

# BY-LAWS

EM/ANB INC.



Effective November 2, 2018  
Revised: September 24, 2019

EM/ANB INC. Board of Directors

GENERAL BY-LAWS

of

EM/ANB INC.

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WHEREAS the directors of EM/ANB INC. deem it advisable to pass general by-laws for the regulation of the Company's affairs:

NOW THEREFORE BE IT ENACTED and it is hereby enacted as follows:

1. **HEAD OFFICE AND BRANCH OFFICES**

1.1. The head office of the Company shall be at the City of Fredericton in the County of York and Province of New Brunswick. The Company may establish such other offices, places of business and agencies within or outside of New Brunswick as the Board may from time to time determine.

2. **FISCAL YEAR**

2.1. The fiscal year of the Company shall terminate on the 31st day of March in each year.

**BOARD OF DIRECTORS**

3. **MEMBERSHIP**

3.1. The membership of the Company shall consist of individuals who are appointed by the Board of Directors under the provisions contained in the Letters Patent of the Company following a recommendation by the Minister of Health.

3.2. Any member may terminate his or her membership by delivering a written resignation or notice of withdrawal from membership to the Secretary/Treasurer of the Company.

3.3. Members are entitled to receive notice of and to attend to be heard and to vote at all annual and other meetings of members of the Company.

3.4. The membership of any member of the Company may be terminated pursuant to the provisions contained in the Letters Patent and in these By-laws. Notwithstanding the foregoing, the membership of any member who is appointed (a) in respect of their employment with any organization, or (b) following a recommendation to the Board of Directors from the Minister of Health shall be terminated in the case of (a) immediately in the event of a change in employment; and (b) on written notice to the Company by the Minister of Health.

4. **NUMBER AND POWERS**

4.1. The affairs of the Company shall be managed by a Board of up to twelve (12) directors who may exercise all powers and do all acts and things which may be exercised or done by the Company and which are not by the Letters Patent or by-laws of the Company, or by law, expressly directed or required to be done by the Company at an annual or special general meeting of the members.

5. **VACANCIES ON BOARD**

5.1. In case of a casual vacancy occurring on the Board for any cause or reason, the vacancy may be filled by the directors until the next annual meeting of the Company.

6. **QUALIFICATIONS**

6.1. A person appointed as a director must be of the age of majority and, at the time of his or her appointment, be or become a member of the Company, and any director ceasing to be a member shall thereupon forthwith cease to be director.

7. **TERM OF OFFICE**

7.1. The directors' term of office shall be for a period of two years or such other period as the Board may, from time to time, stipulate.

7.2. Directors may be re-elected or reappointed by the Board for additional terms.

8. **VACATION OF OFFICE**

8.1. The office of a director shall be vacated:

- a) if he becomes adjudged bankrupt, makes an authorized assignment into bankruptcy or is declared insolvent;
- b) if he is mentally incapacitated or becomes of unsound mind;
- c) if by notice in writing to the Company he resigns his office;
- d) if he ceases to be a member of the Company; or
- e) if he is removed from office pursuant to the provisions contained herein.

8.2. A director may be removed with or without cause by the vote of a majority of the Board.

9. **APPOINTMENT**

9.1. Following a recommendation by the Minister of Health, directors shall be elected to the Board by a majority vote of members of the Company at an annual meeting called for the purpose of, among other things, electing directors.

10. **VALIDITY OF ACTS OF DIRECTORS**

10.1. All acts done bona fide by any meeting of the Board or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any member of such Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a director.

11. **CONFLICT OF INTEREST**

11.1. A member of the Board shall not vote on or speak to a matter before the Board if:

- a) the member has an interest in the matter, distinct from an interest arising from their functions as a member;
- b) the member has a direct or indirect pecuniary interest in the matter; a parent, spouse, brother, sister or child of the member has an interest in the matter;
- c) the member is an officer, employee or agent of a corporation or an unincorporated association, or other association of persons that has an interest in the matter.

11.2. Where a member of the Board is in conflict, the member shall disclose to the Board the nature and extent of the interest either in writing or by requesting to have it entered in the minutes of the meeting of the Board. A member shall disclose a conflict of interest at the meeting where the matter giving rise to the conflict of interest is considered, or if the member is not in a conflict of interest at the time the matter is first considered, the member shall make the declaration at the first meeting that is held after the conflict arises.

