

**BY LAWS**  
**OF**  
**YARMOUTH HOSPITAL FOUNDATION**  
(By-law Review March 2018)

Schedule "A"

**Definitions:**

1. In these By-laws unless there is something in the subject or context inconsistent therewith:
  - (a) Directors mean the Directors of the Foundation
  - (b) President and Vice President shall be referred to as Chair and Vice Chair
  - (c) Executive of the organization shall be referred to as Officers
  - (d) Foundation means "Yarmouth Hospital Foundation";
  - (e) Registrar means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
  - (f) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given 28 days prior to the meeting in which it is to be considered.

**Name:**

2. The name of the Foundation shall be "Yarmouth Hospital Foundation".

**Membership:**

3. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none others, shall be members of the Foundation and their names shall be entered in the register of members accordingly.
4. Every member of the Foundation shall be entitled to attend any meeting of the Foundation and to vote at any meeting of the Foundation and to hold office but there shall be no proxy voting.
5. Membership in the Foundation shall not be transferable.
6. Members of the Foundation shall consist of the Directors and those persons who make a donation to the Foundation. Persons and Directors shall be members from the day following the Annual General Meeting held in the year of their donation to and including the day of the Annual General Meeting next following.
7. The entry in the Register of Members by the Secretary of the Foundation of the name and address of any Director or contributing individual constitutes an

admission to membership in the Foundation.

8. Membership in the Foundation shall cease: (i) upon the death of a member; (ii) by notice in writing to the Secretary of the Foundation that the member resigns his membership or (iii) if the member ceases to qualify for membership in accordance with these By-Laws.

#### **Fiscal Year:**

9. The fiscal year of the Foundation shall end on December 31st, in any year unless otherwise determined by the Directors.

#### **Meetings for the Foundation:**

10.
  - (a) The annual general meeting of the Foundation shall be held at a time and place to be fixed by the Officers.
  - (b) Notice of the Annual General Meeting shall be published electronically and in print media and circulated within the region at least seven \*clear days prior to the Annual General Meeting and which notice shall clearly set forth the purpose, place, date and time of the Annual General Meeting.  
*\* the day of the announcement and the day of the event are excluded*
11.
  - (a) An "Extraordinary General Meeting" of the Foundation may be called by the President, a majority of the Directors, or a majority of the members of the Foundation at any time.
  - (b) Ten days written notice of an "Extraordinary General Meeting" specifying the place, date and time of the meeting, and in the case of special business, notice of such business shall be given to the members. The above notice may be waived upon the majority consent of all the members.
12. At each Annual General Meeting of the Foundation, the following items of business shall be dealt with and shall be deemed to be ordinary business:
  - Minutes of the preceding Annual General Meeting
  - Consideration of Annual Reports
  - Consideration of the Financial Statements including balance sheet and operating statement and the report of the auditors
  - Confirmation of membership in the Foundation
  - Election of Directors for the ensuing year
  - Appointment of Auditors
13. All other business transacted at an annual General Meeting shall be deemed to be

special business and all business shall be deemed special that is transacted at an “Extraordinary General Meeting” of the Foundation.

14. No business shall be transacted at any Annual General Meeting or Extraordinary General Meeting of the Foundation unless a quorum of members is present at the commencement of such meeting and such quorum shall consist of at least eight (8) members of the Foundation.
15. If within one-half hour from the time appointed for the meeting a quorum of members is not present, the meeting if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as the majority of the members then present shall direct; and if at such adjourned meeting a quorum of members is not present, it shall be adjourned until further notice.
16.
  - (a) The Chair of the Foundation shall preside as Chair at every General Meeting of the Foundation;
  - (b) If there is no Chair, or if at any meeting the Chair is not present at the time of the commencement of the meeting, the Vice Chair shall preside as Chair;
  - (c) If there is no Chair or Vice Chair, or if at any meeting neither the Chair nor the Vice Chair are present at the commencement of the meeting, the members shall choose one of their members to act as Chair.
17. The Chair shall have no vote except in the case of equality of votes. In the case of an equality of votes, the Chair shall have the deciding vote.
18. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place unless notice of such new business shall be given to the members.
19. At any General Meeting, unless a poll is demanded by at least three (3) members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of the proceedings of the Foundation shall be sufficient evidence of the fact without proof of the member or proportion of the members recorded in favour of or against such resolution.
20. If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Foundation in General Meeting.

