

Simcoe Muskoka District Health Unit

By-Law No. 1

TABLE OF CONTENTS

ARTICLE 1 Interpretation 1

 1.1 Definitions 1

 1.2 Interpretation 2

ARTICLE 2 Role, Duties and Responsibilities..... 2

 2.1 Role..... 2

 2.2 Duties and Responsibilities..... 2

ARTICLE 3 Board of Health 2

 3.1 Composition of Board 2

 3.2 Qualifications of Directors 3

 3.3 Vacation of Office 3

 3.4 Term..... 4

 3.5 Filling Vacancies..... 4

 3.6 Directors Remuneration..... 4

ARTICLE 4 Meetings of Directors 4

 4.1 Meetings of Directors 4

 4.2 Regular Meetings 4

 4.3 Special Meetings 4

 4.4 Notices..... 4

 4.5 Quorum 5

 4.6 Open Board Meetings..... 5

 4.7 Voting 5

 4.8 Casting Vote..... 5

 4.9 Adjournment of the Meeting..... 5

ARTICLE 5 Conflicts of Directors 6

 5.1 Declaration of Conflict..... 6

ARTICLE 6 Indemnification of Directors and Officers 6

 6.1 Indemnification of Directors and Others 6

 6.2 Insurance 7

ARTICLE 7 Committees	7
7.1 Committees.....	7
7.2 Functions, Duties, Responsibilities and Powers of Committees.....	7
7.3 Committee Members, Chair.....	7
7.4 Procedures at Committee Meetings.....	7
ARTICLE 8 Officers	8
8.1 Officers.....	8
8.2 Terms of Office.....	8
8.3 Appointment of Medical Officer of Health.....	8
8.4 Dismissal of Medical Officer of Health.....	8
8.5 Medical Officer of Health Absence or Inability to Act.....	9
ARTICLE 9 Duties of Officers	9
9.1 Chair of the Board.....	9
9.2 Vice Chair.....	9
9.3 Medical Officer of Health.....	10
9.4 Secretary.....	10
9.5 Other Officers.....	10
ARTICLE 10 Organization and Financial	10
10.1 Books and Records.....	10
10.2 Seal.....	11
10.3 Execution of Documents.....	11
10.4 Other Signing Officers.....	11
10.5 Banking Arrangements.....	11
10.6 Financial Year.....	11
10.7 Appointment of Auditor.....	11
10.8 Borrowing Power.....	11
10.9 Investments.....	12
ARTICLE 11 Confidentiality	12
11.1 Confidentiality.....	12
11.2 Board Spokesperson.....	12

ARTICLE 12 Rules and Procedures	12
12.1 Rules of Order	12
12.2 Policies	12
12.3 Matters Required by the Standards	12
ARTICLE 13 Notices	13
13.1 Notice	13
13.2 Computation of Time	13
13.3 Omissions and Errors	13
13.4 Waiver of Notice	13
ARTICLE 14 Amendment of By-laws	14
14.1 Amendment	14
14.2 Effect of Amendment	14
14.3 Repeal	14

BY-LAW NO.1

SIMCOE MUSKOKA DISTRICT HEALTH UNIT

A by-law relating to the transaction of the activities and affairs of Simcoe Muskoka District Health Unit (the “**Corporation**”).

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1 Interpretation

1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) “**Accountability Agreement**” means the accountability agreement between the Corporation and the Ministry of Health and Long-Term Care of Ontario dated November 15, 2017;
- (b) “**Board**” means the board of health of the Corporation;
- (c) “**By-law**” means this by-law and all other by-laws of the Corporation from time to time in force and effect;
- (d) “**Catchment Area**” means the geographic area served by the Board and includes the County of Simcoe, the City of Barrie, the City of Orillia and the District Municipality of Muskoka.
- (e) “**Chair**” means the individual appointed as chairperson of the Board;
- (f) “**Director**” means an individual elected or appointed to serve on the Board;
- (g) “**Ex-officio**” means “by virtue of office” and includes all rights, responsibilities, and power to vote unless otherwise specified;
- (h) “**Health Protection and Promotion Act**” means the *Health Protection and Promotion Act*;
- (i) “**Medical Officer of Health**” means the Medical Officer of Health and Chief Executive Officer of the Corporation;
- (j) “**Minister**” means the person appointed to the position of Minister of Health and Long-Term Care of Ontario;
- (k) “**Ministry**” means the Ministry of Health and Long-Term Care of Ontario;
- (l) “**Municipal Act**” means the *Municipal Act, 2001*;
- (m) “**Policies**” means a policy adopted by the Board in accordance with section 13.2;

