

OHA By-law 1

September 8, 2016

TABLE OF CONTENTS

1.	Interpretation	1
2.	Categories of Members of the Association	1
3.	Admission to Membership.....	2
4.	Privileges of Membership.....	2
5.	Termination of Full, Associate, Affiliate, International and Life Membership.....	2
6.	Membership Fees and Dues	2
7.	Member Resolutions	3
8.	Annual Meeting of the Association.....	3
9.	General or Special Meetings of the Association	3
10.	Consultative Meetings of the Association	3
11.	Quorum of the Annual, General or Special Meetings of the Association.....	3
12.	Voting at Annual, General or Special Meetings of the Association	3
13.	Proxies	4
14.	Board of Directors	4
15.	Term	4
16.	Duties and Responsibilities	4
17.	Specific Powers of Directors	5
18.	Confidentiality.....	5
19.	Spokespersons for the Association.....	5
20.	Conflicts of Interest	5
21.	Vacancy of a Director.....	6
22.	Removal of a Director	6
23.	Meetings of Directors	6
24.	Persons entitled to be Present at Board Meetings	6
25.	Procedures for Meetings of the Board and its Committees	6
26.	Officers	7
27.	Duties of Officers.....	7
28.	Standing and Special Committees.....	8
29.	Executive Committee	9
30.	Execution of Documents Under Seal	9
31.	Indemnification	9
32.	Auditors	10
33.	Seal	10
34.	Amendments	10
	APPENDIX	11

OHA By-law 1
Approved by the Members, September 8, 2016

1. Interpretation		
1.1		<p>In this by-law,</p> <p>(a) “trustee” - means an individual who, at the time of their initial election to the Board, serves as a voting member of the governing body of a Full Member.</p> <p>(b) “Association” – means the Ontario Hospital Association.</p> <p>(c) “Association CEO” - means the president and chief executive officer of the Association.</p> <p>(d) “Board” - means the board of directors of the Association.</p> <p>(e) “Chair” - means the director appointed as chairperson of the Board, with the duties set forth in Section 27.1</p> <p>(f) “Corporations Act” - means the Corporations Act, R.S.O. 1990, c. C.38 as amended from time to time or any legislation applicable to non-share capital corporations existing under the laws of the Province of Ontario that may hereafter be substituted therefore.</p> <p>(g) “Ex-officio” – a position of office granted to an individual because that person holds another specified office, and includes all rights and responsibilities and the power to vote unless otherwise specified.</p> <p>(h) “Members” and “Membership” – where not specified, includes all categories of Association membership: Full, Life, Personal, Associate, Affiliate and International member.</p> <p>(i) “Mental Health Act” - means the Mental Health Act, R.S.O. 1990, c. M.7 as amended from time to time or any legislation that may hereafter be substituted therefore.</p> <p>(j) “psychiatric facility” - means an institution designated under the Mental Health Act as one to which the Mental Health Act applies.</p> <p>(k) “public hospital” – means a public hospital approved under the Public Hospitals Act.</p> <p>(l) “Public Hospitals Act” - means the Public Hospitals Act, R.S.O. 1990, c. P.40 as amended from time to time or any legislation that may hereafter be substituted therefore.</p> <p>(m) “Voting member” – means a Full, Life or Personal member of the Association.</p>
2. Categories of Members of the Association		
2.1		Membership of the Association shall be divided into the following categories: Full, Associate, Affiliate, International, Life and Personal.
2.2		Full membership shall be open to public hospitals approved as such under the Public Hospitals Act and psychiatric facilities listed as designated institutions under the Mental Health Act.
2.3		Associate membership shall be open to a corporation, partnership or organization participating in health care in Ontario on a not-for-profit basis.
2.4		Affiliate membership shall be open to a corporation, partnership or organization participating in health care in Ontario on a for-profit basis.
2.5		International membership shall be open to a corporation, partnership or organization participating in health care outside of Ontario on a not-for-profit or for-profit basis.
2.6		The Board may grant the title “Life member of the Association” to those persons who have held the office of Association CEO, Chair or others who have given distinguished service.
2.7		Every person, upon assuming office as a director shall be deemed to be a Personal member for so long as that person holds office as a director and no other persons shall be eligible for admission as Personal members.

