon termination of membership as follows:

- (a) Upon death;
- (b) By resignation in writing to the Board;
- (c) By resolution of the Board of Trustees of the Foundation;
- (d) Upon ceasing to be a member of the Board of Directors of the Hospital, unless membership in the Foundation has been approved by the Board of Trustees of the Foundation.

If a vacancy occurs for any reason among the elected Trustees, such vacancy may be filled by an eligible person elected or appointed by the Board to serve Nominations for the Election of Directors until the next Annual Meeting

11.0 Nominations for the Election of Directors

Subject to all provisions of this By-law, nominations for the election as a Trustee at the Annual Meeting of the Corporation may be made only by:

- (a) The Executive Committee of the Board

12.0 Removal

The Trustees may, by resolution, with at least two-thirds (2/3) in attendance, cast at a meeting of the Board of Trustees, of which notice specifying the intention to pass such resolution has been given, remove any Trustee before the expiration of his/her term of office and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

The office of a Trustee of the Foundation shall be vacated:

- (a) If he/she becomes bankrupt or suspends payment or compounds with his/her creditors or makes an authorized assignment or is declared insolvent;
- (b) If he/she is found to be physically or mentally incapable of carrying out his/her responsibilities as a Trustee; or
- (c) If he/she is convicted of any criminal offence.
- (d) If any member of the Board misses more than three (3) Board meetings in the course of a year or if their performance and actions are deemed inconsistent with the goals of the Foundation. The member may be removed from the Board before expiration of their term by a two-thirds majority of the votes cast at a meeting of the Board.

13.0 Responsibility of the Board

The Trustees may do all such acts or things as may be exercised or done by the Foundation, except those By-laws or any special resolution of the Foundation or by statute expressly directed or required to be done by the Foundation, at a General Meeting of its members.

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

- (a) Develop and review on a regular basis the mission, vision, objectives and strategic plan of the Foundation, in relation to the provisions of the appropriate programs and services, while maintaining fiscal responsibility in consideration of available resources, in order to meet the needs of the community;
- (b) Approve policies and procedures to provide the framework for the management and operation of the Foundation;
- (c) Ensure that staff and facilities are appropriate for the services provided;
- (d) Review regularly the functioning of the Foundation in relation to its objectives as stated in the letters patent, supplementary letters patent and the By-

laws to demonstrate accountability for its responsibility to the Annual Meeting of the Foundation; and

- (e) Each member shall undertake to devote sufficient time to fulfill the role of a Foundation Trustee. Such a role requires interested, concerned, and committed volunteers, familiar with the obligations and responsibilities of Foundation Trusteeship. The Board of the Foundation will benefit from the optimal attendance of every member.

14.0 Remuneration

The Trustees shall serve without remuneration; provided that a Trustee may be paid or reimbursed for all reasonable expenses incurred by him/her in the performance of his/her duties.

15.0 Meeting of Trustees

Meetings of the Board of Trustees may be held either at the Head Office or at any other place within or outside of Ontario. A meeting of Trustees may be convened by the Chair of the Board of Trustees or Vice-Chair or any two (2) Trustees at any time by direction of any such Officer or any two (2) Trustees, shall convene a meeting of Trustees. Notice of any such meeting shall be delivered, mailed, e-mail, tele-conference, faxed or telephoned to each Trustee not less than two (2) days (exclusive of the day on which the notice is delivered or mailed, but inclusive of the day for which notice is given) before the meeting is to take place; provided always that the meeting of the Board of Trustees may be held at any time without formal notice if all the Trustees are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence. Notice of any meeting thereof may be waived by any Trustee.

A meeting of the Board shall also be held without notice immediately following the Annual Meeting of members for approval of members, provided a quorum of Trustees is present.

There shall be at least one (1) meeting held each quarter of the fiscal year of the Foundation.