- (n) “**quorum**” means the minimum number of Directors that must be present to hold a validly constituted meeting of the Board;
- (o) “**Special Resolution**” means a resolution passed by the Directors by at least two thirds (2/3) of the votes cast by those entitled to vote and voting at a meeting of the Board; and
- (p) “**Standards**” means the *Ontario Public Health Standards: Requirements for Programs, Services, and Accountability* issued by the Ministry of Health and Long-Term Care of Ontario, dated January 1, 2018, as amended.

1.2 Interpretation

In this By-law and all other By-laws of the Corporation, unless the context otherwise requires:

- (a) words importing the singular number shall include the plural number and vice versa;
- (b) references to persons shall include individuals, firms, corporations or any other form of entity or organization;
- (c) words importing one gender shall include all genders; and
- (d) any reference to a statute shall mean the statute and includes the regulations made under it and any statute that may be substituted therefor, as from time to time amended.

ARTICLE 2 Role, Duties and Responsibilities

2.1 Role

The role of the Corporation is to promote and protect public health and to prevent disease and injury in accordance with the *Health Protection and Promotion Act* and other applicable laws.

2.2 Duties and Responsibilities

The Board shall govern and oversee the activities and affairs of the Corporation and shall superintend, provide or ensure the provision of health programs and services to the persons who reside in the Catchment Area, the prevention of the spread of disease and the promotion and protection of the health of the people in Ontario and perform the functions required under the *Health Protection and Promotion Act* and applicable laws.

ARTICLE 3 Board of Health

3.1 Composition of Board

The Board shall consist of:

- (a) nine (9) Directors who shall be appointed as follows:

- (i) Four (4) to be appointed by the Municipal Council of the County of Simcoe;
 - (ii) Two (2) to be appointed by the Municipal Council of the City of Barrie;
 - (iii) One (1) to be appointed by the Municipal Council of the City of Orillia;
 - (iv) Two (2) to be appointed by the Municipal Council of The District Municipality of Muskoka; and
- (b) such Directors appointed by the Lieutenant Governor in Council, provided that the number of Directors appointed under section 3.1(b) shall be less than the number eligible for appointment under section 3.1(a).

3.2 Qualifications of Directors

An individual shall be qualified for appointment as a Director referred to in section 3.1 if he or she:

- (a) is eighteen (18) years of age or older;
- (b) is a Canadian citizen;
- (c) is not employed by or otherwise directly or indirectly receives remuneration from the Corporation, except by specific resolution of the Board, or as otherwise authorized by these Bylaws; and
- (d) in the case of a Director appointed pursuant to section 3.1(a) is otherwise eligible for appointment under the *Municipal Act* and the *Health Protection and Promotion Act*.

3.3 Vacation of Office

The office of a Director shall be automatically vacated where the Director:

- (a) becomes disqualified from holding the office;
- (b) resigns from his or her office and the resignation is made in writing and filed with the Corporation;
- (c) in respect of a Director appointed pursuant to 3.1(a), the office is declared vacant by the applicable municipality pursuant to the *Municipal Act*;
- (d) in respect of a Director appointed pursuant to 3.1(b), at the expiry of the term determined by the Lieutenant Governor in Council; or
- (e) dies.

Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

3.4 Term

- (a) The Directors referred to in section 3.1(a) shall be appointed for a term determined by the municipality provided such term shall not exceed the date of the subsequent municipal election unless the term of such Director is earlier terminated in accordance with the provisions of these By-laws.
- (b) The Directors referred to in section 3.1(b) shall be appointed for a term of one (1), two (2) or three (3) years as determined by the Lieutenant Governor in Council.

3.5 Filling Vacancies

Where a vacancy occurs in the Board, the body that appointed the Director shall have the right to appoint a person to fill the vacancy.