OHA By-law 1
Approved by the Members, September 8, 2016

3. Admission to Membership		
3.1		Applications for Full, Associate, Affiliate or International membership shall be in such form and shall be processed in accordance with such procedures as may be determined by the Association CEO from time to time.
4. Privileges of Membership		
4.1		A Full member may send representatives to General, Special or Annual meetings of Members; provided that the Full member has advised the Association in advance of the names of its representatives.
4.2		Each Full member shall advise the Association CEO in writing of the name of its authorized representative and may change that representative from time to time. In the absence of such notice in writing, the chief executive officer of a Full member shall be deemed to be its authorized representative. Subject to Section 13.1, only the authorized representative may speak and vote on behalf of the Full member at member meetings.
4.3		Associate, Affiliate and International members shall not be entitled to a vote at, nor shall they be entitled to notice of or to attend General or Special meetings of the Association. Associate, Affiliate and International Members shall not be entitled to a vote at, but shall be entitled to notice of and to attend the Annual meetings of Members.
4.4		Life and Personal members shall be entitled to notice of and to attend and vote at General, Special and Annual meetings of the Association. Each Life and Personal member shall be entitled to one (1) vote at such meetings in accordance with Section 12.
5. Termination of Full, Associate, Affiliate, International and Life Membership		
5.1		Full, Associate, Affiliate and International membership shall terminate:
	(a)	upon resignation in writing delivered to the Association CEO; or
	(b)	by a resolution passed at a meeting of the Board for failing to pay fees or dues; or
	(c)	for failing to maintain the appropriate qualifications for membership as set out in Section 2 and as otherwise determined by the Board; or
	(d)	upon the death of a member who is a natural person, or upon the dissolution of a member who is not a natural person; or
	(e)	for any reason as determined by the Board by resolution of the Board.
5.2		The Board of Directors may revoke a grant of Life membership at any time for any reason by resolution of the Board. Life membership shall automatically terminate on the death of a Life member.
5.3		No resolution to terminate any Full, Associate, Affiliate, International or Life membership shall be moved except after having given the Member at least fifteen (15) days' notice thereof.
6. Membership Fees and Dues		
6.1		Annual fees for Full, Associate, Affiliate and International members will be those set by the Board from time to time in accordance with the policy of the Board respecting fees.
6.2		In addition to annual fees, the Board may assess and make payable in accordance with the policy of the Board respecting dues, if any, dues for Full, Associate, Affiliate and International members in such amounts and at such times as it may determine.
6.3		Life and Personal members shall not at any time be subject to any fees or dues whatsoever.

OHA By-law 1
Approved by the Members, September 8, 2016

7. Member Resolutions		
7.1		A Full member, a Life member, or a Personal member may propose resolutions for consideration by the Board at any time in accordance with the Board policy on member resolutions adopted by the Board from time to time.
8. Annual Meeting of the Association		
8.1		The Annual meeting of the Association shall be held on such day in each year and at such place in Ontario as the Board may determine.
9. General or Special Meetings of the Association		
9.1		General or Special meetings of the Association shall be held at such time and place in Ontario as may be determined by the Board.
9.2		At least ten days' notice in writing of any General or Special meeting of the Association specifying the place, day and hour of the meeting, and, in the case of special business, the general nature thereof shall be sent to each Voting member of the Association at his, her or its last known address. Non-receipt of the notice by any Voting member shall not invalidate the proceedings at the meeting.
9.3		Upon receipt of a request in writing in accordance with the Corporations Act by not fewer than one-tenth of the Voting members, the Board shall call a General meeting of the Association forthwith, the same to be held within twenty-one days of the receipt of the request; provided, however, that if the Board does not call such a meeting within twenty-one days of the receipt of the request, any of the Voting members signing the request, may themselves call a meeting of the Association by sending a notice in writing to that effect to each Voting member at last known address, stating the time and place at which the meeting is to be held and the business for which the same is called.
10. Consultative Meetings of the Association		
10.1		In addition to Sections 8 and 9, the Board may call and hold a meeting with all or parts of the Members for the purposes of consultation, discussion and to share information relevant to the Association. Such meetings shall be called and held in such manner on such notice as the Board may determine from time to time.
11. Quorum of the Annual, General or Special Meetings of the Association		
11.1		Forty Voting members of the Association shall constitute a quorum for any Annual, General or Special meeting of the Association.
11.2		If within one hour from the time appointed for an Annual, General or Special meeting of the Association a quorum is not present, the meeting, if convened upon the request of the Voting members, shall be dissolved and if convened otherwise, it shall stand adjourned to the same day in the following week, at the same hour; and if at such adjourned meeting a quorum is not present, it shall be dissolved.
12. Voting at Annual, General or Special Meetings of the Association		
12.1		Voting on questions at any meeting of the Voting members shall be conducted as determined by the presiding officer, unless otherwise directed by the meeting. At any Annual, General or Special meeting, unless a poll is demanded, a declaration by the presiding officer that a resolution has been carried, and an entry to that effect in the minutes of the proceedings of the Association, shall be prima facie evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution.
12.2		The voting rights of a Full Member shall be exercised by its representative duly authorized under section 4.2.

