

BY-LAW NO. 20212023

A by-law relating generally to the
transaction of the business and
affairs of

**THE SIR MORTIMER B. DAVIS JEWISH GENERAL HOSPITAL FOUNDATION /
FONDATION DE L'HÔPITAL GÉNÉRAL JUIF SIR MORTIMER B. DAVIS**

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

SECTION ONE INTERPRETATION

1.1. Definitions

In this By-law, unless the context otherwise requires:

“**Act**” means the *Canada Not-for-profit Corporations Act*, or any statute that may be substituted therefor, and the regulations to the Act, as from time to time amended.

“**Articles**” means the articles attached to the certificate of continuance of the Foundation, as from time to time amended or restated.

“**Board**” means the board of directors of the Foundation.

“**committees**” means the various committees of the Board named under Section 4, “**committee**” means any one of them, and “**committee member**” means a member of any committee.

“**ex officio member**” means an observer named to any committee of the Board, who is entitled to receive notice of its meetings and all other documents distributed to its members, as well as to attend and participate in its meetings, but not to vote on any matter presented to the committee for approval.

“**Foundation**” means the corporation continued under the Act by the certificate to which the Articles are attached, and named “The Sir Mortimer B. Davis Jewish General Hospital Foundation / Fondation de l’Hôpital général juif Sir Mortimer B. Davis”.

“**Hospital**” means the Sir Mortimer B. Davis - Jewish General Hospital.

“**Meeting of MembersTrustees**” includes an annual meeting of membertrustees and a special meeting of membertrustees.

“**Senior Management Group of the Foundation**” means the vice-presidents reporting to the president and chief executive officer of the Foundation.

“**Special Meeting of MembersTrustees**” includes a meeting of any class or classes of membertrustees and a special meeting of all membertrustees entitled to vote at an annual meeting of membertrustees.

“**this By-law**” means this By-law No. 20202023 of the Foundation.

“**trustee**” means a member of the Foundation within the meaning of the Act.

Except as provided above, words and expressions defined in the Act, ~~including “unanimous member agreement”~~, have the same meanings when used in this By-law. Words importing the singular number include the plural and vice versa. Words importing a person include (where applicable) an individual, partnership, association, body corporate, trustee, executor, administrator and legal representative.

1.2. **Unanimous ~~Member~~Trustee Agreement.**

The provisions of this By-law shall be subject to any unanimous ~~member~~trustee agreement entered into from time to time. In the event of any conflict between any provision of this By-law and any provision of any unanimous ~~member~~trustee agreement, the provision of the unanimous ~~member~~trustee agreement shall prevail to the extent of the conflict, and the directors and the ~~member~~trustees shall amend this By-law accordingly.

SECTION TWO AFFAIRS OF THE FOUNDATION

2.1. Registered Office

The registered office of the Foundation shall be in the province in Canada from time to time specified in the Articles, and at such location within such province initially as is specified in the notice thereof filed with the Articles and thereafter as the Board may from time to time determine.

2.2. Financial Year

Until changed by the Board, the financial year of the Foundation shall end on the last day of March in each year.

2.3. Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Foundation by two (2) individuals holding any of the offices of chair of the Board, treasurer, president and chief executive officer, vice-chair, director or any other office created by by-law or by the Board ~~or the position of financial controller.~~ In addition, the Board or such two (2) individuals may from time to time direct the manner in which and the individual or individuals by whom any particular instrument or class of instruments may or shall be signed.

2.4. Declarations

Any director or the president and chief executive officer is authorized and empowered to appear in respect of and make answer for, on behalf and in the name of the Foundation, all writs, orders and interrogatories upon articulated facts issued out of any court and to declare for, on behalf and in the name of the Foundation, any answer to writs of attachment by way of garnishment in which the Foundation is garnishee and to make all affidavits and sworn declarations in connection therewith or in connection with any and all judicial proceedings to which the Foundation is a party and to make demands of abandonment or petitions for winding-up or bankruptcy orders upon any debtor of the Foundation and to attend and vote at all meetings of creditors of the Foundation's debtors and grant proxies in connection therewith, and may generally do all such things in respect thereof as they deem to be in the best interests of the Foundation.

2.5. Banking Arrangements

The banking business of the Foundation, including the borrowing of money and the giving of security therefor, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board.

Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe.

2.6. Auditors

The auditors of the Foundation are appointed at the annual Meeting of ~~Members~~Trustees for the ensuing year to audit the financial affairs of the Foundation. The auditors shall prepare audited financial statements and the required government reports. The audited financial statements shall be submitted to the ~~member~~trustees at the annual Meeting of ~~Members~~Trustees.

2.7. Voting Rights in Other Bodies Corporate

The signing officers of the Foundation under Section 2.3 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Foundation. Such instruments shall be in favour of such individuals as may be determined by the officers executing or arranging for them. In addition, the Board may from time to time direct the manner in which and the individuals by whom any particular voting rights or class of voting rights may or shall be exercised.

SECTION THREE DIRECTORS

3.1. Powers and Duties

The directors shall exercise all the powers required to carry out the purposes of the Foundation and, in particular, shall perform the following duties:

- 3.1.1. raise the funds necessary to further and attain the objectives of the Foundation;
- 3.1.2. oversee the management of the Foundation's operations;
- 3.1.3. allocate the physical and financial resources in furtherance of the Foundation's objectives;
- 3.1.4. establish procedures and projects that enable the Foundation to receive donations and bequests for the purpose of furthering the objectives of the Foundation;
- 3.1.5. regularly attend all meetings of the Board; and
- 3.1.6. in addition to their Board duties, participate on Foundation committees, activities or programs.

Directors shall fulfill their duties with honesty, impartiality and fairness, and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this By-law is intended, or may be construed, to impose on any director a standard of care or diligence that is in any way more onerous or extensive than the standard to which all directors are subject under the law. Directors shall not reveal or disclose, unless authorized or mandated by law to do so, any confidential information that they may have as a result of the exercise of their duties as a director. Directors must sign a confidentiality agreement, confirming their understanding that in their role, they are privy to sensitive, proprietary and confidential information and affirming that they will not reveal or disclose, unless authorized or mandated by law to do so, any such confidential information that they may have as a result of the exercise of their duties as a director.

3.2. Number of Directors and Composition of Board

Until changed in accordance with the Act, the Board shall consist of ~~not fewer than the a~~ minimum number of three (3) and ~~not more than the a~~ maximum number of nineteen (19) directors ~~provided in~~.

The candidates for membership on the Board shall be nominated as follows:

3.2.1. subject to Sections 3.4 and 3.5, a maximum of fifteen (15) candidates shall be nominated by the Board pursuant to the Articles, and shall include the process described in Section 3.3 (the “**General Nominated Directors**”);

3.2.2. a maximum of three (3) candidates shall be nominated by the Board pursuant to the process described in Section 3.4 (the “**Chair Nominated Directors**”); and

3.2.3. one (1) candidate shall be nominated by the Board pursuant to the process described in Section 3.5 (the “**Hospital Board of Governors Nominated Director**”).