11.3. Any member of the board who has declared a conflict of interest or interest in any proposed contract or transaction or other financial interest relating to the company or otherwise which is being discussed, shall absent themselves during the discussion of and vote upon the matter and this absence shall be recorded in the minutes.

12. **DIRECTOR CONTRACTING WITH COMPANY**

12.1. The Company may enter into contracts and transact business with one or more of its directors or with any firm of which one or more of its directors are members or employees, or with any other corporation or association of which one or more of its directors are shareholders, directors, officers or employees. Such contracts or transactions shall not be invalidated or affected by the fact that such director and directors have or may have interests therein which are or might be adverse to the interest of the Company, as long as in any such case the fact of such interest has

been disclosed to the other directors acting upon or in reference to such contract or transaction and the director or directors have not participated in or influenced the decision with respect to such contract or transaction.

12.2. A general notice that a director is a member and/or officer and/or shareholder of any specified firm, partnership, syndicate, association or company, and is to be regarded as interested in all transactions with that firm, partnership, syndicate, association or company shall be a sufficient disclosure in respect to such director and the said transactions and after such general notice it shall not be necessary for the said director to give special notice of any particular transaction with that firm, partnership, syndicate, association or company.

13. **DIRECTOR OR SHAREHOLDER OF OTHER COMPANIES**

13.1. A director of this Company may be or become a shareholder or director of any company in which this Company may be interested as vendor to, purchaser from, shareholder in or otherwise, and no such director shall be accountable for any benefits received as a shareholder or director of such company, however shall declare such interest to the board when it arises and at least annually thereafter.

14. **REMUNERATION OF DIRECTORS**

14.1. No remuneration is to be paid the directors of the Company other than payment of reasonable expenses incurred in the performance of their duties.

15. **INDEMNIFICATION OF DIRECTORS**

15.1. Each and every director of the Company shall assume office on the express undertaking, agreement and condition that every director of the Company and his heirs, executors, administrators, estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Company from and against all costs, losses, charges and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect to any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office, and also from and against all other costs, losses, charges and expenses whatsoever, including traveling expenses, which he sustains or incurs in or about or in relation to the affairs of the Company, except such costs, losses, charges or expenses as are occasioned by his own willful neglect or default.

15.2. Notwithstanding the provisions of article 15.1 hereinabove, directors of the Company shall be permitted and authorized to purchase additional director's liability insurance on their own account.

16. **LIABILITY**

16.1. No director or officer for the time being of the Company shall be liable:

- a) for the acts, receipts, neglects or defaults of any other director, officer or employee of the Company;
- b) for joining in any receipt or act for conformity;
- c) for the loss, damage or expense happening to the Company through the insufficiency, or deficiency of title to any property acquired by order of the Board for or on behalf of the Company;
- d) for the insufficiency or deficiency of any security in or upon which any of the money, of or belonging to the Company shall be placed out or invested;
- e) for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any money, securities or effects of the Company shall be lodged or deposited; or
- f) for any other loss, damage or misfortune whatsoever which may happen to the Company in the execution of the duties of his respective office of trust or in relation thereto;

unless the same shall happen by or through his own willful neglect or default.

17. **INDEMNITIES TO DIRECTORS AND OTHERS**

17.1. The directors of the Company are hereby authorized from time to time to give indemnities to any director, officer or other person who has undertaken or is about to undertake any liability on behalf of the Company or any company controlled by it. Any action from time to time taken by the Board under the authority of this by-law shall not require approval or confirmation by the members.

18. **CHAIR OF THE BOARD**

18.1. The Chair of the Board shall be elected by resolution of the majority of the Board and such Chair shall preside at all meetings of the directors. The Chair shall possess and may exercise such powers and fulfill such duties as the Board may by resolution.



19. **MEETINGS**

19.1. Meetings of the Board and Special and General Meetings of the Company may be held either at the Head Office of the Company or elsewhere in New Brunswick as the directors may from time to time determine. Board meetings shall be held at a minimum twice a year and as required thereafter. Meetings may be held by telephone conference call.