OHA By-law 1
Approved by the Members, September 8, 2016

13. Proxies		
13.1		Voting members may appoint a proxy. Full Members may appoint an authorized representative in accordance with section 4.2 or may designate a proxy.
14. Board of Directors		
14.1		The Board shall consist of twenty-one (21) directors, as follows: (i) twenty (20) directors elected by the Voting members; and (ii) the Association CEO as an Ex-officio director.
14.2		The Board shall recommend to the Membership a slate of individuals for election to the Board, as required. To the extent possible, the individuals recommended for election shall reflect the expertise and experience necessary or desirable to achieve the competency matrix approved by the Board from time to time. Only nominees recommended by the Board shall be eligible for election.
14.3		At all times at least thirty percent (30%) of the elected directors shall be comprised of trustees of Full members and at least thirty percent (30%) of the elected directors shall be comprised of chief executive officers of Full members. In the event a chief executive officer ceases to qualify as such during his or her term, the Chair may declare a vacancy.
14.4		In the event that the composition of the Board is not in compliance with Section 14.3, the directors shall be permitted to exercise all the powers of the Board so long as a quorum of the Board remains in office.
14.5		At all times each elected director shall: (i) be not less than eighteen years of age, (ii) not have been declared incompetent or incapable by a Court, or (iii) not have the status of a bankrupt.
15. Term		
15.1		Directors shall be elected for up to a three year term, in rotation, by the Voting members.
15.2		Except as otherwise expressly provided in Sections 15.3 and 15.4, no elected director shall be eligible to serve consecutive terms that total more than six years. A Director may also be eligible for re-election for another term or terms (to a maximum of six (6) consecutive years) if two or more years have elapsed since the termination of his or her last term. There is no limit on the aggregate number of years a director may serve.
15.3		In determining a director's maximum length of service as a director or eligibility for re-election to the board following an absence from the board, service prior to the coming into force of this by-law shall be included and service where a director was appointed to fill the unexpired term of an elected director shall be excluded.
15.4		Despite Section 15.2, a director may, by resolution of the Board, have their maximum term as a director extended for the sole purpose of that director succeeding to the office of the Chair or serving as Chair.
16. Duties and Responsibilities		
16.1		Every director and officer shall:
	(a)	be loyal to the Association;
	(b)	exercise the powers and discharge the duties of the office honestly, in good faith and in the best interests of the Association;
	(c)	exercise the degree of care, diligence and skill that may reasonably be expected of a person with their knowledge and experience; and
	(d)	declare in writing annually, and more frequently as required, any changes in their eligibility, as stated in Section 14.3, Section 14.5, and in this Section 16.1, to the Chair and Secretary of the Association.

