

Matthews Memorial Hospital Association – Proposed Bylaw Changes – January, 2012

Current bylaw			Proposed bylaw			Comments
		<p>BE IT ENACTED as a by-law of the Association as follows:</p> <p>(a) DEFINITIONS In this by-law and all other by-laws and special resolutions of the Association, unless the context otherwise requires:</p> <p>“Act” means the Corporation Act of Ontario, and any Act that may be substituted therefore, as from time to time amended;</p> <p>“board” means the board of directors of the Association;</p> <p>“by-laws” means this by-law and all other by-laws of the Association from time to time in force and effect;</p> <p>“Association” means Matthews Memorial Hospital Association incorporated as a corporation without share capital under the Act by letters patent dated the 3rd day of March, 1998;</p> <p>“letters patent” means the letters patent or articles of incorporation, incorporating the Association and any supplementary letters patent or amendments to the articles of incorporation.</p>			<p>BE IT ENACTED as a by-law of the Association as follows:</p> <p>1. (a) DEFINITIONS In this by-law and all other by-laws and special resolutions of the Association, unless the context otherwise requires:</p> <p>“Act” means the Corporation Act of Ontario, and any Act that may be substituted therefore, as from time to time amended;</p> <p>“Association” means Matthews Memorial Hospital Association incorporated as a corporation without share capital under the Act by letters patent dated the 3rd day of March, 1998;</p> <p>“board” means the board of directors of the Association;</p> <p>“by-laws” means this by-law and all other by-laws of the Association from time to time in force and effect;</p> <p>“catchment area” – includes Townships of Johnson, Laird, MacDonald, Meredith, Aberdeen Additional, Plummer Additional, Tarbutt & Tarbutt Additional, Town of Bruce Mines and all St. Joseph Island.</p> <p>“fiscal year” means November 1 – October 31st</p> <p>“letters patent” means the letters patent or articles of incorporation,</p>	

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						<p>incorporating the Association and any supplementary letters patent or amendments to the articles of incorporation.</p> <p>"meetings"- annual- must be held no later than 90 days following the year end.</p> <p>"special" – called 10% of members or a minimum of 5 members to discuss a specific topic.</p> <p>"general" – may be called at anytime by the Board to discuss and receive input from the members re the business of the Board.</p> <p>"closed meeting"- are meetings when the Board or Committee is in closed meeting where all Public (other than those involved in discussion and support staff, ask to stay) will be asked to leave the building in which the meeting is being held and may only be held based on the criteria as set out in the by-laws.</p> <p>"member" means a person that meets the criteria set out in the by-laws.</p>	
1			<p>HEAD OFFICE The head office of the Association shall be at the Village of Richards Landing, in the Township of St. Joseph, in the Province of Ontario, and at such place therein as the directors may from time to time determine.</p>	1		<p>HEAD OFFICE The head office of the Association shall be in the Township of St. Joseph, in the Province of Ontario, and at such place therein as the directors may from time to time determine.</p>	

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4	02	<p>Eligibility for Membership All persons 18 years of age and over permanently residing upon St. Joseph Island or in the Townships of Johnson, Laird, MacDonald, Meredith, Aberdeen Additional, Plummer Additional, Tarbutt and Tarbutt Additional and in the Town of Bruce Mines shall be eligible for membership in the Association. A person shall not be considered a permanent resident within the meaning of this paragraph until after at least one (1) year's continuous primary residence in the areas described. Notwithstanding the foregoing, no person is eligible to be a member of the Association if he is an employee of Sault Area Hospital or its successor or an employee of the Matthews Memorial Hospital Association or any medical Practitioner or his immediate family.</p>	4	02	<p>Eligibility for Membership</p> <p>(a) Must be 18 years of age or over; and</p> <p>(b) must be a permanent resident in the catchment area; and</p> <p>(c) a permanent resident with documentation of at least one (1) year primary residency in the catchment area; and</p> <p>(d) cannot be an employee of Sault Area Hospital or its successor as the service provider or an employee of the Matthews Memorial Hospital Association or any medical practitioner of St. Joseph Island Medical Clinic or his immediate family.</p>	
4	04	<p>Membership Dues Each member shall pay to the Treasurer of the Association dues in the sum of one dollar (\$1.00) on or before the annual meeting each year to be considered a member in good standing of the Association.</p>	4	04	<p>Upon the payment of annual dues of \$1.00 to be paid on or before the annual meeting, an eligible person will be considered a member in good standing until the next annual meeting.</p>	