20. **CONVENING**

20.1. The Chair, or in the Chair's absence the Vice-Chair, or any two directors may at any time convene a meeting of the Board. The Secretary/Treasurer by direction of the Chair, or in the Chair's absence the Vice-Chair, or any two directors shall convene a meeting of the Board.

21. **NOTICE**

21.1. Notice of a meeting of the Board shall be telephoned, delivered, mailed, emailed or faxed to each director at least 7 clear days before the meeting is to take place. Meetings of the Board may be held at any time without formal notice if all directors are present, or if those absent have signified their consent in writing to the meeting being held in their absence.

22. **QUORUM**

22.1. The quorum shall consist of fifty percent plus one director (50% + 1) for the transaction of business at any meeting of the directors of the Company.

23. **ADJOURNMENT**

23.1. If less than a quorum shall be in attendance at the time for which any meeting of the Board shall have been called, the meeting may, after a lapse of fifteen (15) minutes from the time appointed for holding such meeting, be adjourned by the directors present for a period of up to one (1) week at any one time without any notice other than by announcement at the meeting until a quorum shall attend.

23.2. Any meeting of the Board at which a quorum is present may also be adjourned in like manner for such time as may be determined by vote. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

24. **VOTING**

24.1. Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes the chair in addition to the original vote shall have a second or casting vote. With respect to questions concerning corporate governance, including without limiting the generality of the foregoing, changes to the General By-Laws and applications for supplementary Letters Patent, a majority of the Board shall be required.

**OFFICERS OF THE COMPANY**

25. **OFFICERS**

25.1. The officers of the Company shall consist of a Chair, a Vice-Chair, a Secretary/Treasurer. In addition the Company shall appoint a Chief Executive Officer (CEO).

26. **REMUNERATION**

26.1. No remuneration is to be paid the Chair, Vice-Chair or Secretary/Treasurer other than payment of reasonable expenses incurred in the performance of their duties.

26.2. No remuneration is to be paid to the CEO other than payment of reasonable expenses incurred in the performance of duties.

27. **APPOINTMENT AND REMOVAL**

27.1. The Chair shall be elected by the directors following a recommendation by the Minister of Health.

27.2. The Vice-Chair, and Secretary/Treasurer shall be elected by the directors from amongst themselves.

27.3. The CEO shall be approved by the directors on recommendation from the Minister of Health.

27.4. All officers shall be subject to removal by resolution of the Board at any time, with or without cause.

28. **DUTIES MAY BE DELEGATED**

28.1. In case of absence of the Chair, the Vice-Chair or of any other officer of the Company, or for any other reason that the Board may deem sufficient, the Board may delegate for the time being the powers of such officer to any other officer or any director of the Company, provided that a majority of the Board concur therein.

29. **DUTIES OF CHAIR**

29.1. The Chair shall preside at meetings of the Board. He shall sign such contracts, documents or instruments in writing requiring his signature and shall have such other powers and duties as may from time to time be assigned to him by resolution of the Board. When presiding at meetings the Chair shall have a second or casting vote in addition to his original vote.

30. **DUTIES OF CHIEF EXECUTIVE OFFICER**

30.1. The Chief Executive Officer of the Company shall:

- a) sign all instruments which require his signature;
- b) perform all duties incident to his office;
- c) have such powers and duties as may from time to time be assigned to him by the Board.

31. **DUTIES OF VICE-CHAIR**

31.1. The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair in the absence or disability or refusal to act of the Chair. The Vice-Chair shall have also such other powers and duties as may from time to time be assigned to him by the Board. When presiding at meetings of the Board the Vice-Chair shall have a second or casting vote in addition to his original vote.

32. **DUTIES OF SECRETARY/TREASURER**

32.1. The Secretary/Treasurer shall:

- a) issue or cause to be issued notices of all meetings of the Board, members and committees (if any) when directed so to do;
- b) have charge of the minute and membership record books of the Company;
- c) sign with the CEO or other signing officer or officers of the Company such instruments as require his signature; and
- d) perform such other duties as the terms of engagement call for, or the Board may from time to time properly require of him.

32.2. The Secretary/Treasurer shall be responsible for the safe custody of the corporate seal of the Company.

32.3. The Secretary/Treasurer, unless another officer is specially charged with the duty, shall keep or cause to be kept a book or books wherein shall be kept recorded:

- a) a copy of the Letters Patent incorporating the Company and of any Supplementary Letters Patent;
- b) a copy of the preliminary Memorandum of Agreement;
- c) a copy of the By-Laws of the Company;
- d) the names of all persons who are or have been members of the Company, alphabetically;
- e) the address and calling of every such person while a member, as far as can be ascertained;
- f) the names, addresses and calling of all persons who are or have been directors of the Company, with the several dates at which each became or ceased to be a director.

32.4. The Secretary/Treasurer shall perform all duties that are properly required by the Board. He may be required to give such bond for the faithful performance of his duties as the Board in their uncontrolled discretion may require but no director shall be liable for failure to require any bond or for any loss by reason of the failure of the Company to receive any indemnity thereby provided. The Secretary/Treasurer shall at all reasonable times exhibit his books and accounts to any director of the Company upon application at the office of the Company during business hours.

33. **VACANCIES IN OFFICES**

33.1. If the office of Chair or Vice-Chair shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board by resolution duly passed at any meeting duly called and held may elect or appoint any person to fill such vacancy, subject to qualifications of office required by the by-laws.

34. **ATTORNEY OR AGENT**

34.1. The Board may appoint one or more attorneys or agents and may confer upon any one or more of such attorneys or agents all such powers of the Company as may be legally conferred or delegated by the Board, and the Board shall not be responsible for any fault, negligence, improper act or exercise of judgment on the part of such attorneys or agents nor for any lack of judgment in

the selection of such attorneys or agents nor shall the directors be subject individually to any liability whatsoever in respect of any act, or failure to act, on the part of such attorneys or agents.

35. **AUDITOR**

35.1. The Company shall elect an auditor for the purpose of auditing and verifying the accounts of the Company for the then current year and if approved, his report shall be submitted at the next annual meeting of the members. The auditor shall not be a director or an officer of the Company. Unless fixed by the meeting of members at which he is appointed, the remuneration of the auditor shall be determined from time to time by the Board.

**MEETINGS OF MEMBERS**

36. **ANNUAL MEETINGS**

36.1. The first annual meeting of the members of the Company shall be held at the Head Office or elsewhere within New Brunswick as the Board of Directors may determine, and shall be held on such date (not later than sixty (60) days after the incorporation of the Company) as the Board by resolution may determine.

36.2. Subsequent annual meetings of the members of the Company shall be held at the Head Office or elsewhere in New Brunswick as the Board may from time to time determine and at such time during each year (not later than six (6) months reckoning from the end of the last fiscal year) as the Board may determine.

36.3. At each annual meeting of the members the order of business shall be as follows:

- a) calling the meeting to order;
- b) reading of notice calling the meeting and furnishing proof that such notice was duly given and that a quorum is present;
- c) appointment of scrutineers, if deemed expedient by the Chair;
- d) reading of minutes of last meeting of members and of any intervening special general meetings of members and considering confirmation of the same;
- e) presentation of the CEO's annual report;
- f) presentation of financial reports, discussion and, if thought fit, approval of the financial reports;
- g) dealing with the remuneration (if thought fit) for the auditor;

- h) the approval or confirmation of the enactment, repeal, amendment or re-enactment of any by-law or by-laws if notice of this item of business has been included in the notice of the meeting;
- i) miscellaneous business, if any, of which notice has been included in the notice of the meeting; and
- j) new business.

36.4. The company shall produce an Annual Report for presentation to the Annual Meeting which report shall outline the activities of the Company during the fiscal period including a listing of monies received and disbursed.

### 37. SPECIAL OR GENERAL MEETINGS

37.1. Other meetings of the members, whether special or general, may be convened at any time at the Head Office of the Company or elsewhere by order of the Chair, the Vice-Chair or the Board.

37.2. A special meeting of the members may be convened by the Chair, the Vice-Chair, or the Board upon requisition in writing made by two (2) members of the Company entitled to vote at such meeting. A requisition for a special meeting shall specify the purpose or purposes for which such meeting is required. A notice of a special meeting of members shall state in general terms the purpose or purposes of such meeting.

37.3. Should a special meeting of members not be called in accordance with any requisition made pursuant to this by-law any director may call such meeting or the same may be called by two (2) members of the Company entitled to vote at such meeting.

### 38. NOTICE OF MEETING

38.1. No public notice or advertisement of the annual or any special or other meeting of the members shall be required if notice in writing of the time and place of every such meeting shall be given by letter addressed and mailed postage prepaid, emailed or faxed to each member at the member's last address given in the membership book of the Company at least seven (7) clear days before the holding of such meeting.

A meeting of the members may be held at any time without notice if all the members of the Company are present or if each member absent has in writing, or by fax waived notice of such meeting and at such meeting any business may be transacted which the Company in regular or special meeting may transact.

38.2. Irregularities in the notice of any annual, special or other meeting, or in the giving thereof or the accidental omission to give notice of such meeting to any member, or the non-receipt of any such notice by any of the members, shall not invalidate any resolution adopted or any action taken by or at any such meeting.

39. **VOTING**

39.1. In the absence of the Chair and the Vice-Chair the members present entitled to vote shall choose another director as Chair.

39.2. At every meeting at which a member is entitled to vote, every member present shall have one (1) vote on a show of hands.

39.3. Upon a poll at which he is entitled to vote, every member present shall have one (1) vote.

39.4. Every question submitted to any meeting of the members shall be decided in the first instance by a show of hands but in the case of an equality of votes the Chair both on a show of hands and at a poll shall not have a casting vote in addition to the vote to which he may be entitled as a member.

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

39.6. If at any meeting a poll is demanded on the election of the Chair or on the question of adjournment it shall be taken forthwith without adjournment.

39.7. If at any meeting a poll is demanded on any other question it shall be taken in such manner and either at once, or after adjournment, as the chairman may direct. The result of a poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

39.8. A demand for a poll may be withdrawn.

40.9. The act of a majority of the members present at any meeting of the members shall be the act of the members except where the vote or consent of a greater percentage of the membership is required or directed by law, by Letters Patent or by the By-Laws.

39.10. The vote of a majority of the members present at any annual meeting of members shall be sufficient for the valid ratification of any previous action of the Board and/or of the officers of the Company.

40. **PROXIES**

40.1. No votes may be given by proxy.

40.2. A member must be personally present (or present by telephone) at a Special or General meeting of the members in order to exercise his right to vote.

41. **ADJOURNMENT**

41.1. The Chairman, with the consent of any meeting of members, may adjourn the same from time to time and no notice of such adjournment need be given to the members.

41.2. If less than the quorum required for the transaction of business shall be in attendance at the time for which any meeting of members shall have been called the meeting may, after a lapse of fifteen (15) minutes from the time for holding the meeting be adjourned by the members present or represented, for a period not exceeding one month at any one time without any notice other than by announcement at the meeting until a quorum shall attend.

41.3. At any adjourned meeting at which a quorum shall attend any business may be dealt with which might have been dealt with in accordance with the notice calling the same.

**STANDING COMMITTEES**

42. **STANDING COMMITTEES OF THE BOARD**

42.1 Except as otherwise specified in these by-laws, chairpersons and members of the Standing Committees of the Board shall be appointed by the Board at the Annual Meeting or at such other times as the Board may authorize. In addition to the number of appointed members, the Board Chair is a voting member of all committees and may attend meetings at their discretion.

The following shall be the Standing Committees of the Board:

- a) Quality and Patient Safety
- b) Finance and Performance
- c) Medical and Professional Advisory
- d) Governance and Nominating



**42.2. Quality and Patient Safety Committee**

The Quality and Patient Safety Committee shall consist of four (4) voting Board members. The Board shall appoint the Chairperson. The Quality and Patient Safety Committee shall be responsible to:

- a) demonstrate to the Board of Directors, to the communities served and to the Department of Health that the Company meets its requirements as it pertains to patient safety, risk identification and mitigation, and quality improvement.
- b) ensure the development and sustainment of a patient safety culture and will use an evidence-based approach to promote best practices and quality improvement initiatives throughout the organization.