16.0 Voting at Meetings of Members

Every question submitted to any meeting of members shall be decided by a majority of votes. In case of an equality of votes, the Chair shall, in addition to his/her regular vote, have a second or casting vote.

At any meeting unless a poll is demanded, a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

In the absence of the Chair of the Board of Trustees and the Vice-Chair, the members present shall choose another Trustee as Chair

The Chair may, with the consent of any meeting, adjourn the same from time to time and no notice of such adjournment needs to be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice call in the same.

17.0 Quorum

Fifty per cent (50%) + 1 members of the Board of Trustees shall constitute a quorum. No business shall be transacted at any general or quarterly meeting of the Board of Trustees unless the requisite quorum is present.

18.0 Protection of Trustees

Every Trustee or Officer of the Foundation or other person who has undertaken or is about to undertake any liability on behalf of the Foundation and his/her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and all times, be indemnified and saved harmless, out of the funds of the Foundation, from and against;

- (a) All costs, charges and expenses whatsoever which such Trustee, Officer or other person sustains or incurs in or about any action suit or proceeding which is brought against him/her or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution or intended execution in good faith of the duties of his/her office;
- (b) All other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

No Trustee or Officer of the Foundation, shall be liable for the acts, receipts, neglects or defaults of any other Trustee, Officer or employee for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property ac-

quired by order of the Board of Trustees for or on behalf of the Foundation or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Foundation shall be placed out or invested in or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his/her respective office or trust or in relation thereto unless the same shall happen by or through his/her own willful act or his/her own willful default.

19.0 Confidentiality

Every Trustee, Officer, member and employee of the Foundation shall respect the confidentiality of matters brought before the Board of Trustees, or any Committee, or any matter dealt within the course of Foundation business. The Foundation from time to time may enter into a closed session as necessary.

20.0 Conflict of Interest

Any Trustee who has an interest directly or indirectly in a proposed contract or transaction or in a contract or transaction with the Foundation shall declare his or her interest in the contract or transaction at a meeting of the Trustees.

In the case of a proposed contract or transaction, the Trustee 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 he is not present at such a meeting, then at the first Board meeting held thereafter.

If the Trustee is not, at the date of that meeting, interested in the proposed contract or transaction, he shall make the declaration at the first Board meeting which is held after he became interested in the proposed contract or transaction.

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

Trustees and their families shall not enter into any proposed contract or transaction with the Foundation except:

- (a) On a competitive bid basis or other basis in writing, and
- (b) Where the Trustee has declared any interest therein, and where he

has absented himself from the meeting and where he has refrained from voting thereon.

Trustees shall not vote on any matter in which they have a direct or indirect financial interest and shall declare the details of such interest prior to the discussion and vote on such matter.

Any Trustee who has declared an interest in any proposed contract or transaction or other financial interests with the Foundation which is being discussed shall absent himself during the discussion of and vote upon the matter, and the event shall be recorded in the minutes.

PART V - OFFICERS

21.0 Election and Appointment

The Board of Trustees shall annually, elect a Chair, Vice-Chair, Secretary and Treasurer at the meeting immediately following each annual meeting of the Corporation.

The Board of Trustees may from time to time appoint such other officers and agents it deems necessary, who shall have such authority and perform such duties as required by the Board.

All Officers shall hold office during the pleasure of the Board and in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of Trustees at any time with or without course. If a vacancy shall occur in any office by reason of death, resignation, disqualification or otherwise, the Trustees may, by resolution, elect or appoint a person to fill the vacancy.

22.0 Duties of the Chair

The Chair shall:

- a) Chair all meetings of the Board; and the Annual Meeting;
- b) Sign all instruments that require his/her signature;
- c) Report to each Annual Meeting of Members of the Foundation concerning the management and operations of the Foundation; and
- d) Appoint chairs of the Committees of the Board;
- e) Be responsible for naming the Directors to committees not otherwise provided for in the By-law;
- f) Have ex-officio membership on any Committee of the Board;
- g) Perform such other duties as may from time to time be assigned to him/her by the Board.