Notwithstanding the foregoing, until the next annual Meeting of Trustees following the first annual Meeting of Trustees in which these by-laws are approved, the Board shall consist of a maximum of twenty-five (25) directors, all of whom shall be nominated pursuant to the process described in Section 3.3.

3.3. General Nominated Directors

Formal guidelines for the determination of the required credentials for a General Director (“**Nomination Guidelines**”) shall be submitted by the Nominating Committee and approved by the Board. The Nomination Guidelines in force from time to time shall be used by the Nominating Committee to determine the list of proposed General Directors to be submitted to the Board for approval and, subsequently, for submission to the trustees for approval at each annual Meeting of the Trustees. The president and chief executive officer of the Foundation; two (2) directors nominated by the Hospital Board of Governors (one of whom shall be included in such list of General Directors.

3.4. Chair Nominated Directors

At least thirty (30) days prior to each annual Meeting of the Trustees, the president/incoming proposed chair of the Board (or the current chair of the Board if they are not being replaced at the next annual Meeting of Trustees), upon consultation with the Nominating Committee, shall submit to the Board a list of the names of up to three (3) persons whom the incoming proposed chair of the Board wishes, in their discretion, to be nominated for membership on the Board as a Chair Nominated Director. Any vacancy in such list of Chair Nominated Directors shall be offset by an addition to the number of candidates to be included in the list of proposed General Directors referred to in Section 3.3.

3.5. Hospital Board of Governors), one (1) director nominated by the Auxiliary of Nominated Director

At least thirty (30) days prior to each annual Meeting of the Trustees, the Hospital and board of governors upon consultation with the Nominating Committee, shall submit to the Board the name of one (1) director/person who it wishes, in its discretion, to be nominated by for membership on the Hope & Cope organization that operates under the auspices of Board as the Hospital- board of governors Nominated Director. Any failure to submit the name of a Hospital

board of governors Nominated Director shall be offset by an addition to the number of candidates to be included in the list of proposed General Directors referred to in Section 3.3.

3.3.3.6. Qualification

No person shall be qualified for election as a director if such person is less than eighteen (18) years of age, is incapable and has been so declared by a court in Canada or elsewhere, is not an individual, or has the status of a bankrupt. With the exception of the president and chief executive officer of the Foundation and the ~~directors nominated by the Hospital Boardboard of Governors, the Auxiliary of the Hospital and the Hope & Cope organization that operates under the auspices of the Hospital~~ governors Nominated Director, a director must be a membertrustee and must be prepared to assist the Foundation with its philanthropic goals in a meaningful way, and to make a significant personal contribution to and participate in the Foundation's activities.

3.4.3.7. Election and Term

The election of directors shall take place at each annual Meeting of MembersTrustees and all the directors then in office shall retire but, if qualified, and subject to Sections 3.58 and 11.1, shall be eligible for re-election. ~~The number of directors to be elected at any annual Meeting of Members shall be the number of directors then in office unless the directors otherwise determine. If the members adopt an amendment to the Articles to increase the number or maximum number of directors, the members may, at the Meeting of Members at which they adopt the amendment, elect the additional number of directors authorized by the amendment.~~ The election shall be by ordinary resolution. If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

3.5.3.8. Term Limits

Notwithstanding anything to the contrary in this By-law, but subject to Section 11.1 and 11.2, the following term limits shall apply to the directors and officers:

~~3.5.1.~~ Subject to Section 3.58.2, an individual who has been appointed or elected, as the case may be, to sit on the Board as a director may sit for up to, in the aggregate, six (6) consecutive terms of one (1) year each, regardless of the capacity in which such individual sits on the Board (i.e. whether by appointment or election and whether as a nominee pursuant to Section 3.2). The foregoing term limit shall not apply to the president and chief executive officer of the Foundation.

~~3.5.2.~~3.8.1. Where an individual is appointed as an officer of the Foundation during the tenure of such individual as a director, such individual may continue to sit as a director for the longer of (a) the period of time referred to in Section 3.58.1 and (b) four (4) years following the date of the annual Meeting of MembersTrustees occurring substantially contemporaneously with such appointment as an officer, provided that if no such annual Meeting of MembersTrustees occurred substantially contemporaneously with such appointment as an officer, such period of four (4)

years shall be calculated from the date of the annual Meeting of ~~Members~~Trustees next occurring after such appointment as officer. Furthermore, where an individual is appointed as chair or vice-chair of the Board during the tenure of such individual as a director, such individual may continue to sit as a director for the entire term of such appointment as set forth in Sections 5.2 and 5.3, and, in the case of the chair of the Board, for a period of two (2) years thereafter.

3.6.3.9. **Effect of Reaching Term Limit**

Any individual who has reached the term limit for serving as a director contemplated in Section 3.5~~8~~ shall not be entitled to sit on the Board as a director for a period of two (2) consecutive years following the date of reaching such term limit. Thereafter, the provisions of Section 3.5 shall apply should such individual be re-elected or re-appointed, as the case may be, to the Board.

3.7.3.10. **Consent**

No individual shall hold office as a director unless such individual, if present at the Meeting of ~~Members~~Trustees when the election took place, did not refuse to hold office as a director or, if absent at such Meeting of ~~Members~~Trustees, consented to hold office in writing before the election or within 10 days after the election, or acted as a director after the election.

3.8.3.11. **Removal of Directors**

Subject to the Act, the ~~member~~trustees may by ordinary resolution passed at a Special Meeting of ~~Members~~Trustees remove any director from office and the vacancy created by such removal may be filled at the same Meeting of ~~Members~~Trustees, failing which it may be filled by the Board.

3.9.3.12. **Vacation of Office**

A director ceases to hold office on death, on removal from office by the ~~member~~trustees, on becoming disqualified for election as a director, on receipt of a written resignation by the Foundation, or, if a time is specified in such resignation, at the time so specified, whichever is later. Subject to the Act, a quorum of the Board may appoint a qualified individual to fill a vacancy in the Board; and in filling such vacancy, the Board shall, to the extent practical, respect the nomination guidelines set forth in Section 3.2.

3.10.3.13. **Appointment of Additional Directors**

If the Articles so provide, the directors may, within the maximum number permitted by ~~the Articles~~Section 3.2, and after consulting with the Nominating Committee of the Board, appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual Meeting of ~~Members~~Trustees, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual Meeting of ~~Members~~Trustees.

3.11-3.14. **Action by the Board**

The Board shall manage, or supervise the management of, the activities and affairs of the Foundation. The powers of the Board may be exercised at a meeting (subject to Section 3.12-3.15) at which a quorum is present or by resolution in writing signed by all the directors entitled to vote on that resolution at a meeting of the Board. If 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. If the Foundation has a Board consisting of only one director, that director may constitute a meeting.

3.12-3.15. **Meeting by Means of Electronic Communication**

Subject to the Act, if all the directors of the Foundation consent generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a director participating in such a meeting by such means is deemed to be present at the 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.