**Votes of Members:**

21. Every member shall have one (1) vote and no more.

**Directors:**

22. Unless otherwise determined by general meeting, the number of directors of the Foundation shall be not less than twelve (12) persons and not more than twenty-five (25) and may include the following:

- (a) a representative nominated by the Municipality of Argyle;
- (b) a representative nominated by the Municipality of Barrington;
- (c) a representative nominated by the Municipality of Clare;
- (d) a representative nominated by the Municipality of Yarmouth;
- (e) a representative nominated by the Town of Yarmouth;
- (f) a representative nominated by the Women's Auxiliary of the Yarmouth Hospital;
- (g) up to nineteen (19) directors nominated by the Board from the community served by the Yarmouth Regional Hospital by criteria established from time to time by the Board.
- (h) a representative from the Yarmouth Regional Hospital Administrative Staff shall attend as an observer by invitation of the Board without a vote.
- (i) the Chair of the Foundation from the preceding year in the event the past Chair's term would otherwise expire by virtue of the provisions of paragraph 23.

23(a) With the exception of the Chair's or the past Chair's term, the term of office for all Directors shall be three (3) years and Directors may then be re-elected for two further consecutive terms and thereafter must stand aside for at least one year before reoffering for election. Initially the Directors shall be appointed for staggered terms of from one to three years, to ensure continuity on the Board throughout the initial rounds of retirements from the Board.

23(b) Requests for extension of service beyond the defined terms of office of the Chair or Past Chair shall be presented in writing separately to the Board for approval and forwarded with a recommendation to the AGM for ratification.

24. Directors shall be nominated by the Nominating Committee and elected by the members at each Annual General Meeting of the Foundation, provided however that if at any annual General Meeting at which an election of Directors ought to take place, no such election takes place or if no Annual General Meeting of the Foundation is held in any year or period of years, the elected Directors shall continue in office until their successors are elected and a General Meeting for that purpose may on notice be held at any time.

25. There shall be a Nominating Committee appointed by the Chair of the Foundation consisting of at least four (4) Directors of the Foundation. The Nominating Committee shall bring forward a slate of candidates for the office of Director to be voted upon at the Annual General Meeting of the Foundation. Additional nominations for the office of Director may be made from the floor by members of the Foundation at the Annual General Meeting of the Foundation.
26. A vacancy occurring among the Directors may be filled by appointment made by the remaining Directors at any meeting of the Board of Directors, but any person so chosen shall retain office only until the next annual General Meeting of the Foundation. Such time served shall be excluded from the defined terms of office.
- 27a. Any Director may be removed before the expiration of his term of office by a vote of the Board of Directors at any regular or special meeting of the Directors, notice of which has been given in writing and at which a quorum of the Directors is present, for any reason the Directors of the Foundation deem proper, and the Directors may appoint another person as Director. The person so appointed shall hold office until the next annual General Meeting of the Foundation. Such time served shall be excluded from the defined terms of office.
- 27b. Should a Director fail to attend three out of any four consecutive meetings of the Board without adequate excuse, he or she may be removed from the Board by a majority vote thereof, provided however, that notice of the motion to remove that Director shall be mailed to that Director at least one month in advance of any meeting of the Board at which such a resolution will be considered.
28. At the Annual General Meeting of the Foundation all of the Directors shall hold office until the dissolution of the meeting at which their successors are elected.
29. The office of a Director shall be vacated:
  - (a) upon the death of a Director;
  - (b) if by notice in writing to the Foundation, the Director resigns his office;
  - (c) if the Director is removed as provided in these By-Laws.

**Proceedings of Directors:**

30. Meetings of the Board of Directors shall be held as often as the business of the Foundation may require;
31. No business shall be transacted at any meetings of the Directors unless at least ten (10) of the Directors are present at the commencement of such proceedings.

32. Directors from time to time, shall decide upon the time and place of their meetings and the form of notice to be given for meetings including meetings that may be held without formal notice.
- (a) A meeting of Directors may be held at the close of every annual general meeting of the Foundation without notice;
  - (b) Notice of all other Director's meetings specifying the time and place thereof, shall be given either orally or in writing to each Director within a reasonable time before the meeting is to take place but no receipt of such notice by any Director shall invalidate the proceedings of any meeting of the Board of Directors;
  - (c) A meeting of Directors may be held without notice if all the Directors are present or if those absent have signified their assent to such meeting or their consent to the business transacted at such meeting.
33. The Chair or eight (8) of the Directors of the Foundation may at any time summon a meeting of the Directors of the Foundation, in accordance with these By-Laws.
34. Questions arising at any meeting of the Directors shall be decided by a majority of votes. The Chair shall have no vote except in the case of an equality of votes in which case the Chair shall have the deciding vote.
35. The Chair or in the absence of the Chair, the Vice-Chair or in the absence of both the Chair and the Vice Chair any Director appointed from amongst those Directors present shall preside as Chair at the meetings of the Directors.
36. A meeting of the Directors at which a quorum is present shall be sufficient to exercise all or any of the authorities, powers and discretion vested in or exercisable by the Director's generally.
37. All acts done at any meeting of the Directors or of any committee of Directors or by any person acting as Director shall notwithstanding that it is afterward discovered that there was some defect in the election or appointment of the Directors or persons so acting, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a Director.

**Power of the Directors:**

38. The management of the business of the Foundation shall be vested in the Directors, who, in addition to the powers and authorities by these By-Laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Foundation and are not hereby or by

statute expressly directed or required to be exercised or done by the Foundation in general meeting.

39. Without limiting the generality of the foregoing, the Directors shall have power:
- (a) To take such steps as they think fit to carry out any agreement or contract made by or on behalf of the Foundation;
  - (b) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Foundation;
  - (c) To appoint, remove and suspend at their discretion such personnel as they from time to time may think fit for permanent, temporary or special services and to determine the powers and duties of such personnel and to fix their salaries and benefits;
  - (d) From time to time to make, vary and repeal rules for the regulation of the business of the Foundation, its officers, and servants, the members of the Foundation or any section or class of them;
  - (e) To enter into all such negotiations and contracts, rescind and vary all such contracts, execute and do all such acts, deeds and things in the name and on behalf of the Foundation as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Foundation;
  - (f) From time to time to provide for the management of the affairs of the Foundation in such manner as they shall think fit and in particular to enter into any agreement with others providing for the management of the Foundation;
  - (g) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
40. The Directors may delegate any of their powers to committees consisting of such of their number and such other members of the Foundation as the Directors may think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors and without limiting the generality of the foregoing, the Directors may form an Executive Committee which shall consist of the President of the Foundation who shall serve as Chair of the Executive Committee, the Past Chair of the Foundation, the Vice Chair, the Secretary and the Treasurer together with such other Directors of the Foundation as may be appointed. The Executive Committee shall have the power to transact all regular business of the Foundation during the interim between the meetings of the Directors of the Foundation. All decisions of the Executive must be reported to the board at the earliest convenience. A majority of the members of the

Executive Committee shall constitute a quorum for the transaction of business.

**Committees:**

41. In addition to the Executive Committee and the Nominating Committee, there shall be the following standing committees:
  - (a) *Finance and Audit Committee* - The Finance and Audit Committee shall consist of the Treasurer of the Board and at least two other Directors and such other members as the Board of Directors may deem advisable. The Treasurer shall be appointed Chair of the Finance Committee. The Finance Committee shall (i) review and approve the operating of the Foundation, (ii) receive and approve the Financial Practices of the Foundation, (iii) review the Auditor's Report prior to its presentation at the Annual Meeting.
  - (b) *Investment Advisory Committee* - The Investment Advisory Committee shall consist of the Treasurer of the Foundation, two additional Directors of the Foundation, the Chair of the Foundation and such Investment Advisors as the Board may from time to time appoint. The Investment Committee shall devise an Investment Strategy for the funds of the Foundation and shall oversee and invest the Foundation funds in accordance with its strategy.
42. Each Committee of the Foundation whether "standing" or "ad hoc" shall have a Chair who shall with the exception of the Finance Committee be appointed by the Chair of the Foundation in consultation with the Executive Committee. At the first fall meeting following the AGM, committee Chairs and members of committees shall be ratified by the board.
43. All standing committees including the above will submit a written report to the board annually at the AGM
44. The Directors may strike such "ad hoc" committees as may be from time to time be necessary or advisable to carry out the mandate of the Foundation.

**Officers:**

45. The Officers of the Foundation shall be the Chair, Vice Chair, Immediate Past Chair, Secretary, Treasurer, (collectively referred to as the Executive) and such other Officers as the Directors may from time to time designate.
46. The Officers of the Foundation shall be elected by the Directors of the Foundation at each annual meeting of the Directors.
47. The Directors may appoint a Recording Secretary of the Foundation who shall keep the minutes of the meetings of members and Directors and shall perform such other duties as may be assigned to the Recording Secretary by the Directors.

48. The office of an Officer of the Foundation shall cease upon the death of that Officer or if any Officer by notice in writing submits his resignation to the Directors and in either event, the Directors may appoint a temporary substitute for such Officer for such length of time as the Directors may determine, and who shall, for the purpose of these By-Laws be deemed to be the holder of this office during the period of any such temporary appointment.
49. The Directors may create honorary positions for the Foundation from time to time and may appoint any person whether or not that person is a member of the Foundation to such honorary position as the Directors may deem appropriate or advisable and the terms and conditions or obligations of any such appointment shall be determined by the Directors at the time of such appointment. Any person so appointed may attend any meeting of the Directors and any annual General Meeting of the Foundation but such person so appointed shall have no vote at any Director's meetings but may vote at any Annual General Meeting of the Foundation if a member thereof.
50. The Chair shall be elected at each annual meeting of Directors and shall hold office until the next annual meeting or until a successor is appointed, and may be elected for further consecutive terms. The Chair shall be an ex-officio and non-voting member of all committees.
51. The Vice-Chair shall be elected at each annual meeting of Directors and shall hold office until the next annual meeting or until a successor is appointed and may be re-elected for further consecutive terms. The Vice-Chair shall act as Chair in the absence of the Chair and when so acting, shall have the power and authority of the Chair.
52. The Secretary shall be elected at each annual meeting of the Directors and shall hold office until the next annual meeting or until a successor is appointed and may be re-elected for consecutive terms. The Recording Secretary shall issue notices of all regular and special meetings on orders from the Chair and shall receive and attend to all correspondence of the Foundation and shall have custody of all documents belonging to the Foundation. The Recording Secretary shall keep the minutes of the meetings of members and Directors and shall perform such other duties as may be assigned to the Recording Secretary by the Directors.
53. The Treasurer shall be elected at each annual meeting of the Directors and shall hold office until the next annual meeting or until a successor is appointed and may be re-elected for further consecutive terms.

**Audit of Accounts:**

54. The Auditors of the Foundation shall be appointed annually by the members of the Foundation at the Annual General Meeting to audit the accounts and finances of the

Foundation and to hold appointment until the next Annual General Meeting of the Foundation.

55. The Foundation shall make a written report to the members as to the financial position of the Foundation and the report shall contain a balance sheet and operating account and in every such report the auditor shall state whether in the Auditor's opinion the balance sheet is a full and fair reporting of the affairs of the Foundation. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of the Foundation's income and expenses in the preceding year, audited by the Auditor shall be filed with the Registrar within fourteen days following the annual meeting in each year as required by law.

### **Repeal and Amendment By-Laws**

56. These By-laws may be amended from time to time by a Special Resolution passed by three-quarters of the members present at an Annual General Meeting of the Foundation or at a Special General Meeting called for that purpose. Notice specifying the intention to propose the resolution as a Special Resolution and of all proposals for amendment shall be sent by the Secretary to all members at least Twenty-eight (28) days prior to the meeting at which they are to be considered. No repeal or amendment of these By-laws shall take effect until approved by the Registrar.

### **Miscellaneous and General**

57. The Foundation shall file with the Registrar its annual statement, a list of Directors with their addresses, occupations and dates of appointment or election and within fourteen (14) days of a change of Directors, notify the Registrar of any change.
58. The Foundation shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen (14) days after the resolution is passed.
59. The seal of the Foundation shall be in the custody of the Recording Secretary and may be affixed to any document by resolution of the Board of Directors.
60. Contracts, deeds, promissory notes, bills of exchange and other negotiable instruments and documents may be executed on behalf of the Foundation by the Chair and the Secretary, or otherwise as prescribed by resolution of the Directors.
61. The title of all property of the Foundation shall be vested in the Foundation. The signatures of the Signing Officers shall constitute proper authority for the purchase and sale of property or the investment of trust funds which are subject to the control

of the Foundation or for the lending of money.

62. The Foundation shall have the power to hold real and personal property in trust for the Yarmouth Regional Hospital and others.
63. The signing officers are authorized to borrow such sums of money under such terms and conditions as may be authorized by the Foundation at an Annual or General Meeting of the Foundation.
64. The books and records of the Foundation shall be made available for inspection by the members of the Foundation at the Registered Office of the Foundation at all reasonable times upon request of any member of the Foundation.
65. In the event of dissolution of the Foundation, its property and assets shall, after the payment of all liabilities, be donated for such charitable, benevolent and educational purposes as may be decided by the Foundation in general meeting, provided always that such charitable, benevolent and educational purposes shall be in the field of health care.
66. All Directors of the Foundation but excluding the employees of the Foundation shall serve on a voluntary basis without fee. Reasonable expenses may be reimbursed where members or Directors are called upon and authorized to perform extra service on behalf of the Yarmouth Regional Hospital.
67. No director shall receive any remuneration for their services and no director shall directly or indirectly receive any profit from his or her position as such.
68. There shall be no proxy voting at any special or general meeting of the members of the Foundation or the Directors of the Foundation.