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5	01	<p>Annual Meeting The annual meeting of members shall be held at the head office of the Association or elsewhere in Ontario as the board of directors may determine, on such a day and at such time as the directors shall appoint, such time not to be more than ninety (90) days after the end of the fiscal year of the Association, and not more than fifteen (15) months after the holding of the last preceding annual meeting, for the purpose of receiving the reports and statements required by the Act to be placed before the annual meeting, electing directors in accordance with Article 6 hereof, appointing an auditor and fixing or authorizing the board to fix his remuneration, and for the transaction of such other business as may properly be brought before the meeting.</p>	5	01	<p>Annual Meeting</p> <p>a The annual meeting of members shall be held on a day and time as the directors shall appoint, within ninety (90) days after the end of the fiscal year for the purpose of:</p> <ul style="list-style-type: none"> (i) receiving the reports and statements required by the Act and the by-laws, (ii) electing directors in accordance with Article 6 hereof, (iii) appointing an auditor, if required, to review/examine the books of the association and fixing or authorizing the board to fix his remuneration, and (iv) for the transaction of such other business as may properly be brought before the meeting. <p>b The Board Chair, or in his absence the Board Vice Chair, or in his absence any other director chosen by a majority with a show of hands of members present and eligible to vote shall act as chair of the annual meeting of the Association.</p>	
5	02	<p>Special or General Meeting A special or general meeting may be called by the majority of the board of directors, by the Chairman, or in his absence, the Vice-Chairman, or by notice in writing from five (5) members in good standing. The business to be transacted at a special meeting shall be limited to that specified in the notice calling the meeting.</p>	5	02	<p>a Other Types of Meetings</p> <p>General Meeting A general meeting of members may be called by the majority of the board of directors, by the chair, or in his absence, the Vice-Chair to be held on a day and time as the directors determine for such purposes as, but not limited to:</p> <ul style="list-style-type: none"> (i) amendments to Association by-laws, (ii) dissemination or discussion of information to members. 	

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						<p>The Board Chair, or in his absence the Board Vice Chair, or in his absence any other director chosen by a majority of a show of hands of members present and eligible to vote shall act as chair of any general meeting of the Association.</p> <p>b Special Meeting A special meeting of members may be requested by a notice in writing to the chair outlining the specific business to be conducted at the meeting and signed by 10% to a minimum of 5 members. Each signing member must be in good standing as of the date of the written notice as well as the date the notice is received by the Association at its head office.</p> <p>The directors shall determine the day and time that the special meeting shall be held, such day not to be more than forty-five (45) days after the day the notice is received by the Association.</p> <p>The business to be transacted at a special meeting shall be limited to that specified in the notice calling the meeting. Those members having called the special meeting shall be in attendance at said meeting barring unforeseen circumstances which would normally preclude their attendance.</p>
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NB . . . Hugh if legal and allowable board would like proxy voting removed in total. If not . . . see changes below.							
5	10		<p>Proxies At any meeting of members, a member otherwise entitled to vote may vote by proxy, and a proxy duly and sufficiently appointed in writing by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the same voting rights that the member appointing him would be entitled to exercise if present at the meeting. Only voting members of the Association may be appointed to act as a proxy. An instrument appointing a proxy shall be recognized and acted on only if it is deposited with the Secretary of the Association not less than two working days prior to the time of voting.</p>	5	10	<p>a Voting by proxy is permitted solely for the purpose of electing directors of the board at any meeting of members of the Association where an election of directors of the board is held.</p> <p>b An Association member may appoint another Association member as his voting proxy, using the prescribed form.</p> <p>c A member in good standing shall not, (i) appoint more than one voting proxy; nor (ii) act as a voting proxy for more than one other member in good standing.</p> <p>d Any instrument designated by the Association as the official document to be used by a member appointing a proxy shall be recognized and acted on only if it is, (i) fully completed and duly signed as required; and (ii) deposited, in accordance with the directions established by the Association, with the Secretary of the Association not less than three (3) business days prior to, but not including, the date of voting.</p>	

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5	11	<p>Voting At all meetings of members, every question shall be decided by a majority of the votes of the members present in person or represented by proxy and eligible to vote unless otherwise required by the by-laws of the Association or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the chair that a resolution has been carried or not carried and the entry of that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. In case of an equality of votes at any annual or general meeting, whether upon a show of hands or at a poll, there shall be no casting vote and the question or resolution shall be considered defeated.</p>	5	11	<p>Voting At all meetings of members, every question, other than an election for the position(s) of director, shall be decided by a simple majority of fifty (50) percent plus one (1) of the members eligible to vote and present in person unless otherwise required by the by-laws.</p> <p>a Show of Hands Upon a request for a show of hands by the meeting chair, every member shall have one vote, and unless a poll is demanded, the chair will declare that a resolution has been carried or defeated.</p> <p>b Poll After a show of hands has been taken on any question, the chair of the meeting or any member present, may demand a poll and, unless the demand for the poll is withdrawn, a poll shall be taken by a standing vote.</p> <p>c Voting Results In case of an equality of votes at any meeting of members, whether upon a show of hands or at a poll, there shall be no casting vote to break the tie and the question or resolution shall be considered defeated.</p>		