3.6 Directors Remuneration

Each Director shall receive remuneration for his or her service in accordance with a Director remuneration policy adopted by the Board from time to time and applicable laws.

ARTICLE 4 Meetings of Directors

4.1 Meetings of Directors

The Board shall meet at such times and in such places in Ontario as may be determined by the Board. Meetings shall ordinarily be held in the Catchment Area. In exceptional circumstances only, Directors may participate remotely in meetings of the Board provided the Board has adopted a remote meeting participation policy and further provided that such participation by a Director is in accordance with such policy.

4.2 Regular Meetings

The Board may appoint one (1) or more days for regular meetings of the Board fixed by resolution of the Board. A copy of this resolution shall be given to each Director forthwith after being passed and no other notice shall be required for any such regular meeting.

4.3 Special Meetings

Special meetings of the Board may be called by the Chair or the Medical Officer of Health and shall be called by the Medical Officer of Health upon receipt of the written request of four (4) Directors.

4.4 Notices

Notice of meetings of the Board, other than regular meetings for which notice is delivered in accordance in section 4.2 above, shall be given to all Directors at least forty-eight (48) hours prior to the meeting. To the extent possible, public notice of meetings of the Board shall be given by posting the time and place and agenda of the meeting on the Corporation's website at least forty-eight (48) hours prior to the meeting.

4.5 Quorum

A majority of the Directors appointed from time to time shall constitute a quorum. Quorum must be maintained throughout any meeting of the Board for business to be lawfully conducted.

4.6 Open Board Meetings

Board meetings shall be open to the public except where applicable laws otherwise permit or require. The Board shall adopt a policy in respect of in-camera meetings.

4.7 Voting

Any question arising at any meeting of the Board, shall be decided in accordance with the following:

- (a) each Director in attendance shall be entitled to one (1) vote;
- (b) votes at all meetings of the Board shall be cast by those Directors in attendance at the meeting and not by proxy;
- (c) at all meetings of the Board, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by this By-law;
- (d) failure to vote (i.e. abstention) shall be deemed to be a vote against the resolution in accordance with the *Municipal Act*;
- (e) at any meeting of the Board, unless a poll is demanded, a vote shall be taken by a show of hands and a declaration by the Chair that a resolution has been carried or lost shall be conclusive evidence of the fact; and
- (f) a poll may be demanded either before or after any vote, by any Director entitled to vote at the meeting. The result of a poll shall be deemed to be the decision on the applicable resolution. A demand for a poll may be withdrawn. A vote by poll means the manner of voting records the specific votes of each Director. A polled vote may be conducted by roll call vote at the discretion of the Chair.

4.8 Casting Vote

In the case of an equality of votes, the Chair shall not have a second casting vote.

4.9 Adjournment of the Meeting

If within one-half (½) hour after the time appointed for a meeting of the Board a quorum is not present, the meeting shall stand adjourned to such alternative meeting date that is within four (4) weeks of the meeting, the particulars of which shall be determined by the Chair or his or her designate. At least forty-eight (48) hours' notice shall be required to reconvene an adjourned meeting.

ARTICLE 5
Conflicts of Directors

5.1 Declaration of Conflict

- (a) Any Director who has a conflict related to any matter considered by the Board shall disclose in writing or have entered in the minutes, the nature and extent of such Director's conflict. A conflict arises when a Director's duty to act in the best interest of the Corporation is compromised or impeded by any other interest, relationship or duty of the Director. This could arise from an actual, potential, or perceived conflict (examples may include pecuniary conflicts of interest, conflicts of duty or any conflict where a Director's interest is adverse to the interest of the Corporation).
- (b) The disclosure required by section 5.1(a), shall be made in writing as soon as reasonably practicable.
- (c) The Board shall forward a copy of the written disclosure required by section 5.1(a) to the Ministry within five (5) business days of making such disclosure pursuant to the Standards.
- (d) A Director referred to in section 5.1(a) shall not vote on any resolution and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question relating to a matter in which the Director has a conflict and shall exit the meeting when the matter in which the Director is subject to a conflict is under consideration.
- (e) The provisions of this Article 5 are in addition to any conflict policy adopted by the Board from time to time.