OHA By-law 1
Approved by the Members, September 8, 2016

16.2		The Board is responsible for developing, monitoring and evaluating the Association's mission, vision and strategic directions. Through effective corporate governance and compliance activities, the Board oversees the Association's material and operational affairs. The Board shall undertake those specific duties outlined in Board policy, as established and revised from time to time.
17. Specific Powers of Directors		
17.1		Without restricting the generality of the powers of the directors to govern and manage the affairs of the Association, the directors may:
	(a)	borrow money on the credit of the Association;
	(b)	issue, sell or pledge securities of the Association;
	(c)	charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts and unpaid calls, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Association;
	(d)	open accounts with any Canadian chartered banks or trust corporations they may decide upon and authorize such of the officers or directors of the Association, or other persons, as the directors may by resolution designate, to draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable or transferable instruments; and
	(e)	fix the remuneration to be paid to any officer of the Association.
18. Confidentiality		
18.1		Every director, officer, committee member, employee of the Association shall respect the confidentiality of matters brought before the Board or before any committee or any matter dealt with in the course of the employee's employment, or director's, officer's or committee member's term, as outlined in Board or employee policy.
19. Spokespersons for the Association		
19.1		The Association CEO and/or Chair or delegate(s) shall act as spokesperson(s) for the Association and the Board. Every director shall ensure that unless authorized by the Board, no statement is made by him or her to the press or public on matters of policy or operations before the Board.
20. Conflicts of Interest		
20.1		Any director who is in any way, directly or indirectly, interested in a contract or proposed contract or transaction with the Association or a matter or decision before the Board shall disclose in writing or have entered in the minutes, the nature and extent of such director's interest in such contract, proposed contract, transaction, matter or decision. Disclosures of conflicts of interest shall be made in accordance with Board policy.
20.2		A director referred to in 20.1 shall not vote on any resolution to approve the contract, transaction or matter and shall not take part in the discussion or consideration of, or in any way attempt to influence the voting on any question with respect thereto and shall exit the meeting when the applicable issue is under consideration.
20.3		For the purposes of this section, a general notice to the directors by a director declaring that the person is a director or officer of or has a material interest in a body, corporation, business, firm or organization and is to be regarded as interested in any contract made therewith, is a sufficient declaration of interest in relation to any contract so made.

OHA By-law 1
Approved by the Members, September 8, 2016

21. Vacancy of a Director		
21.1		The office of director shall be automatically vacated: (a) if the director resigns such office by delivering a written resignation to the Chair or Secretary of the Association; (b) if the director becomes bankrupt or is declared incompetent or incapable by a court.
21.2		The office of director may be vacated by order of the Chair pursuant to Section 14.3.
21.3		Where there is a vacancy in the Board, however caused, the remaining directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.
21.4		Any vacancy in the Board may be filled by a qualified person appointed for the remainder of the unexpired portion of the vacating director's term, by resolution of the directors then in office.
22. Removal of a Director		
22.1		The Voting members may, at a Special or General meeting called for that purpose, remove any director and another may be elected in accordance with this by-law, pursuant to the provisions of the Corporations Act.
23. Meetings of Directors		
23.1		Meetings of the Board may be called:
	(a)	by the Chair; or
	(b)	by the Association CEO or Secretary at the direction of the Chair; or
	(c)	at the request of any three members of the Board, or by any three members of the Board.
23.2		Notice of such meetings shall be sent by mail, facsimile, electronic mail or by phone to each director at least five days prior to the holding of the meeting. Non-receipt of notice by any member of the Board shall not invalidate the proceedings at the meeting. Notice of any meeting of the Board to pass a by-law or to repeal or amend any by-law shall set out the by-law or the proposed repeal or amendment.
23.3		Despite the foregoing, the Chair or Vice Chair may call a meeting on less notice, by such means as are deemed appropriate, provided that a majority of the directors consent to the holding of such meeting.
24. Persons entitled to be Present at Board Meetings		
24.1		Guests may attend meetings of the Board only upon invitation of the Chair or with the consent of the meeting. The Board may from time to time establish a policy with respect to the attendance of Full members of the Association at meetings of the Board.
25. Procedures for Meetings of the Board and its Committees		
25.1		A simple majority of the directors shall constitute a quorum of the Board, and a majority of the members of a committee shall constitute a quorum of a committee.
25.2		Business arising at any meeting of the Board shall be decided by a majority of votes and the presiding officer shall not vote except to break a tie in the case of an equality of votes.
25.3		Minutes shall be kept for all meetings of the Association, the Board and its committees.
25.4		Meetings shall follow the rules and procedures as set out in "Procedures for Meetings and Organizations", Kerr and King, unless otherwise determined by this by-law, or by Board policy.