23.0 Vice-Chair

The Vice-Chair shall be vested with the powers and perform all the duties of the Chair during the absence or disability or refusal to act of the Chair. The Vice-Chair shall also have such other powers and duties as may from time to time be assigned to him/her by the Board.

24.0 Foundation Recording Secretary

The Foundation Recording Secretary shall:

- a) be the custodian of the books of account and accounting records of the Foundation required to be kept by the provisions of the Corporations Act, Ontario;
- b) submit a financial statement at each regular meeting of the Board indicating the financial position of the Foundation at the close of the preceding month;
- c) have all accounts audited;
- d) attend all meetings of the Board and Committees keeping a record of the minutes of all meetings;
- e) attend to all correspondence and give notices of all meetings of the Board and of members;
- f) prepare all reports required under any Act and Regulation of the Province of Ontario;
- g) be the custodian of all minute books, documents and registers of the Foundation required to be kept by the provisions of the Corporations Act;
- h) be the custodian of the seal of the Foundation;
- i) keep a roll of the names and addresses of all members of the Foundation; and,
- j) perform such other duties as the Board may direct.

25.0 Past Chair

The Past-Chair shall have powers and duties as may from time to time be assigned to him/her by the Board.

26.0 Duties of the W.N.G.H. Chief Executive Officer

The Chief Executive Officer shall:

- a) Be responsible to the Board for the organization and management of the Foundation in accordance with policies established by the Board and subject to the direction of the Board;
- b) Provide leadership in the support of the Board's responsibility to develop and periodically review the mission, objectives and strategic plan of the Foundation.
- c) To implement and evaluate long and short-term strategic plans for the fund development process, public relations and marketing for both the Foundation and the Hospital.
- d) Actively promote Hospital and Foundation events pertaining to fund developments, special events, public relations, etc. while reflecting a proactive positive stance through incorporation of strong communications components.
- e) Provide the Hospital and Foundation with information on new sources of revenue on a continuous basis seeking innovative and enterprising fund program development while striving to be as profit-oriented as possible.
- f) Provide a strong on-going program of recognition of donors that reflects gratitude, professionalism and continuity.
- g) Foster positive volunteer relation programs and expand the Foundation/Hospital's volunteer base.
- h) Monitor trends through the Ontario Hospital Association, the Association for Health Care Philanthropy, Health Care Public Relations Association and the Centre of Philanthropy on Fundraising philosophies, public relation focuses and adapt plans accordingly.
- i) Foster the values, culture and philosophy of the Foundation.
- j) Liaise with Senior Hospital Administration, Hospital and Foundation Board re: capital funding priorities and propose/implement plans to meet projected goals and requirements.
- k) Advise West Nipissing General Hospital Foundation and the Board of Directors of the Hospital on fund raising and public relations issues and provide a communications plan that deals with all facets of fundraising, education, marketing, public relations and community relations.
- l) Represent the Foundation externally to the community, government, media and other organizations and agencies.

- m) Ensure appropriate structures and systems are in place for the effective management and control of the Foundation and its resources. To establish and maintain a centralized, accurate record-keeping program of all donations ensuring proper allocation and confidentiality.
- n) Be responsible to the Board for taking such actions considered necessary to ensure compliance with the requirements of the Acts and Articles of Incorporation, the Income Tax Act, Charitable Law and donor designations, the Foundation By-laws, and all other statutory and regulatory requirements.
- o) Provide the coordination of all fundraising activities on behalf of the Hospital and Foundation initiated by internal and external individuals or groups.
- p) Be Secretary of the Board 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.

27.0 Committees of the Board

At the first meeting of the Board following the Annual Meeting of the Corporation the Board may set the following Committees of the Board:

- a) The Finance and Investment Committee
- b) The Executive and Nomination Committee
- c) Major Gift Committee
- d) Planned Giving Committee
- e) Annual Gift Committee

27.1 Finance and Investment Committee / Audit Committee:

1. The Finance and Investment Committee/Audit Committee shall consist of:
 - a) The Treasurer of the Board who will be the Chair
 - b) The Executive Director
 - c) (5) Trustees
2. The Finance and Investment Committee/Audit Committee shall
 - a) Review detailed financial statements on a timely basis and report them to the Foundation Board accordingly.

- b) Invest and manage the monies of the Corporation not immediately required to fulfill the objects of the Foundation in investments authorized within the law.
- c) Meet with the Auditor and review the annual audited statements and Auditor's Report prior to the Annual Meeting of the Corporation.

27.2 Executive Committee

27.2.1 Constitution

The board may from time to time elect from its members an executive committee consisting of such number of members, not less than three, as the board may by resolution determine. Each member of the executive committee shall serve during the pleasure of the board and, in any event, only so long as he shall be a director. The board may fill vacancies in the executive committee by election from among its number. If and whenever a vacancy shall exist in the executive committee, the remaining members may exercise all its powers so long as a quorum remains in office.

27.2.2 Powers

During the intervals between the meetings of the board the executive committee shall possess and may exercise (subject to any regulations such as the board may from time to time impose) all the powers of the board in the management and direction in the affairs and business of the Foundation in all cases in which specific directions shall not have been given by the Board.

27.2.3 Procedures

Subject to sections 27.2.4, 27.2.5, and 27.2.6 and to any regulations imposed from time to time by the board the executive committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure from time to time. The executive committee shall keep minutes of its meetings in which shall be recorded all action taken by it and at least a summary thereof shall be submitted to the board no less than annually but preferably at the proceeding board meeting.

27.2.4 Quorum

No business shall be transacted by the executive committee except at a meeting of its members at which a quorum of the executive committee is present. For the purpose of this Article 27.2.4 a quorum shall be a majority of the members of the Executive Committee.

27.2.5 Place of Business

Meetings of the executive committee may be held at the head office of the Foundation or at any other place within or outside of Ontario as specified in the notice calling the meeting.

27.2.6 Other director's presence

Each director shall be entitled to speak, but not to vote, at any meeting of the executive committee at which he is present. However no director who has not been elected to the executive committee shall be entitled to notice of any meeting of the executive committee and his presence shall not be included for the purpose of calculating a quorum.

27.3 Other Committees

There may be such other committees for such other purposes as the board or the executive committee may determine from time to time by resolution.

28.0 Procedure for Board Committee Meetings

Board Committee meetings shall be held at the Call of the Chair, the Chair of the Board Committee or at the request of any two (2) members of the Board Committee.

Minutes shall be kept for all Board Committee meetings.

Guests may attend Board Committee meetings at the invitation of the Chair.

Business arising at any Board Committee meeting shall be decided by a majority of votes.

In the event of a tie vote, the Chair will break the tie.

29.0 Quorum

A quorum for any meeting of the Board shall be the majority of Trustees (50 + 1).

30.0 Custody of Securities

All shares and securities owned by the Foundation shall be lodged in the name of the Foundation, or a nominee name on behalf of the West Nipissing General

Hospital Foundation, with a chartered bank or trust company or with such other depositories or in such other manner as may be determined from time to time by the Board of Trustees.

31.0 Cheques, Drafts and Notes

Any two of the Chair, Vice-Chair or Secretary-Treasurer are hereby authorized for and in the name of the Foundation:

- a) To draw, accept, sign or make all or any bills of exchange, promissory notes, cheques and orders for payment of money;
- b) To receive all monies and to give a quittance for the same;
- c) Subject to the approval of the Board, to assign and transfer to the bank all or any stocks, bond or other securities; and,
- d) Subject to the approval of the Board, from time to time to borrow money from a bank, by incurring an overdraft or otherwise.