ARTICLE 6
Indemnification of Directors and Officers

6.1 Indemnification of Directors and Others

Every Director or officer of the Corporation and their heirs, executors, administrators and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever which such Director or officer sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of their office; and
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are occasioned by their own wilful neglect or default;

the indemnity provided for in this Section 6.1 shall be applicable only if the Director or officer of the Corporation acted honestly and in good faith with a view to the best interests of the Corporation and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

6.2 Insurance

The Corporation shall purchase and maintain insurance for Directors and officers of the Corporation against any liability incurred by such Director or officer, in the capacity as a Director or officer of the Corporation, except where the liability relates to the Director's or officer's own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Corporation.

ARTICLE 7 Committees

7.1 Committees

The Board may establish committees from time to time. The committees of the Board shall be:

- (a) standing committees, being those committees whose duties are normally continuous ("**Standing Committees**"); and
- (b) special committees, being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned ("**Special Committees**").

7.2 Functions, Duties, Responsibilities and Powers of Committees

The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board in respect of such committee, or any policy adopted by the Board with respect to committees generally.

7.3 Committee Members, Chair

Unless otherwise provided, the Board shall appoint the members of all committees, the chair of all committees and, if desirable, the vice chair thereof. The members of any committee may, but need not be Directors, provided the majority of all committees are at all times comprised of Directors. The members and the chair and vice chair of each committee hold office at the pleasure of the Board. Each chair of a Standing Committee shall be a Director. Unless otherwise provided, the Chair shall be a voting *ex-officio* member of all committees and the Medical Officer of Health shall be a non-voting *ex-officio* member of all committees.

7.4 Procedures at Committee Meetings

Procedures at and quorum for committee meetings shall be determined by the chair of each committee, unless established by the Board by resolution or by way of general committee policy in force from time to time.

ARTICLE 8 Officers

8.1 Officers

The officers of the Corporation shall include:

- (a) Chair;
- (b) Vice-Chair;
- (c) Medical Officer of Health; and
- (d) Secretary

and may include any such other officers as the Board may by resolution determine. The officers, except the Medical Officer of Health, shall be elected or appointed by resolution of the Board at the first meeting of the Board in each calendar year following a municipal election, and at such other times as required. A person may hold more than one office. The Medical Officer of Health shall be appointed by the Board in accordance with section 8.3 and shall hold office in accordance with section 8.4 and the *Health Protection and Promotion Act*.

8.2 Terms of Office

Unless otherwise provided in this By-law, the officers of the Corporation shall hold office at the pleasure of the Board and only until their successors are elected or appointed. Directors shall be eligible for reappointment as officers of the Corporation from time to time, except as otherwise provided in this By-law.

8.3 Appointment of Medical Officer of Health

The Board shall appoint a full-time Medical Officer of Health and may appoint one or more associate medical officers of health. No person is eligible for appointment as Medical Officer of Health or associate medical officers of health unless:

- (a) he or she is a physician;
- (b) he or she possesses the qualifications and requirements prescribed under the *Health Protection and Promotion Act*; and
- (c) the Minister has approved the appointment.

8.4 Dismissal of Medical Officer of Health

The Medical Officer of Health and any associate medical officer of health may only be removed by Special Resolution, provided any removal is approved in writing by the Minister. The Board shall give the Medical Officer of Health or associate medical officer of health, as applicable:

- (a) reasonable written notice of the time, place and purpose of a meeting at which removal is to be considered;

- (b) a written summary of the reason(s) for the proposal to remove the Medical Officer of Health or associate medical officer of health;
- (c) an opportunity to attend and to make representations to the Board at the meeting in connection with any decision to remove the Medical Officer of Health or associate medical officer of health.

For certainty, nothing in this section prohibits the temporary suspension of the Medical Officer of Health or associate medical officer of health by the Board on an extraordinary basis if circumstances require. Such temporary suspension shall not require a Special Resolution.

8.5 Medical Officer of Health Absence or Inability to Act

- (a) Where the office of Medical Officer of Health is vacant or the Medical Officer of Health is absent or unable to act, the associate medical officer of health (if appointed) shall act as and have the powers and duties of the Medical Officer of Health.
- (b) Where the Medical Officer of Health is absent or unable to act and there is no associate medical officer of health appointed, or the associate medical officer of health is also absent or unable to act, the Board shall appoint a physician to serve as acting medical officer of health on an interim basis.
- (c) An acting medical officer of health appointed by the Board pursuant to section 8.5(b) shall have the powers and perform the duties of the Medical Officer of Health on an interim basis.