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5	12	<p>Poll After a show of hands has been taken on any question, the chair of the meeting or any member present and entitled to vote thereat, may demand a poll and, unless the demand for the poll is withdrawn, a poll shall be taken in such manner as the chair of the meeting shall direct. Upon a poll each member present in person or represented by proxy and entitled to vote shall have one vote and the result of the poll shall be the decision of the members upon the said question.</p>				<p align="center">REMOVE – INCLUDED IN 5.11</p>	
6	01	<p>Number of Directors and Quorum The affairs of the Association shall be managed by a board of nine (9) directors of whom (5) shall constitute a quorum for the transaction of business. Despite vacancies, the remaining directors may act if constituting a quorum.</p>	6	01	<p>a</p> <p>b</p>	<p>Number of Directors and Quorum Number of Directors The affairs of the Association shall be managed by a board of nine (9) directors. Board Composition The board shall be comprised of six (6) members from St. Joseph Island and three (3) members from the other locations referred to in Section 4.02. In the event that there is an insufficient number of nominees to meet the foregoing composition requirement, nominations may be accepted from the other membership areas. Quorum The quorum for the board to transact business shall be fifty (50) percent plus one (1) of the number of directors in effect as of the date of the meeting or the business that is being transacted. Despite vacancies, the remaining directors may act if constituting a quorum.</p>	

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6	02		<p>Eligibility All members are eligible to be nominated for office. Candidates shall accept nominations for office at the annual meeting, or submit to the individual charged with conducting of the election, his acceptance in writing at the time of his nomination being offered.</p>				<p>HEADING CHANGED</p>	
6	03			6	03	<p>Director Term of Office (new name and article replacing the existing article which is to be eliminated).</p> <p>a Term The term of office for a director shall be three years from the date of the annual meeting at which he is elected until the date of the annual meeting three years after.</p> <p>b Rotation of Terms The term of one third of the board of directors will end each year at the annual meeting as per the written policy and process of the Association in place at the time that the director is elected to the term.</p> <p>c Maximum Number of Terms A director may serve a maximum of 3 consecutive terms.</p> <p>d Return to Board A member may return to a term of office as a director after one year absence as per Article 6.03 (a) above from the board. This includes a return to any vacancy, appointed or elected, on the board.</p>		

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6	04	<p>Elections The election of new board members shall occur at the annual general meeting each year.</p>				
6	08	<p>Calling of Meetings Meetings of the board shall be held from time to time at the call of the board or the Chairperson or any two directors. Notice of the time and place of every meeting so called shall be given to each director not less than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays), before the time the meeting is to be held, provided that no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.</p>	6	08		<p>Calling and Conducting Meetings of Board of Directors (new name) The calling and conducting of meetings of the board shall be in accordance with the duly approved written policy and process of the Association.</p>
6	10	<p>Regular Meetings The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.</p>	6	10	a	<p>Regular Meetings The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.</p>
					b	<p>Closed Meetings (i) Before holding a meeting or part of meeting that is closed to the public, the Board or committee shall state by resolution</p> <ul style="list-style-type: none"> • the fact of the holding of the closed meeting and • the general nature of the matter to be considered at the closed meeting.

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						<p>(ii) The Board or Committee may recess into a closed meeting to debate:</p> <ul style="list-style-type: none"> • the security of the property of the Board; • a personal matter about an identifiable individual, including employees; • a proposed or pending acquisition of land or property; • disposition of land; • labour relations or employee negotiations; • litigation or potential litigation; • the receiving of advice that is subject to solicitor –client privilege, including communications necessary for that purpose. • to receive reports of consultants and staff 	
6	15		<p>Remuneration The directors shall serve as such without remuneration but shall be entitled to be paid travelling and other expenses properly incurred</p>	6	15	<p>Remuneration & Reimbursement (new name) a Each director shall serve without remuneration. b A director shall be entitled to be reimbursed for travelling and other expenses incurred in accordance with the written travel and reimbursement policy and process of the Association.</p>	
6	15		<p>Remuneration The directors shall serve as such without remuneration but shall be entitled to be paid travelling and other expenses properly incurred</p>	6	15	<p>Remuneration & Reimbursement (new name) a Each director shall serve without remuneration. b A director shall be entitled to be reimbursed for travelling and other expenses incurred in accordance with the written travel and reimbursement</p>	

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							policy and process of the Association.	

				7	03		<p>Duties of Board Directors Role</p> <ul style="list-style-type: none"> • manage honestly, in good faith, with care and diligence, and in the best interest of the Association; • make decisions that reflect the Mission Statement (Corporate Mandate) of the Association 	
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							<ul style="list-style-type: none"> to protect the finances and assets of the Association; set goals that reflect the needs of the community. 	
7	03		<p>Duties of Chairperson The Chairperson shall, when present, preside at all meetings of members of the Association and of the board of directors. The Chairperson shall also be charged with the general management and supervision of the affairs of the Association. The Chairperson with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws and membership certificates. The Chairperson shall be a member ex officio of all committees of the Association.</p>	7	03		<p>Duties – Chair of the Board Selection Elected annually by the directors, immediately following the annual meeting of the Association.</p> <p>Role</p> <ul style="list-style-type: none"> act as the Spokesperson for the board and Corporation preside at all meetings of the Association, if present ensure directions and decisions of the Board are carried out; ensure preparation of agendas; prepare an annual report of board activities for presentation at the annual meeting of the Association; be ex-officio of all committees of the Association; be familiar with office functions and procedures. 	
7	04		<p>Duties of Secretary The Secretary shall perform or cause to be performed all secretarial functions for the board of directors and the executive committee of the board. The Secretary shall keep or cause to be kept a correct record of the proceedings and transactions of all meetings of the members, the board and the</p>				<p>Duties of Secretary Role</p> <ul style="list-style-type: none"> perform or cause to be performed all secretarial functions <p>Responsibilities</p>	

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		<p>executive committee of the board. The Secretary shall give all notices required to be given to members, directors and others. The Secretary shall ensure that the business of the Association is conducted in accordance with the letters patent, by-laws, policies and procedures established by the board of directors. The Secretary shall be the custodian of the corporate seal of the Association and all of the books, papers, records, correspondence and documents belonging to the Association or shall cause to have same stored at another location. The Secretary shall perform such other duties from time to time prescribed by the board or incident to his office.</p>				<ul style="list-style-type: none"> • keep or cause to be kept a correct record of the proceedings and transactions of all • meetings of the Association and documents • give all notices required to be given to members, directors and others • perform other such duties as prescribed by the Board 	
7	05	<p>Duties of Treasurer The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit or cause to be deposited all monies or other valuable effects in the name of and to the credit of the Association in such banks, trust companies or other financial depositories as may from time to time be designated by the board. The Treasurer shall disburse or cause to be disbursed funds of the Association as directed by the board, taking proper vouchers therefore and shall render to the board of directors at regular meetings thereof or whenever required of him, and an account of all his transactions as Treasurer, and of the financial position of the Association. The Treasurer shall also perform such other duties as may from time to time be determined by the board or incident to his office.</p>	7			<p>Duties of Treasurer Role</p> <ul style="list-style-type: none"> • keep or cause to be kept an accurate accounting of the Association’s funds <p>Responsibilities: Perform or cause to be performed</p> <ul style="list-style-type: none"> • receive funds and issue receipts • deposit all monies in a chartered financial institution designated by the Board • make disbursements as directed by the Board • secure receipts for all expenditures • prepare and present an itemized statement of receipts, disbursements and account(s) • balance for each meeting 	

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						<ul style="list-style-type: none"> • give the examined (audited if applicable) financial report at the Annual Meeting • perform other duties as determined by the Board • be familiar with all financial with all financial functions and procedures 	
8	03		Insurance Subject to any limitation contained in the Act, the Association may purchase and maintain such insurance for the benefit of its directors and officers as such, as the board may from time to time determine.	8	03	Insurance Subject to any limitation contained in the Act, the Association shall purchase and maintain such insurance for the benefit of its directors and officers as such, as the board may from time to time determine.	
				7	05	<p>Duties – Vice-Chair of the Board Selection – Elected annually by the directors,</p> <p>Role</p> <ul style="list-style-type: none"> • act and assume all responsibilities of the office of chair when chair is absent; • if chair unable to continue to act in their capacity, assume role until a new chair is elected. 	
						<p>Duties of Board Directors</p> <p>Role</p> <ul style="list-style-type: none"> • Manage honestly, in good faith, with care and diligence and in the best interest of the Association; • Make decisions that reflect the Mission Statement (Corporate Mandate) of the Association • to protect the finances and assets of the Association; 	

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							<ul style="list-style-type: none"> • set goals that reflect the needs of the community. 	
7	06		<p>Other Officers From time to time, the board may appoint other officers of the Association and shall serve in accordance with the terms of engagement determined by the board from time to time.</p>				<p>REMOVE SECTION</p>	

13	01		<p>DEPOSIT OF SECURITIES FOR SAFEKEEPING The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by such officer time to time determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be selected as custodians by the board of directors shall be fully protected in acting with accordance with the directions of the board of</p>	13	01		<p>DEPOSIT OF Registered SECURITIES FOR SAFEKEEPING The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Association signed by TREASURER by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of directors shall be fully protected</p>	
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