3.13-3.16. **Place of Meetings**

Meetings of the Board may be held at any place in or outside Canada.

3.14-3.17. **Calling of Meetings**

Meetings of the Board shall be held from time to time at such time and at such place as the Board, the chair of the Board, the president and chief executive officer or any two directors may determine; provided, however, that a minimum of ~~four~~ six (6) Board meetings shall be held in each calendar year.

3.15-3.18. **Notice of Meeting**

Notice of the time and place of each meeting of the Board shall be given in the manner provided in Section 9 to each director (a) not less than seven (7) days before the time when the meeting is to be held if the notice is mailed, or (b) not less than forty eight (48) hours before the time when the meeting is to be held if the notice is given personally, is delivered or is communicated by telephone, facsimile or other electronic means. A notice of a meeting of directors need not specify the purpose of or the business to be transacted at the meeting except where the Act requires such purpose or business to be specified, including, as required by the Act, any proposal to:

- 3.15.1 submit to the ~~member~~trustees any question or matter requiring approval of the ~~members;~~trustees;

- 3.15.2 fill a vacancy among the directors or in the office of public accountant, or appoint additional directors;
- 3.15.3 issue debt obligations except as authorized by the Board;
- 3.15.4 approve any annual financial statements;
- 3.15.5 adopt, amend or repeal by-laws; or
- 3.15.6 establish contributions to be made or dues to be paid by membertrustees.

3.16-3.19. **First Meeting of New Board**

Provided a quorum of directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of MembersTrustees at which such Board is elected.

3.17-3.20. **Adjourned Meeting**

Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting are announced at the original meeting.

3.18-3.21. **Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings shall be sent to each director immediately after being passed, but no other notice shall be required for any such regular meeting except where the Act requires the purpose of or the business to be transacted at such meeting to be specified.

3.19-3.22. **Chair**

The chair of any meeting of the Board shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: chair of the Board or vice-chair of the Board. If no such officer is present, the directors present shall choose one of such directors to be chair.

3.20-3.23. **Quorum**

The quorum for the transaction of business at any meeting of the Board shall consist of a majority of the directors. No person shall act for an absent director at a meeting of the Board.

3.21-3.24. **Votes to Govern**

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall be entitled to a casting vote; otherwise, the chair of the meeting shall not be entitled to vote on any question

to be decided by the Board. On any question proposed for consideration at a meeting of the Board, and whether or not a show of hands has been taken on such question, the chair may require, or any four (4) directors who are present and are entitled to vote may demand, a ballot on such question. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each director present and entitled to vote shall have one vote and, subject to the casting vote conferred upon the chair, the result of the ballot shall be the decision of the Board upon such question.

3.22-3.25. **Conflict of Interest**

A director shall immediately disclose to the chair of the Board, in the manner and to the extent provided by the Act, any material pecuniary interest, direct or indirect, in any matter in which the Board is concerned or any potential material benefit from knowledge of, from participation in, or by virtue of a decision made by the Board, including, without limitation, any interest that such director has in a material contract or transaction, whether made or proposed, with the Foundation, and whether such director (a) is a party to the contract or transaction, (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or (c) has a material interest in a party to the contract or transaction. Where such conflict involves the chair of the Board, the chair shall report this directly to the Governance Committee. Such director shall thereafter refrain from participating in any part of any Board meeting dealing with such matter, and shall not vote on any resolution to approve the same.

3.23-3.26. **Remuneration and Expenses**

Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from such position, provided that a director may be reimbursed for reasonable expenses incurred in the performance of the director's duties as such. A director shall not be prohibited from receiving compensation for services provided to the Foundation in another capacity.

SECTION FOUR COMMITTEES

4.1. General

4.1. General

4.1.1. Committees of the Board

The Board, upon the recommendation of the Nominating Committee, may appoint from its directors one or more committees of the Board, however designated, and delegate to any such committee any of the powers of the Board, except those which pertain to items which, under the Act, a committee of the Board has no authority to exercise. The Board, upon the recommendation of the Nominating Committee, may also appoint to such committees members who are not directors, provided that such individuals shall serve on the committee in an advisory capacity solely and, notwithstanding any other provision of this By-law, shall not be entitled to vote on any matters presented to the committee for approval, although their views shall be taken into account by the voting members of the committee in casting their votes. Except as may otherwise be determined by the Board, the chair of each committee of the Board must be a member of the Board.

4.1.2. Removal from a Committee

The chair of each committee, in consultation with the president and chief executive officer, shall have the authority to remove any member of such committee for any reason considered by the chair, in the chair's sole discretion, to be reasonable, having regard to the purposes of such committee and of the Foundation.

4.1.3. Transaction of Business

The powers of a committee may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of such committee. Meetings of such committee may be held at any place in or outside Canada. The chair of each committee, together with the president and chief executive officer and in consultation with the other committee members as the chair of such committee may deem appropriate, shall set the agenda for and preside at the committee's meetings. Each committee shall keep written minutes of each meeting, in which shall be recorded all actions and decisions it has taken, and shall report to the Board at least once annually.

4.1.4. Advisory Bodies

In addition to the committees, the Board may from time to time appoint such advisory bodies as it may deem advisable.

4.1.5. Powers, Duties, Delegation

Each committee shall act in an advisory capacity to the Board, the whole in accordance with the duties and responsibilities of the committee as set out in its charter, as it may be amended or supplemented from time to time by the Board. Committees may not delegate the powers given to them; however, each committee may mandate any other committee or any subcommittee (subject to the approval of the Board) to study any question and to send to the chair of the mandating committee a detailed report accompanied by recommendations, where applicable.

4.1.6. Attendance at Meetings

Each member of a committee shall attend, on an annual basis, a minimum of fifty percent (50%) of committee meetings, and any committee member who fails to do so, without valid reason, may be removed from the committee by its chair following consultation with the president and chief executive officer and the chair of the Board. Only committee members are entitled to attend committee meetings; however, the chair of any committee may invite such other persons (including, without limitation, professional advisors) to its meetings as the chair deems necessary. Each committee may seek outside opinions or expertise where determined appropriate by the chair of such committee, subject to budgetary approval of any related expense by the ~~executive committee of the~~ Board.

4.1.7. Quorum and Procedure

Unless otherwise determined by the Board or specified in this By-law, each committee and advisory body shall have power to fix its quorum at not less than a majority of its voting members, to elect its chair and to regulate its procedure.

4.1.8. Committee Members Duties

Committee members shall fulfill their duties with honesty, impartiality and fairness, and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this By-law is intended, or may be construed, to impose on any member of any committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all committee members are subject under the law. Committee members shall not reveal or disclose, unless authorized or mandated by law to do so, any confidential information that they may have as a result of the exercise of their duties as a member of any committee. Members of each committee must sign a confidentiality agreement, confirming their understanding that in their role, they are privy to sensitive, proprietary and confidential information and affirming that they will not reveal or disclose, unless authorized or mandated by law to do so, any such confidential information that they may have as a result of the exercise of their duties as a member of the committee.