ARTICLE 9 Duties of Officers

9.1 Chair of the Board

The Chair shall be elected by the Board from among the Directors. The Chair shall, when present, preside at all meetings of the Board and shall represent the Corporation and the Board internally and externally as may be required and shall have such other powers and duties as the Board may specify. The Chair shall be an *ex-officio* member of all committees of the Board. The Chair shall be elected annually and shall be eligible for re-election provided that the Chair shall serve no longer than two (2) consecutive years. Notwithstanding the foregoing, where a Director has served two (2) consecutive years as Chair, the Board may, by Special Resolution, provide that such member is eligible for re-election as Chair provided, however, that in no event shall such member serve longer than four (4) consecutive years as Chair.

9.2 Vice Chair

A Vice Chair shall, in the absence or inability of the Chair to act, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time assigned to the Vice Chair by the Board.

9.3 Medical Officer of Health

The Medical Officer of Health shall be the chief executive officer of the Corporation and any reference to chief executive officer is deemed to be a reference to the Medical Officer of Health. Subject to the authority of the Board, the Chief Executive Officer shall be responsible for the administration, organization and management of the affairs of the Corporation. Without limiting the generality of the foregoing, but for certainty, the Medical Officer of Health shall:

- (a) attend all Board meetings, except the portion of any meeting where his/her performance is under review;
- (b) be responsible for the management of the public health programs and services under the *Health Protection and Promotion Act*;
- (c) report directly to the Board on issues relating to public health concerns and to public health programs and services under the *Health Protection and Promotion Act*;
- (d) engage on issues relating to local health system planning, funding and service delivery with the chief executive officer of the North Simcoe Muskoka Local Health Integration Network; and
- (e) direct the employees and contractors of the Corporation to ensure high-quality delivery of public health programs or services.

9.4 Secretary

The Medical Officer of Health shall carry out the duties of the secretary of the Corporation generally and shall attend or cause a recording secretary to attend all meetings of the Corporation as a clerk thereof and to record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Corporation and shall perform such other duties as may be prescribed by the Board from time to time.

9.5 Other Officers

The powers and duties of all other officers shall be such as the Board may from time to time determine. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such an assistant unless the Board otherwise directs.

ARTICLE 10 Organization and Financial

10.1 Books and Records

Minutes shall be taken at all meetings of the Corporation and shall be made publicly available except where otherwise permitted by applicable laws. The Secretary shall see that all necessary books and records of the Corporation required to be maintained by applicable laws are regularly and properly kept.

10.2 Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Corporation.

10.3 Execution of Documents

Subject to section 10.4, deeds, transfers, assignments, contracts, agreements, mortgages, conveyances, obligations, certificates or any other instruments or documents requiring the signature of the Corporation, shall be signed by any one of the Chair or a Vice Chair together with any one of the Medical Officer of Health or another Director and all instruments or documents so signed shall be binding upon the Corporation without any further authorization or formality.

10.4 Other Signing Officers

In addition to the provisions of section 10.3, the Board may from time to time by resolution direct the manner in which and the person or persons by whom any particular instrument or class of instruments or document may or shall be signed. Any signing officer may affix the seal of the Corporation to any instrument or document and may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy.

10.5 Banking Arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies or other financial institutions as the Board may, by resolution, from time to time determine.

10.6 Financial Year

Unless otherwise determined by the Board, the fiscal year end of the Corporation shall be the last day of December in each year.

10.7 Appointment of Auditor

The Board shall annually appoint an auditor to audit the accounts of the Corporation.

10.8 Borrowing Power

Subject to applicable laws, including, without limitation, the *Financial Administration Act*, the Board, from time to time, on behalf of the Corporation, is authorized to the extent that in its discretion it considers advisable to:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge securities (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; or
- (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and unpaid calls, rights and powers, franchises and undertakings, to secure any securities or for any money borrowed, or other debt, or any other obligation or liability of the Corporation,

in accordance with any borrowing policy adopted by the Board from time to time.