OHA By-law 1
Approved by the Members, September 8, 2016

25.5		If those present at or participating in a meeting consent thereto, a director may participate in a meeting of the Board or a committee of the Board by telephone, electronic or other communications facilities as to permit all persons participating in the meeting to communicate with each other simultaneously, and will be deemed to be present at the given meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of committees of the Board.
26. Officers		
26.1		The officers of the Association shall include: Chair, one or more Vice Chairs, Treasurer, Secretary and Association CEO.
26.2		Except for the Association CEO, the directors shall, at a Board meeting immediately following the annual meeting, or as vacancies may arise: (i) elect from among themselves, the Chair and one or more Vice Chairs; (ii) appoint a Treasurer and a Secretary, who each may but need not be directors; and (iii) may appoint such other officers as the Board deems appropriate.
26.3		Unless otherwise indicated in this by-law, the officers of the Association shall hold office for one year from the date of appointment or election, or until their successors are elected or appointed in their stead, and shall be eligible for reappointment.
26.4		The Chair shall be elected annually and shall be eligible for re-election provided that the Chair shall serve no longer than two consecutive years as Chair.
26.5		Any officer of the Association shall cease to hold office upon resolution of the Board.
26.6		The Board may elect or appoint a replacement in the event that an officer of the Association dies, resigns, becomes incapable of acting or is removed from office.
26.7		Officers may hold more than one position at any one time.
26.8		Officers may delegate any of their duties that are appropriate and lawfully delegable, but remain responsible for the fulfillment of such duties.
27. Duties of Officers		
27.1		The Chair is the chief elected officer and presiding officer at all meetings of the Association. The Chair shall undertake those responsibilities as may from time to time be assigned by the Board.
27.2		The Vice Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be assigned to the Vice Chair by the Board. In the event there is more than one Vice Chair, the Chair, or failing the Chair, the Board, shall designate which of the Vice Chairs shall perform the duties of the Chair in the Chair's absence.
27.3		The Association CEO shall:
	(a)	be appointed by and shall report to the Board, and shall act as its chief executive officer and only employee; and
	(b)	in addition to the general duties outlined in Board policy and employment contract(s), he/she shall undertake those specific duties outlined in his or her goals and objectives as reviewed and approved by the Board on an annual basis.
27.4		The Secretary shall:
	(a)	be appointed by the Board;
	(b)	give, or cause to be given, all notices required to be given to members, directors, auditors and members of standing and special committees;