4.1.9. Conflict of Interest

A member of a committee shall immediately disclose to the chair of the committee, in the manner and to the extent provided by the Act (as applicable), any material pecuniary interest, direct or indirect, in any matter in which the committee is concerned or any potential material benefit from knowledge of, from participation in, or by virtue of a decision made by the committee, including, without limitation, any interest that such member has in a material contract or transaction, whether made or proposed, with the Foundation, and whether such member (a) is a party to the contract or transaction, (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or (c) has a material interest in a party to the contract or transaction. Where such conflict involves the chair of the committee, the chair shall report this directly to the Governance Committee. Such member shall thereafter refrain from participating in any part of any committee meeting dealing with such matter, and shall not vote on any resolution to approve the same.

4.1.10. Committee Charters

Each committee shall adopt a charter regulating its activities, including the manner in which meetings of such committee shall be called and conducted. Such charter shall not be inconsistent with this By-law. At least once every two (2) years, each committee shall review and reassess its charter, and shall review and evaluate the performance of its responsibilities thereunder, and shall recommend any proposed changes to the governance committee of the Board. The adoption of each committee's charter, as well as any amendment thereto, is subject to the approval of the Board. The charter of each committee shall set out the term limits for its members, which shall not exceed ten (10) years, unless extended at the discretion of the Board. Any individual who has reached the term limit for serving as a member of any committee shall not be entitled to sit on that same committee for a period of two (2) consecutive years following the date of reaching such term limit, but may be named to another committee. In either case, upon such appointment, the term limit of the committee in question shall apply to such individual and shall be calculated from the date of such appointment.

~~4.2. Executive Committee~~

~~4.2.1 Composition of the Executive Committee~~

~~The Board shall establish an executive committee. The chair of the Board shall serve as the chair of this committee. This committee shall consist of the chair of the Board, the immediate past chair of the Board, the vice chairs of the Board, the president and chief executive officer, the secretary and the treasurer, in addition to a maximum of five (5) directors (excluding *ex officio* members) appointed by the Board. The executive vice-president, the vice president and chief development officer, and the vice president, operations and finance shall be *ex officio* members of this committee.~~

~~Further, the Board shall establish a compensation subgroup of the executive committee consisting of the chair of the Board, the immediate past chair of the Board and the treasurer.~~

~~4.2.1.1.1.1.~~ **4.2.2 Powers and Duties**

~~This committee shall act on behalf of the Board to determine matters which, in the judgment of the chair of the Board, do not warrant convening a special meeting of the Board but should not be postponed until the next scheduled meeting of the Board. This committee shall have and may exercise all the power and authority of the Board in the management and direction of the affairs of the Foundation except as restricted by applicable law, the Foundation's Certificate of Incorporation and this By-law. A report summarizing the items discussed and decisions taken at the meetings of this committee shall be circulated to all directors prior to the meeting of the Board that is held immediately following the time at which such discussion took place or such decision was taken.~~

~~The compensation subgroup of the executive committee shall have the authority to set the compensatory arrangements, including severance packages, with the president and chief executive officer and to allocate funds for compensatory arrangements for non-Foundation employees representing a financial commitment to the Foundation which do not exceed an aggregate of \$1,000,000, provided that any such compensatory arrangements for non-Foundation employees which exceed such threshold shall require the approval of the entire executive committee.~~

4.3.4.2. Audit Committee

4.3.1.4.2.1. Composition of the Audit Committee

The Board shall establish an audit committee. The ~~Board shall appoint the~~ chair of this committee, ~~who~~ shall be an independent member. An independent member for the purposes of this By-law is defined as ~~an individual~~ a director who ~~does is~~ does not hold an executive position in an officer of the Foundation. This committee shall consist of its chair, the chair of the Board, the president and chief executive officer and the treasurer, in addition to a minimum of three (3) and a maximum of seven (7) additional members (excluding *ex officio* members) appointed by the Board. The ~~chair and the~~ additional members need not be members of the Board. The majority of the committee members must be independent members and must have accounting or related financial expertise. The vice-president ~~of operations and~~ finance and administration of the Foundation and one representative of the *Centre intégré universitaire de santé et de services sociaux du Centre-Ouest-de-l'Île-de-Montréal* (CIUSSS) (or its successor) finance department shall be *ex officio* members of this committee.

4.2.2. Powers and Duties

~~4.3.2.1.1.1. Powers and Duties~~

The purpose of this committee is to assist the Board in the performance of its duties as they relate to safeguarding the Foundation’s assets and the financial reporting processes, by overseeing the Foundation’s relationship with its independent external auditor (the “**Auditor**”), by providing oversight to the Foundation’s accounting and reporting process, including the Foundation’s financial procedures and system of internal financial controls and the audit of the Foundation’s financial statements, and by providing oversight regarding significant risks relating to financial matters and transactions.

4.4.4.3. Nominating Committee

4.4.1.4.3.1. Composition of the Nominating Committee

The Board shall establish a nominating committee. Unless determined otherwise by the Board, the immediate past chair of the Board shall serve as chair of this committee. This committee shall consist of its chair, the chair of the Board and the president and chief executive officer, in addition to a minimum of three (3) and a maximum of seven (7) additional members appointed by the Board. The additional members need not be members of the Board.

4.4.2.4.3.2. Powers and Duties

The purpose of this committee is to seek and nominate qualified candidates for election or appointment to the Board and its committees. This committee shall at all times ensure that the composition of the Board complies with the requirements set forth in Section 3 ~~of this By-law.~~

4.5.4.4. Investment Committee

4.5.1.4.4.1. Composition of the Investment Committee

The Board shall establish an investment committee. ~~The Board shall appoint the chair of this committee.~~ This committee shall consist of its chair, the chair of the Board, the president and chief executive officer and the treasurer, in addition to a minimum of three (3) and a maximum of seven (7) additional members (excluding *ex officio* members) appointed by the Board. The ~~chair and the~~ additional members need not be members of the Board. The vice-president, ~~operations and finance~~ and administration shall be an *ex officio* member of this committee.

~~4.5.2. Powers and Duties~~

4.4.2. Powers and Duties

The purpose of this committee is to assist the Board in the performance of its duties as they relate to overseeing and monitoring the management of the Foundation's long-term investment portfolio (~~"Endowment Fund"~~), which is a resource to support the long-term financial goals and on-going requirements of the Foundation. The responsibilities of this committee shall be as outlined in detail in the Foundation's investment policy statement approved by the Board from time to time.

4.6.4.5. Finance Committee

4.6.1.4.5.1. Composition of the Finance Committee

The Board shall establish a finance committee. The treasurer shall serve as the chair of this committee. This committee shall consist of its chair, the chair of the Board, the chair of the audit committee and the president and chief executive officer, in addition to a minimum of three (3) and a maximum of seven (7) additional members (excluding *ex officio* members) appointed by the Board. The additional members need not be members of the Board. The vice-president, ~~operations and~~ finance and administration shall be an *ex officio* member of this committee.

4.6.2.4.5.2. Powers and Duties

The purpose of this committee is to assist the Board in the performance of its duties as they relate to overseeing the financial and fiscal affairs of the Foundation.

4.7.4.6. Human Resources Committee

4.7.1.4.6.1. Composition of the Human Resources Committee

The Board shall establish a human resources committee. ~~The Board shall appoint the chair of this committee.~~ This committee shall consist of its chair, the chair of the Board and the president and chief executive officer, in addition to a minimum of three (3) and a maximum of seven (7) additional members (excluding *ex officio* members) appointed by the Board. ~~The chair and the~~ additional members need not be members of the Board. The vice-president, ~~operations and~~ finance and administration shall be an *ex officio* member of this Committee. As employees of the Foundation, the president and chief executive officer and the vice-president, ~~operations and~~ finance and administration shall abstain themselves from meetings and discussions that concern their position, performance and/or compensation and employment benefits. Otherwise than as provided above, all members of this committee shall be at arm's length from employees of the Foundation.

4.7.2.4.6.2. Powers and Duties

The purpose of this committee is to establish and monitor the overall human resources policies and strategy of the Foundation. It is also responsible for a personnel development plan for the senior management of the Foundation. This committee has responsibility for the development of the performance standards and the evaluation of the president and chief executive officer as well as the development of a succession plan for all senior management positions within the Foundation.

4.6.3. Compensation Subgroup

The human resources committee shall establish a compensation subgroup consisting of the chair of the committee, the chair of the Board, the immediate past chair of the Board and the treasurer. The compensation subgroup shall have the authority to set the compensatory arrangements, including severance packages, with the president and chief executive officer and to allocate funds for compensatory arrangements for non-Foundation employees representing a financial commitment to the Foundation which do not exceed an aggregate of \$1,000,000, provided that any such compensatory arrangements for non-Foundation employees which exceed such threshold shall require the approval of the Board.

4.8.4.7. Governance Committee

4.8.1.4.7.1. Composition of the Governance Committee

The Board shall establish a governance committee. ~~The Board shall appoint the chair of this committee.~~ This committee shall consist of its chair, the chair of the Board and the president and chief executive officer, in addition to a minimum of three (3) and a maximum of seven (7) additional members (excluding *ex officio* members) appointed by the Board. The ~~chair and the~~ additional members need not be members of the Board. The vice-president, strategy, governance and campaign operations ~~and finance~~ shall be an *ex officio* member of this committee.

4.8.2.4.7.2. Powers and Duties

The purpose of this committee is to act in an advisory capacity to the Board in the area of governance by monitoring and overseeing all matters of governance pertaining to the Foundation, with a view to ensuring the effective and efficient operation of the Foundation in a manner which is free of conflicts of interest and in compliance with applicable law.

4.9.4.8. Strategic Planning Committee

4.9.1.4.8.1. Composition of the Strategic Planning Committee

The Board shall establish a strategic planning committee. ~~The Board shall appoint the chair of this committee from amongst the members of the Board.~~ This committee shall consist of its chair, the chair of the Board, the president and chief executive officer and the

treasurer, in addition to a minimum of three (3) and a maximum of seven (7) additional members (excluding *ex officio* members) appointed by the Board. The additional members need not be members of the Board. ~~The executive vice president, the vice president and chief development officer and the vice president, operations and finance~~All members of the Senior Management Group of the Foundation shall be *ex officio* members of ~~the~~this Committee.

4.9.2.4.8.2. Powers and Duties

The purpose of this committee is to assist the Board with its responsibilities for the Foundation's mission, vision and strategic direction.

4.10.4.9. Fundraising Projects Review Committee

4.10.1.4.9.1. Composition of the Fundraising Projects Review Committee

The Board shall establish a fundraising projects review committee. ~~The Board shall appoint the chair of this committee from amongst the members of the Board.~~ This committee shall consist of its chair, the chair of the Board, the president and chief executive officer and the treasurer, ~~as well as~~in addition to a minimum of three (3) and a maximum of seven (7) additional members (excluding *ex officio* members) appointed by the Board. The additional members need not be members of the Board. ~~The executive vice president, the vice president and chief development officer and the vice president, operations and finance~~All members of the Senior Management Group of the Foundation shall be *ex officio* members of this committee.

4.10.2.4.9.2. Powers and Duties

This committee is charged with the general oversight of the fundraising projects and allocations process and advising the Board on fundraising priorities. In addition, this committee is authorized to make decisions on behalf of the Board on special requests, such as urgent requests, equipment failures or other serious considerations, from the Hospital falling within its oversight that occur in between meetings of the Board, and to report its conclusions to the Board at its next meeting. Such decisions shall not exceed commitments in excess of \$1,000,000. The president and chief executive officer shall report quarterly to this committee on all such funding commitments made.

4.10. Financial Resource Development Committee

4.10.1. Composition of the Financial Resource Development Committee

The Board shall establish a financial resource development committee. This committee shall consist of its chair, the chair of the Board, the president and chief executive officer and the treasurer, in addition to a minimum of three (3) and a maximum of seven (7) additional members (excluding *ex officio* members) appointed by the Board. The additional members need not be members of the Board. The vice-president and chief

development officer and the vice-president, finance and administration shall be *ex officio* members of this committee.

4.10.2. Powers and Duties

The purpose of this committee is to (i) regularly review and submit to the Board for its approval the financial resource development strategy for the Foundation; and (ii) oversee the implementation of the financial resource development strategy approved by the Board from time to time.

SECTION FIVE OFFICERS

5.1. Appointment

The Board may from time to time appoint a president and chief executive officer, a secretary, a treasurer and such other officers as the Board may determine, ~~including one or more assistants to any of the officers so appointed.~~ One individual may hold more than one office. The Board may specify the duties of such officers and, in accordance with this By-law and subject to the Act, delegate to such officers the powers to manage the activities and affairs of the Foundation, except those which pertain to items which, under the Act, an officer has no authority to exercise. Subject to Section 5.2 as regards the retiring chair, an officer ~~(but not an assistant to an officer)~~ must be a director, such that the term of an individual as an officer shall end when his or her term as a director ends.

5.2. Chair of the Board

The Board may from time to time also appoint a chair of the Board. The chair shall preside at all meetings of the officers of the Foundation, meetings of the directors of the Foundation and Meetings of ~~Members~~ Trustees, and shall have such other powers and duties as the Board may specify. The chair shall hold office for a term of up to two (2) years, and thereafter may be re-appointed for no more than two (2) additional one (1) year terms. The retiring chair shall serve as ~~honorary~~ immediate past chair during ~~his or her~~ their successor's term of office.

5.3. Vice-Chair

The Board may from time to time also appoint up to two (2) vice-chairs of the Board. If appointed, each vice-chair shall perform the duties of the chair in the chair's absence and shall have such other powers and duties as the Board may specify. A vice-chair shall hold office for a term of up to two (2) years, and thereafter may be re-appointed for no more than two (2) additional one (1) year terms.

5.4. President and Chief Executive Officer

If a president and chief executive officer is appointed, ~~he/she~~ they shall have the general supervision of the Foundation and such other powers and duties as the Board may specify. Unless deemed otherwise by the Board ~~and~~, in the absence of a president and chief executive officer, the duties and powers of the president and chief executive officer shall be carried out by the ~~executive committee~~ Senior Management Group under the supervision of the chair of the Board. The president and chief executive officer shall withdraw from all meetings where the performance and remuneration of the president and chief executive officer is discussed.

5.5. Secretary

The secretary shall attend and be the secretary of all meetings of the Board and of the membertrustees and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat. The secretary shall give or cause to be given, as and when instructed, all notices to membertrustees, directors, officers and public accountants. The secretary shall be the custodian of all books, records and instruments belonging to the Foundation, except when some other officer or agent has been appointed for that purpose, and shall have such other powers and duties as may be specified by the Board.

5.6. Treasurer

The treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Foundation. The treasurer shall render to the Board whenever required an account of all transactions as treasurer and of the financial position of the Foundation and shall have such other powers and duties as may be specified by the Board.

5.7. Powers and Duties of Officers

The powers and duties of all officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the president and chief executive officer may specify. The Board and (except as aforesaid) the president and chief executive officer may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the president and chief executive officer otherwise directs.

5.8. Term of Office

The Board, in its discretion, may remove any officer of the Foundation. Subject to Sections 3.58.2, 5.1 and 11.2, each officer appointed by the Board shall hold office until a successor is appointed, the officer resigns, or the Board removes the officer, whichever occurs first. Notwithstanding the foregoing, the Board shall make all decisions regarding the hiring or removal from office of the president and chief executive officer without prejudice to the rights of the president and chief executive officer under any employment agreement which the president and chief executive officer may have entered into with the Foundation.

5.9. Agents and Attorneys

The Foundation, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Foundation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

5.10. Conflict of Interest

An officer of the Foundation shall immediately disclose to the chair of the Board (or where the conflict involves the chair of the Board, to the Governance Committee), in the manner and to the extent provided by the Act, any material pecuniary interest, direct or indirect, in any matter in which the Board is concerned or any potential material benefit from knowledge of, participation in, or by virtue of a decision made by the Board, including, without limitation, any interest that such officer has in a material contract or transaction, whether made or proposed, with the Foundation, and whether such officer (a) is a party to the contract or transaction, (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or (c) has a material interest in a party to the contract or transaction. Such officer shall thereafter refrain from participating in any part of any Board meeting dealing with such matter, and shall not vote on any resolution to approve the same.

5.11. Remuneration of President and Chief Executive Officer

The president and chief executive officer shall be paid such reasonable remuneration for his or her services as the compensation subgroup of the ~~executive~~human resources committee shall from time to time determine.

SECTION SIX PROTECTION OF DIRECTORS, OFFICERS, COMMITTEE MEMBERS AND OTHERS

6.1. Limitation of Liability

All directors, officers and members of committees of the Foundation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Foundation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, and without limiting any defences available to a director, an officer or a committee member under the Act or otherwise, no director, officer or committee member shall be liable for:

- 6.1.1. the acts, omissions, failures, neglects or defaults of any other director, officer, committee member or employee;
- 6.1.2. any loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Foundation;
- 6.1.3. the insufficiency or deficiency of any security in or upon which any of the moneys of the Foundation shall be invested.
- 6.1.4. any loss, damage or expense arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Foundation shall be deposited;
- 6.1.5. any loss, damage or expense arising from any error of judgment or oversight on the part of such director, officer or committee member; or
- 6.1.6. any other loss, damage or expense arising from the execution of the duties of office or in relation thereto;

provided that nothing in this Section shall relieve any director, officer or committee member from the duty to act in accordance with the Act or from liability for any breach of the Act.

6.2. Indemnity

Subject to the Act, the Foundation shall indemnify a current or former director, officer or committee member, or another individual who acts or acted at the Foundation's request as a director, officer or committee member or in similar capacity of another entity, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any

civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Foundation or such other entity.

6.3. Advance of Costs

The Foundation shall advance moneys to a director, officer, committee member or other individual for the costs, charges and expenses of a proceeding referred to in Section 6.2. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 6.4.

6.4. Limitation

The Foundation shall not indemnify an individual under Section 6.2 unless (a) the individual acted honestly and in good faith with a view to the best interests of the Foundation, or, as the case may be, to the best interests of the other entity for which the individual acted as director, officer or committee member or in a similar capacity at the Foundation's request, and (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

6.5. Additional Circumstances

The Foundation shall also indemnify an individual referred to in Section 6.2 in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

6.6. Insurance

Subject to the Act, the Foundation may purchase and maintain insurance for the benefit of an individual referred to in Section 6.2 as the Board may from time to time determine.

SECTION SEVEN

MEMBERSTRUSTEES

6.7. Members

7.1. Trustees

Subject to the Articles, there shall be one class of membertrustees in the Foundation.

6.8-7.2. MembershipTrusteeship Conditions

~~Membership in the Foundation shall be available only to~~Only individuals interested in furthering the Foundation's purposes and who have benefited the Foundation and/or the Hospital through their philanthropic activities and/or through a significant contribution of their time and effort, and who have applied for, or been nominated by the Board for, and been accepted as, membertrustees in the Foundation by resolution of the Board. shall be eligible to be a trustee of the Foundation. Each membertrustee shall be entitled to receive notice of and to attend all Meetings of MembersTrustees of the Foundation, and shall be entitled to one vote on any vote taken.

6.9. Transfer

~~Membership in the Foundation is not transferable.~~

7.3. Role and Financial Contribution of the Trustees

The role of the trustees is to elect the members of the Board and to provide advice and counsel to the Board. In addition, it is expected that the trustees will assist in the cultivation, solicitation and stewardship of donors, prospective donors and volunteers of the Foundation. A trustee must contribute an amount annually to the Foundation as provided for in the charter regulating its activities.

The Board shall adopt a charter regulating the trustees' activities, including the manner in which meetings of trustees shall be called and conducted as well such items as eligibility and expectations regarding financial contributions. Such charter shall not be inconsistent with this By-law. At least once every two (2) years, the governance committee shall review and reassess the trustees' charter, and shall review and evaluate the performance of the trustees' responsibilities thereunder, and shall recommend any proposed changes to the Board.

6.10-7.4. Termination

~~Membership~~A person's position as trustee is terminated onat the annual Meeting of Trustees that takes place approximately one (1) year anniversary of the date upon which a member is accepted by resolution of the Boardafter their term as trustee begins (subject to the ability of the Board to acceptre-nominate the membership of such membertrustee for additional

approximately one (1) year periods), when a membertrustee dies or resigns, when a membertrustee ceases to fulfil the conditions of membership in such member's classeligibility, when a membertrustee is expelled or is otherwise terminated as a membertrustee in accordance with this By-law, or when the Foundation is liquidated and dissolved. The rights of a membertrustee, including any rights in the property of the Foundation, cease to exist on termination of membershipbeing a trustee.

6.11.7.5. **Resignation**

~~A member~~A trustee may resign at any time by notice in writing, addressed to the Foundation at its registered office, which shall be effective upon any date or time specified in such notice, provided such date or time is on or after receipt of such notice.

6.12.7.6. **Discipline**

The Board shall have authority to suspend or expel any membertrustee from the Foundation for any one or more of the following grounds:

~~6.12.1.7.6.1.~~ for violating any provision of this By-law or any written policy of the Foundation;

~~6.12.2.7.6.2.~~ for carrying out any conduct which the Board determines in its sole discretion to be detrimental to the Foundation; or

~~6.12.3.7.6.3.~~ for any other reason that the Board in its sole discretion considers to be reasonable, having regard to the purpose of the Foundation.

SECTION EIGHT MEETINGS OF MEMBERSTRUSTEES

7.1.8.1. Annual Meetings

Subject to the Act, the Board shall call an annual Meeting of MembersTrustees (a) not later than eighteen (18) months after the Foundation comes into existence, and (b) subsequently, not later than fifteen (15) months after holding the last preceding annual Meeting of MembersTrustees but no later than six (6) months after the end of the Foundation's preceding financial year. The annual Meeting of MembersTrustees shall be held for the purpose of considering the financial statements and reports required by the Act to be placed before the annual Meeting of MembersTrustees, electing directors, appointing a public accountant and for the transaction of such other business as may properly be brought before the Meeting of MembersTrustees.

7.2.8.2. Special Meetings

The Board shall have power to call a Special Meeting of MembersTrustees at any time. In addition, membertrustees who hold no less than five percent (5%) of the votes that may be cast at a Special Meeting of MembersTrustees sought to be held may requisition the Board to call a Special Meeting of MembersTrustees for the purposes stated in the requisition.

7.3.8.3. Place of Meetings

~~Meetings of Members~~Meetings of Trustees shall be held at the registered office of the Foundation or elsewhere in the Province of Quebec if the Board shall so determine. A Meeting of MembersTrustees may be held at a place outside the Province of Quebec if the place is specified in the Articles or all the membertrustees entitled to vote at the Meeting of MembersTrustees agree that the Meeting of MembersTrustees is to be held at such place. A membertrustee who attends a Meeting of MembersTrustees held outside the Province of Quebec is deemed to have agreed to it being held outside the Province of Quebec except when the membertrustee attends the Meeting of MembersTrustees for the express purpose of objecting to the transaction of any business on the grounds that the Meeting of MembersTrustees is not lawfully held.

7.4.8.4. Participation in Meeting by Electronic Means

Any individual entitled to attend a Meeting of MembersTrustees may participate and vote in the Meeting of MembersTrustees, in accordance with the Act, by means of a telephonic, electronic or other communication facility, if the Foundation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the Meeting of MembersTrustees, enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Foundation without it being possible for the Foundation to identify how each

membertrustee votes. An individual participating in a Meeting of MembersTrustees by such means is deemed for the purposes of the Act to be present at the Meeting of MembersTrustees.

7.5.8.5. Meeting Held by Electronic Means

If the directors or the membertrustees of athe Foundation call a Meeting of MembersTrustees pursuant to the Act, those directors or membertrustees, as the case may be, may determine that the Meeting of MembersTrustees shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the Meeting of MembersTrustees.

7.6.8.6. Notice of Meetings

Notice in writing of the time and place of each Meeting of MembersTrustees shall be given in the manner provided in Section 9 not less than twenty-one (21) days before the date of the Meeting of MembersTrustees to each director, to the public accountant, and to each membertrustee who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of membertrustees of the Foundation. Notice of an annual Meeting of MembersTrustees shall contain the slate of directors to be nominated for the ensuing year. Notice of a Meeting of MembersTrustees called for any purpose other than consideration of the financial statements, the public accountant's report and the Board's report, election of directors and reappointment of the incumbent public accountant shall state the general nature of the business to be transacted at it in sufficient detail to permit the membertrustees to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the Meeting of MembersTrustees. Notice of a Meeting of MembersTrustees adjourned for less than 31 days is not required if the time and place of the adjourned Meeting of MembersTrustees is announced at the original Meeting of MembersTrustees.

7.7.8.7. Meetings without Notice

A Meeting of MembersTrustees may be held without notice at any time and place permitted by the Act (a) if all the membertrustees entitled to vote thereat are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to such Meeting of MembersTrustees being held, and (b) if the public accountant and the directors are present and waive notice of or otherwise consent to such Meeting of MembersTrustees being held. At such a Meeting of MembersTrustees any business may be transacted which the Foundation may transact at a Meeting of MembersTrustees. If the Meeting of MembersTrustees is held at a place outside the Province of Quebec, membertrustees not present or duly represented, but who have waived notice of or otherwise consented to such Meeting of MembersTrustees, shall also be deemed to have consented to the Meeting of MembersTrustees being held at such place.

7.8.8.8. Chair, Secretary and Scrutineers

The chair of any Meeting of MembersTrustees shall be the first mentioned of such of the following officers as have been appointed and who is present at the Meeting of MembersTrustees: chair of the Board, president and chief executive officer, or a vice-chair who is a membertrustee or represents a membertrustee. If no such officer is present within fifteen (15) minutes from the time fixed for holding the Meeting of MembersTrustees, the individuals present and entitled to vote shall choose one of their number to be chair. If the secretary of the Foundation is absent, the chair shall appoint some individual, who need not be a membertrustee, to act as secretary of the Meeting of MembersTrustees. If desired, one or more scrutineers, who need not be membertrustees, may be appointed by a resolution or by the chair with the consent of the Meeting of MembersTrustees.

7.9.8.9. Persons Entitled to be Present

The only persons entitled to be present at a Meeting of MembersTrustees shall be those entitled to vote at such Meeting of MembersTrustees, the directors, the public accountant and others who, although not entitled to vote, are entitled or required under any provision of the Act or the Articles or By-laws to be present at the Meeting of MembersTrustees. Any other person may be admitted only on the invitation of the chair of the Meeting of MembersTrustees or with consent of the Meeting of MembersTrustees.

7.10.8.10. Quorum

-The quorum for the transaction of business at any Meeting of MembersTrustees shall be ten (10) individuals present in person, each being a membertrustee entitled to vote at the Meeting of MembersTrustees. If a quorum is present at the opening of any Meeting of MembersTrustees, the membertrustees present may proceed with the business of the Meeting of MembersTrustees notwithstanding that a quorum is not present throughout the Meeting of MembersTrustees. If a quorum is not present at the opening of any Meeting of MembersTrustees, the membertrustees present may adjourn the Meeting of MembersTrustees to a fixed time and place but may not transact any other business.

7.11.8.11. Right to Vote

Subject to the Act and the Articles, at any Meeting of MembersTrustees every individual shall be entitled to vote who is at the time of the Meeting of MembersTrustees entered in the books of the Foundation as a membertrustee.

7.12.8.12. Votes to Govern

Unless the Act, the Articles or any By-law otherwise provide, at any Meeting of MembersTrustees every question shall be determined by the majority of the votes duly cast on the question.

7.13-8.13. Show of Hands

Any question at a Meeting of MembersTrustees shall be decided by a show of hands unless, after a show of hands, a ballot on such question is required or demanded as provided in Section 8.14. Upon a show of hands every individual who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot on such question is so required or demanded, a declaration by the chair of the Meeting of MembersTrustees that the vote upon the question has been carried, carried by a particular majority or not carried and an entry to that effect in the minutes of the Meeting of MembersTrustees shall be *prima facie* evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the memberstrustees upon such question.

7.14-8.14. Ballots

On any question proposed for consideration at a Meeting of MembersTrustees, and whether or not a show of hands has been taken on such question, the chair may require, or any membertrustee who is present and are entitled to vote may demand, a ballot on such question. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each membertrustee present in person and entitled to vote shall have one (1) vote and the result of the ballot shall be the decision of the memberstrustees upon such question.

7.15-8.15. Casting Vote

In case of an equality of votes at any Meeting of MembersTrustees either upon a show of hands or upon a ballot, the chair of the Meeting of MembersTrustees shall be entitled to a casting vote; otherwise, the chair of the Meeting of MembersTrustees shall not be entitled to vote on any question to be decided by the memberstrustees.

7.16-8.16. Adjournment

The chair at a Meeting of MembersTrustees may, with the consent of the Meeting of MembersTrustees and subject to such conditions as the Meeting of MembersTrustees may decide, adjourn the Meeting of MembersTrustees from time to time and from place to place.

7.17-8.17. Action in Writing by MembersTrustees

A resolution in writing signed by all the memberstrustees entitled to vote on that resolution at a Meeting of MembersTrustees is as valid as if it had been passed at a Meeting of MembersTrustees, unless a written statement with respect to the subject matter of the resolution is submitted by a director or the public accountant in accordance with the Act.

SECTION NINE NOTICES

8.1.9.1. **Method of Giving Notices**

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, this By-law or otherwise to a ~~member~~trustee, director, officer or member of a committee of the Board or to the public accountant shall be sufficiently given:

~~8.1.1.9.1.1.~~ 8.1.1.9.1.1. if delivered personally to the individual to whom it is to be given (the “**Intended Recipient**”);

~~8.1.2.9.1.2.~~ 8.1.2.9.1.2. if delivered to the Intended Recipient’s recorded address, or in the case of notice to a director, to the latest address of such director as shown in the last notice that was sent by the Foundation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) of the Act;

~~8.1.3.9.1.3.~~ 8.1.3.9.1.3. if mailed to the Intended Recipient’s recorded address by prepaid mail; or

~~8.1.4.9.1.4.~~ 8.1.4.9.1.4. if sent to the Intended Recipient by telephone, facsimile or other electronic means to the Intended Recipient’s recorded address for that purpose, provided that any notice given in the form of an electronic document shall be in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address in accordance with Sections 9.1.1, 9.1.2 or 9.1.3. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box. A notice so sent by means of telephone, facsimile or other electronic means shall be deemed to have been given when transmitted, dispatched or delivered for dispatch. The secretary may change or cause to be changed the recorded address of any ~~member~~trustee, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the secretary to be reliable.

8.2.9.2. **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 day of giving the notice shall be excluded and the day of the meeting or other event shall be included.

8.3-9.3. **Undelivered Notices**

If any notice given to a ~~member~~trustee pursuant to Section 9.1 is returned on two (2) consecutive occasions because the ~~member~~trustee cannot be found, the Foundation shall not be required to give any further notices to such ~~member~~trustee until informed in writing by the ~~member~~trustee of a new address.

8.4-9.4. **Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, public accountant or member of a committee of the Board or the non-receipt of any notice by any such individual or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded on such notice.

8.5-9.5. **Waiver of Notice**

~~Any member~~Any trustee, director, officer, public accountant or member of a committee of the Board, or any other person entitled to receive notice of a Meeting of ~~Members~~Trustees or any other notice from the Foundation, may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the Act, the Articles, this By-law or otherwise. Any such waiver or abridgement, whether given before or after the Meeting of ~~Members~~Trustees or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of ~~Members~~Trustees or of the Board or a committee of the Board which may be given in any manner.

SECTION TEN EFFECTIVE DATE AND REPEAL

9.1.10.1. Effective Date

This By-law shall come into force when made by the Board in accordance with the Act.

9.2.10.2. Repeal

All previous By-laws are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of any By-law so repealed, or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles (as defined in the Act) or predecessor charter documents of the Foundation obtained pursuant to, any such By-law prior to its repeal. All officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the ~~member~~trustees or the Board or a committee of the Board with continuing effect passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

SECTION ELEVEN TRANSITIONAL RULES

~~10.1.11.1.~~ **Transitional Rules –Term Limits for Directors and Officers**

As a transitional matter, for the purposes of the term limits of the directors set forth in Section 3.58.2, each director who is was elected at the Meeting of ~~Members at which the insertion of Section 3.5 into this By-law is first confirmed~~ Trustees on October 1, 2020, and who was a director immediately prior to such Meeting of ~~Members~~ Trustees, shall be deemed to have acted as director for one-half (1/2) of the number of years that such director actually served as a director as at the date of such Meeting of ~~Members~~ Trustees, rounded down to the nearest whole number, provided, however that those directors who were also named as officers in or after 2016 shall be deemed not to have acted as a director for any period prior to 2017.

~~10.2.11.2.~~ **Transitional Rules –Term Limits for Committee Members**

As a transitional matter, for the purposes of the term limits of the committee members, each committee member who is was named by the Board following the Meeting of ~~Members at which the insertion of Section 4.1.10 into this By-law is first confirmed~~ Trustees on October 5, 2021, and who was a committee member immediately prior to such Meeting of ~~Members~~ Trustees, shall be deemed to have acted as a committee member for one-half (1/2) of the number of years that such committee member actually served as a committee member as at the date of such Meeting of ~~Members~~ Trustees, rounded down to the nearest whole number.

~~10.3.11.3. 11.3~~ **Transitional Rules – ~~Compensation Subgroup of the Executive~~ Financial Resource Development Committee**

~~As a transitional matter, upon the confirmation of the amendment to Section 4.2 of this By-law creating the compensation subgroup of the executive committee, each of the compensation subgroup and the executive committee, as applicable, shall be required to review and, as deemed appropriate, ratify, amend or cancel all compensatory arrangements falling under its authority that may have come into existence prior to the confirmation of such amendment and continue in existence thereafter.~~

Notwithstanding Section 4.10, the Financial Resource Development Committee need only be established by the annual Meeting of Trustees next following the Meeting of Trustees at which these by-laws have been approved.

This By-law No. ~~2021~~2023, replacing By-law No. ~~2020~~2021, was adopted by the directors of the ~~Corporation~~Foundation on ~~February 25, 2021~~■, 2023 and was confirmed without variation by the ~~member~~trustees of the ~~Corporation~~Foundation on _____, 2021 _____, 2023.

Secretary

Director