10.9 Investments

The Board is authorized to make or receive any investments which the Board in its discretion considers advisable in accordance with applicable laws.

ARTICLE 11 Confidentiality

11.1 Confidentiality

Every Director, officer or member of a committee of the Corporation shall maintain the confidentiality of matters brought before the Board or brought before any committee of the Corporation. No Director, officer or member of a committee of the Corporation shall disclose confidential information to any person without the consent of the Board. The Board may adopt a policy on the disclosure and use of confidential information of the Corporation.

11.2 Board Spokesperson

Without limiting the role of the Chair in section 9.1, the Board may authorize one or more Directors or officers of the Corporation to act as spokespersons from time to time, but absent such express authorization, the spokesperson for the Corporation on governance and strategic matters shall be the Chair and the spokesperson for the Corporation on operational matters shall be the Medical Officer of Health.

ARTICLE 12 Rules and Procedures

12.1 Rules of Order

Any questions of procedure at or for any meetings of the Board or of any committee of the Board which have not been provided for in this By-law or by the *Municipal Act* or the *Health Protection and Promotion Act*, or the Policies adopted from time to time by the Board, shall be determined by the Chair in accordance with *Nathan's Company Meeting including Rules of Order* or such other rules of meeting procedure adopted by the Board from time to time.

12.2 Policies

The Board may, from time to time, adopt such Policies as it may deem necessary or desirable in connection with the management of the activities and affairs of the Corporation and the conduct of the Directors and officers, provided however that any such Policies shall be consistent with the provisions of this By-law.

12.3 Matters Required by the Standards

The Board shall adopt Policies in respect of all matters required by the Standards which have not been expressly addressed in these By-laws.

ARTICLE 13 Notices

13.1 Notice

Whenever under the provisions of the By-laws of the Corporation notice is required to be given, unless otherwise provided, such notice shall be given in writing and may be delivered by prepaid mail, by facsimile transmission or by electronic mail addressed to the Director, officer, member of a committee or auditor at the postal address, the facsimile number or electronic mail address, as the case may be, as the same appears on the books of the Corporation.

If any notice is sent by prepaid mail, it shall, subject to the following paragraph, be conclusively deemed to have been received on the third (3rd) business day following the mailing thereof. If delivered by hand or courier, a notice shall be conclusively deemed to have been received at the time of delivery, or if delivered by facsimile transmission or electronic mail, it shall be conclusively deemed to be received on the next business day after transmission.

Notwithstanding the foregoing provisions with respect to mailing, in the event that it may be reasonably anticipated that, due to any strike, lock out or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the third (3rd) business day following the mailing thereof, then the mailing of any such notice as aforesaid shall not be an effective means of sending the same but rather any notice must then be sent by an alternative method which it may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

Any person entitled to receive any such notice may waive such notice either before or after the meeting to which such notice refers.

13.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

13.3 Omissions and Errors

The accidental omission to give any notice to any Director, officer, member of a committee or the auditor of the Corporation or the non-receipt of any notice by any Director, officer, member of a committee or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

13.4 Waiver of Notice

Any Director, officer, member of a committee or the auditor of the Corporation may waive any notice required to be given to him or her under any provision of the *Municipal Act* or the *Health Protection and Promotion Act*, or the By-laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice unless the sole purpose of attendance is to dispute the validity of the notice of meeting.

ARTICLE 14
Amendment of By-laws

14.1 Amendment

Any amendment to the By-laws shall only be valid if the Board resolution approving such amendment is confirmed by a second Special Resolution at a subsequent Board meeting held no sooner than forty-eight (48) hours following the date the amendment is first approved.

14.2 Effect of Amendment

Amendments to the By-laws enacted in accordance with section 14.1 shall have full force and effect from the date the Special Resolution was confirmed by the Board, or such other date as may be specified in such Special Resolution.

14.3 Repeal

All previously enacted by-laws of the Corporation are repealed upon the enactment of this By-law. Such repeal shall not affect the validity of any act done, right or privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to any such By-law prior to its repeal. All officers and persons acting under the authority of any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Board with continuing effect passed under any repealed By-law shall continue good and valid except to the extent inconsistent with this By-law and until amended or repealed.

ENACTED by the Board this ____ day of _____, 2018.

Chair

Secretary

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