**42.3. Finance and Performance Committee**

The Finance and Audit Committee shall consist of four (4) voting Board members. The Board shall appoint the Chairperson. The Finance and Audit Committee shall be responsible to:

- a) ensure that the Board is kept apprised of fiscal, resource and business issues that may impact the Company's capacity to meet its contractual obligations and business plan objectives.
- b) advise the Board of Directors on matters of finance and resource performance. This includes review and recommendation of annual budgets, operational and financial reports, and performance of third parties delivering services on behalf of the corporation, the appointment of independent auditors, compliance with legal and regulatory requirements, review of strategy and actions to develop and support a healthy, safe and engaged workforce.

**42.4. Medical and Professional Advisory Committee**

The Medical and Professional Advisory Committee shall consist of not more than fifteen (15) voting members appointed by the Board. The Board shall appoint the Chairperson. The Board shall make appointments to the committee on the recommendation of the CEO of the Company in consultation with the relevant professional associations. The Medical and Professional Advisory Committee shall be responsible to:

- a) provide informed medical and professional advice, recommendations, and information for the Board's consideration from a multi-disciplinary perspective.
- b) provide assistance to the Board in considerations regarding the provision of emergency and community health care services across the province.

42.5. **Governance and Nominating Committee**

The Governance and Nominating Committee shall consist of no less than three (3) voting Board members. The Board shall appoint the Chairperson. The Governance and Nominating shall be responsible to:

- a) advise the Board on matters relating to the Board's governance structure and processes, evaluation of Board effectiveness, education and evaluation of Board members;
- b) support the board as required for the nomination and appointment of Board members, officers and chairs of the Board committees
- c) submit, to an Annual Meeting of the Board, nominations for members of all board committees except for otherwise provided directly by the by-laws and for replacement of positions vacated prior to completion of their appointment terms

42.6. **Special Committees of the Board**

The Board may establish special committees and appoint the members and Chairpersons thereof to deal with such matters as may from time to time arise and which may most suitably be dealt with by such committees.

**NOTICES**

43. **SERVICE OF NOTICE**

43.1. Any notice may be served by the Company upon any member either personally or by sending it by email, fax or through the post in a postpaid envelope addressed to such member at his address as the same appears in the books of the Company, or if no address be given therein, to the last address of such member known to the Secretary/Treasurer.

43.2. With respect to every notice sent by post it shall be sufficient to prove that the envelope containing the notice was properly addressed and put into the Post Office letter box.

44. **SIGNATURE TO NOTICE**

44.1. The signature to any notice to be given by the Company may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

45. **PROOF OF SERVICE**

45.1. A certificate of the Secretary/Treasurer or other duly authorized officer of the Company in office at the time of the making of the certificate as to the facts in relation to the mailing or delivery of any notice to any member, director or officer, or publication of any notice, shall be conclusive evidence thereof and shall be binding on every member, director or officer of the Company as the case may be.

**NOTES AND BILLS OF EXCHANGE**

46. **SIGNING OF CHEQUES, DRAFTS AND NOTES**

46.1. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or persons, whether or not officers of the Company, and in such manner, as the Board may from time to time designate.

47. **EXECUTION OF DOCUMENTS**

47.1. Contracts, documents or any instruments in writing (except trade contracts made in the ordinary course of business) requiring the signature of the Company shall be signed by any two (2) of the Chair, Vice-Chair, Secretary/Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Company without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any officer or officers on behalf of the Company, either to sign contracts, documents and instruments in writing.

48. **INTERPRETATION**

48.1. In these general by-laws and in all other by-laws of the Company:

- a) the singular shall include the plural and the plural shall include the singular;
- b) the masculine shall include the feminine gender;
- c) "Board" means the Board of Directors of the Company;
- d) "person" shall include firm, syndicate, association, partnership or corporation;
- e) "Letters Patent" means the Letters Patent incorporating the Company and includes all Supplementary Letters Patent.

APPROVED: Board of Directors, November 2, 2018

REVISED AND APPROVED: Board of Directors, September 24, 2019