32.0 Execution of Instruments

Contracts, documents or any instruments in writing requiring the signature of the Foundation may be signed by the Chair of the Board of Trustees or the Vice-Chair, together with the Secretary / Treasurer. All contracts, documents and instruments in writing so signed shall be binding upon the Foundation without any further authorization or formality.

The Board of Trustees shall have power, from time to time, by resolution, to appoint any Officer(s) or any person(s) on behalf of the Foundation either to sign contracts, documents and instruments in writing generally, or to sign specific contracts, documents and instruments in writing.

The Seal of the Foundation may, when required, be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer(s) or person(s), appointed as aforesaid by resolution of the Board of Trustees.

The terms "contracts, documents, and instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writing.

4. In particular, without limiting the generality of the foregoing:

- (i) The Chair of the Board of Trustees or Vice-Chair, together with the Secretary / Treasurer;

Shall have authority to sell, assign, transfer, exchange, convert or convey any and all securities owned by or registered in the name of the Foundation and to sign and execute (under the seal of the Foundation) or otherwise keep all the assignments, transfers, conveyance, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, stocks, bonds, debentures, rights, warrants or other securities.

33.0 Interpretation

In all By-laws of the Foundation, the singular shall include the plural and the plural the singular; the word person shall include firms and corporations; and the masculine shall include the feminine.

PART VI - AMENDMENTS

34.0 Amendments to By-laws

1. The Board may pass or amend the By-laws of the Foundation from time to time.
2. (a) 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 Foundation Recording Secretary to each Trustee at his/her address as shown on the records of the Foundation by ordinary mail, E-mail or conference call not less than ten (10) days before the meeting.

(b) Where the notice of intention required by clause 2(a) is not provided, any proposed By-laws or amendments to the By-laws may, nevertheless, be moved at the meeting; discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given. Subject to clause 4(b), a By-law or an amendment to a By-law passed by the Board has full-force and effect:
3. (a) From the time the motion was passed; or

(b) From such future time as may be specified in the motion.
4. (a) A By-law or amendment to a By-law passed by the Board shall be presented for confirmation at the next Annual Meeting or to a special General Meeting of the members of the Foundation called for that purpose. The notice shall refer to the By-law or amendment to be presented.

- (b) The members at the Annual Meeting or at a special General Meeting may confirm the By-law as presented or reject or amend it; if rejected, it thereupon ceases to have effect and, if amended, it takes effect as amended.

In any case of rejection, amendment or refusal to approve a By-law or part of a By-law in force and effect in accordance with any part of this section, no act done or right acquired under any such By-law is prejudicially affected by any such rejection, amendment or refusal to approve.

BY-LAW NO.2

Borrowing By-Law

A By-law respecting to the borrowing of money and the issue of securities by the West Nipissing General Hospital Foundation

BE IT ENACTED by the Trustees of the Foundation as a Special By-law of the said Hospital as follows:

The Trustees of the Foundation may, from time to time:

- (a) Borrow money from a bank on the credit of the Foundation in such amounts and upon such terms as may be deemed necessary;
- (b) Issue, sell or pledge debt obligations of the Foundation, including, without limitation, bonds, debentures, notes or other similar obligations of the Hospital whether secured or unsecured;
- (c) Charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Hospital, including book debts, rights, powers, franchises and undertaking, to secure any such debt obligations or any money borrowed, or other debt or liability of the Foundation;
- (d) Delegate to such one or more of the Officers and Trustees of the Foundation, as may be designated by the Directors, all or any of the powers conferred by the foregoing clauses of this By-law to such extent and in such manner as the Director shall determine at the time of each delegation.

Passed by the Trustees and enacted

as By-laws No 1 & 2 this 22nd day of June 2010. Witness the

seal of the Foundation

Foundation Recording Secretary,

Confirmed by the members in accordance with section 298 (3) of the Act, this 22nd day of June 2010.

Mike Page, Interim Chair

Karen Rivet, Vice-Chair

Treasurer