OHA By-law 1
Approved by the Members, September 8, 2016

27.5	<p>(c)</p> <p>(d)</p> <p>(e)</p> <p>(a)</p> <p>(b)</p>	<p>attend meetings of the directors, the members and of the standing and special committees, except when excused by the Chair, and shall enter or cause to be entered in books kept for that purpose, minutes of all proceedings at such meetings and shall circulate or cause to be circulated, the minutes of all such meetings to all members of the Board and, in the case of minutes of meetings or standing or special committees, to the members of such committees, as applicable;</p> <p>be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Association and of all books, papers, records, documents and other instruments belonging to the Association, and certify, with or without seal of the Association, copies of such documents and records of the Association as may be required; and</p> <p>undertake those responsibilities as assigned by the Board from time to time.</p> <p>The Treasurer shall:</p> <p>be appointed by the Board; and</p> <p>chair the committee established by the Board to deal with financial matters and ensure effective measures are in place for the Board's review of the Association's financial management. The Treasurer shall undertake those responsibilities outlined in Board policy, as established and revised from time to time.</p>
28. Standing and Special Committees		
28.1		<p>In addition to any committees specifically referred to in this bylaw the Board shall appoint committees whose members will hold their offices at the will of the Board. The members of any committee (other than the Executive Committee) need not be Directors of the Association. The Board shall determine the duties of such committees. The Committees of the Board shall be:</p> <p>(a) standing committees being those committees whose duties are normally continuous; and</p> <p>(b) special committees being those committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned.</p>
28.2		<p>The functions, duties, responsibilities and mandate of committees shall be determined from time to time by resolution of the Board.</p>
28.3		<p>Unless otherwise provided by by-law or by Board resolution, the Board shall appoint the members of the committee, the Chair of the Committee and if desirable, the vice-chair thereof. Each Chair of a standing committee shall be a member of the Board.</p>
28.4		<p>Subject to section 29.3, no recommendation of a committee shall be binding on the Board until approved or ratified by the Board, unless such authority is specifically delegated by resolution of the Board.</p>
28.5		<p>The Chair and Association CEO shall be Ex-officio members of all committees, except the Association CEO shall be a non-voting Ex-officio member of the committee responsible for the audit function.</p>
28.6		<p>The Board may establish policies with respect to the operation of its committees.</p>
29. Executive Committee		
29.1		<p>The executive committee of the Association (the "Executive Committee") shall be composed of the officers of the Association listed in Section 26.1 and such other directors as the Board may from time to time consider appropriate.</p>
29.2		<p>The Chair of the Board shall chair the Executive Committee.</p>

OHA By-law 1
Approved by the Members, September 8, 2016

29.3		The Executive Committee shall, between Board meetings, exercise the powers of the Board on matters that require immediate attention, subject to such restrictions contained in this by-law or imposed from time to time by the Board.
29.4		The Executive Committee may serve as means of consultation, discussion and direction to the Association CEO, provided that all substantive actions taken by the Executive Committee shall be reported to the Board at its next meeting.
30. Execution of Documents Under Seal		
30.1		Any one of the Chair, Vice Chair(s), or Association CEO, together with any other director shall execute all documents requiring the seal of the Association, but if by reason of the absence of some of the said persons it is not possible to have such documents executed as aforesaid, then the same shall be signed by two directors, one of whom shall be an officer of the Association. This may be changed from time to time by Board resolution.
30.2		In addition the Board may from time to time pass resolutions to approve the person or persons who may sign any particular document or class of document.
31. Indemnification		
31.1		Every director or officer of the Association and every member of a committee and his or her heirs, executors and administrators, and estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against:
	(a)	all costs, charges and expenses whatsoever which such director, officer or committee member sustains or incurs in or about any action, suit or proceeding 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 the office; and
	(b)	all other costs, charges and expenses that he or 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 or her own wilful neglect or default.
31.2		No director or officer of the Association or member of a committee shall be liable for:
	(a)	the acts, receipts, neglects or defaults of any other director or officer or committee member,
	(b)	joining in any receipts or other act for conformity,
	(c)	any loss or expense happening to the Association due to the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association,
	(d)	the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested,
	(e)	any loss or damage arising from the bankruptcy, insolvency or tortious act of any person or corporation with whom any of the monies, securities or effects of the Association shall be deposited,
	(f)	any loss occasioned by an error of judgment or oversight on his or her part made honestly and in good faith,
	(g)	any other loss, damage or misfortune whatever which shall happen in the execution of the duties of the office or in relation thereto, unless the same shall happen through his or her own dishonesty or breach of good faith

OHA By-law 1
Approved by the Members, September 8, 2016

32. Auditors		
32.1		One or more auditors of the Association shall be appointed by resolution at the Annual meeting of the Association and shall hold office until the next annual meeting unless previously removed by a resolution passed by at least two thirds of the votes cast at a General meeting, pursuant to the provisions of the Corporation Act.
33. Seal		
33.1		The seal of the Association shall be in the form shown in Appendix A.
34. Amendments		
34.1		This by-law may be amended in accordance with the Corporations Act.

OHA By-law 1
Approved by the Members, September 8, 2016

APPENDIX A

Representation of the seal of the Ontario Hospital Association:

