

**The Sackville Memorial Hospital Foundation Inc.
General By-Laws**

89

TABLE OF CONTENTS

1.	PURPOSES AND OBJECTIVES	3
2.	INTERPRETATION	3
	2.01 Definitions	3
	2.02 Number – Gender	4
3.	MEMBERS	4
	3.01 Appointment	4
	3.02 Resignation	5
	3.03 Member Meetings	5
4.	BOARD OF DIRECTORS	6
	4.01 Election	6
	4.01 Powers	7
	4.03 Director Meetings	7
	4.04 Remuneration	9
	4.05 Indemnification	9
	4.06 Validation of Irregularities	10
	4.07 Delegation	10
	4.08 Resignation	10
5.	OFFICERS	11
	5.01 Officers	11
	5.02 Election	11
	5.03 Duties	12

**The Sackville Memorial Hospital Foundation Inc.
General By-Laws**

6.	COMMITTEES	13
	6.01 Standing	13
	6.02 Special	13
	6.03 Responsibilities	14
7.	BANKING	15
	7.01 Investment of Money	15
	7.02 Borrowing	16
	7.03 Distribution of Benefits	17
8.	CONTRACTS	17
	8.01 Execution	17
9.	SEAL	17
	9.01 Use	17
10.	AUDITORS	18
	10.01 Qualification and Duties	18
11.	FISCAL YEAR	18
12.	DISSOLUTION OR WINDING UP	18
	12.01 Procedure	18
13.	AMENDMENTS	19
	13.01 Changes	19

The Sackville Memorial Hospital Foundation Inc.
General By-Laws

Be it enacted as By-Laws of the Sackville Memorial Hospital Foundation Inc., a company duly incorporated by letters patent issued pursuant to the Companies Act of New Brunswick, THAT

1. PURPOSES AND OBJECTIVES

- 1.01 The purposes and objectives of the Foundation are to benefit the health care of persons resident within the areas served by the Sackville Memorial Hospital.

- 1.02 To apply the income of the Foundation and such of the capital assets thereof as the Foundation shall from time to time determine and either by way of grant, loan or gift of tangible property towards
 - 1.02.01 the care, welfare, comfort and well being of the patients of the Sackville Memorial Hospital;

 - 1.02.02 the cost of additions, improvements and repairs to the equipment and furnishings of the Sackville Memorial Hospital;

 - 1.02.03 a contribution towards the education of staff members and volunteers;

 - 1.02.04 to make any other gifts and grants of a charitable nature for the benefit of the Sackville Memorial Hospital;

 - 1.02.05 to carry out any other activities of a charitable nature to other persons, non-profit corporations or organizations resident within the areas served by The Sackville Memorial Hospital.

2. INTERPRETATION

2.01 DEFINITIONS

- 2.01.01 Wherever the words “Board of Directors” or “Board” occur in these By-Laws, they shall be understood to mean a body of elected or appointed persons who jointly oversee the activities of the Company.

The Sackville Memorial Hospital Foundation Inc.
General By-Laws

- 2.01.02 Wherever the word “Director” occurs in these By-Laws, it shall be understood to mean a member of the Board of Directors.

- 2.01.03 Wherever the word “Company” occurs in these By-Laws, it shall be understood to mean the Sackville Memorial Hospital Foundation Inc..

- 2.01.03 Wherever the word “Foundation” occurs in these By-Laws, it shall be understood to mean the Sackville Memorial Hospital Foundation Inc.

2.02 NUMBER – GENDER

- 2.02.01 When used in these By-Laws or in any amendment hereto, and when the context permits, words denoting the singular shall include the plural, the masculine shall include the feminine and a person shall include a corporation and vice-versa.

3. MEMBERS

3.01 APPOINTMENT

- 3.01.01 The appointment to the Foundation shall be open to any person resident in the area served by the Sackville Memorial Hospital who has contributed to the Foundation in the preceding three (3) years.

- 3.01.02 Only registered members may vote at the Annual General Meeting of Members.

- 3.01.03 Excepting the Chair of the Board of Directors, each member has only one vote on all matters before the Annual General Meeting of Members. In the case of a tie vote, the Chair shall cast a vote to break the tie.

The Sackville Memorial Hospital Foundation Inc.
General By-Laws

3.02 RESIGNATION

- 3.02.01 A member may resign at any time by written notice of resignation addressed to the Board of Directors and such notice shall be effective upon receipt by the Board.

3.03 MEMBER MEETINGS

- 3.03.01 The Annual General Meeting of the Members shall be held on or before June 30th each year following the fiscal year end at a time and place as may from time to time be determined by the Board.
- 3.03.02 The Secretary of the Foundation shall advise the members of the Annual General Meeting of the Members by writing, by fax, by e-mail or by means of a notice which shall appear once weekly for two consecutive weeks immediately preceding the Annual General Meeting. Such notice shall appear in a local newspaper having a general circulation within the area served by the Sackville Memorial Hospital.
- 3.03.03 At the Annual General Meeting of Members the Nominating Committee will place in nomination no more than one name for each vacant position on the Board. Additional nominations may be made from the floor if and only if the Secretary has received written notice of each of said nominations a minimum of ten (10) days prior to the Annual General Meeting of Members.
- 3.03.04 A simple majority of the members present shall constitute a quorum at the Annual General Meeting of Members.
- 3.03.05 Any question of procedure pertaining to any meeting of the Members which have not been provided for in these By-Laws or by applicable statutes shall be determined by the Chair of the meeting in accordance with the latest addition of "Robert's Rules of Order".

The Sackville Memorial Hospital Foundation Inc.
General By-Laws

4. BOARD OF DIRECTORS

4.01 ELECTION

- 4.01.01 The Board shall consist of nine (9) Directors who shall be elected by the members of the Foundation from amongst themselves at each Annual General Meeting of the Foundation in accordance with these By-Laws.
- 4.01.02 A Director's term shall be for a three (3) year term, twice renewable, for a further two (2) terms of three (3) years
- 4.01.03 Any Director having served three (3) complete terms consecutively will not be eligible for appointment until a period of one (1) year has elapsed.
- 4.01.04 Each Director at the time of his or her election must be a member of the Foundation in accordance with these By-Laws.
- 4.01.05 Members of Sackville Memorial Hospital Auxiliary, the Sackville Memorial Hospital Administration and the Friends of the Moncton Hospital may attend meetings of the Board of Directors in an ex-officio capacity without a vote..
- 4.01.06 Each Director shall faithfully attend meetings of the Directors. If a Director is absent for three (3) consecutive regular Director's meetings, membership on the Board shall be automatically suspended, pending a review of the Board. Upon review, the Board may either lift the suspension or remove the Director from the Board.
- 4.01.07 Any vacancy on the Board of Directors occurring by reason of resignation, death, disqualification, retirement or otherwise, shall be filled for the balance of the term by the Board upon the recommendation of a Nominating Committee established by the Board. Upon the expiration of the balance of the term, such replacement Director shall be eligible for reappointment for two (2) further terms of three (3) years.

The Sackville Memorial Hospital Foundation Inc.
General By-Laws

4.01.08 Any Director of the Foundation shall cease to hold office upon resolution passed to that effect by the Board at any meeting thereof of which notice specifying intention to pass such resolution shall have been given.

4.02 POWERS

4.02.01 The control and management of the Foundation shall be vested in its Board of Directors.

4.02.02 The Directors of the Foundation shall administer the affairs of the Foundation in all things and may make or cause to be made for the Foundation, any description of contract which the Foundation may by law enter into, and generally may exercise any or all of the rights or powers which the Foundation itself may exercise under its Charter and the laws governing it, during intervals between Meetings of the Members of the Foundation.

4.02.03 The Directors of the Foundation may, from time to time, purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of land, building or other property, moveable or immovable, real or personal, or any interest therein for such consideration and upon such terms and conditions as they may deem advisable.

4.03 DIRECTORS MEETINGS

4.03.01 Regular meetings of the Board of Directors shall be held a minimum of four (4) times per year between consecutive Annual General Meetings of the Members at such time and place as the Board may from time to time determine.

4.03.02 Notice of regular meetings, special meetings or committee meetings of the Directors stating in general terms the purpose or purposes of such meeting(s) shall be given five (5) days before such meeting. Such notice shall be deemed to have been given and received if either mailed by ordinary mail, fax, and email or delivered to the place of residence or employment of each Director.

The Sackville Memorial Hospital Foundation Inc.
General By-Laws

- 4.03.03 The accidental omission to give notice on any meeting, or the non-receipt of any notice by any Director, shall not invalidate any resolution passed or any proceedings taken or any business transacted at any meeting of the Directors.
- 4.03.04 A meeting of all Directors may be held at any time or place without previous notice if all of the Directors are present, or if the absent Director(s) subsequently signs a written waiver of notice of the time, place and purpose of such meeting.
- 4.03.05 Excepting the Chair of the Board of Directors, each Director has only one vote on all matters before the Board of Directors Regular Meeting. In the case of a tie vote, the Chair shall cast a vote to break the tie. Voting shall be taken by voice vote or by a show of hands or if so demanded by any member thereof present, by ballot.
- 4.03.06 At all meetings of the Board of Directors, the majority of Directors shall be necessary and sufficient to constitute a quorum for the transaction of business. If less than a quorum shall be in attendance at the time for which the meeting of the Directors shall have been called, the meeting may, after a lapse of fifteen (15) minutes from the time appointed for holding the meeting, be adjourned by the Directors present for a period not exceeding one (1) month.
- 4.03.07 In the absence of a resolution to the contrary, the order of business at the regular meetings of the Board of Directors shall be as follows:
- Calling the meeting to order.
 - Approval of the Agenda.
 - Adoption of the minutes of the last meeting.
 - Business Arising from the last meeting minutes.
 - Sackville Memorial Hospital Auxiliary Update.
 - Presentation of Reports.
 - Correspondence

The Sackville Memorial Hospital Foundation Inc.
General By-Laws

- Other Business

4.03.08 Minutes shall be kept of each meeting of the Members and the Board and copies of all such minutes shall be circulated amongst all members and Directors following such meeting(s) in a timely basis. Minutes shall include the results of any resolutions carried or not carried along with the name of the proposer and the seconder.

4.03.09 Any question of procedure pertaining to any meeting of the Directors or Committees which have not been provided for in these By-Laws or by applicable statutes shall be determined by the Chair of the meeting in accordance with the latest addition of "Robert's Rules of Order".

4.04 REMUNERATION

4.04.01 Directors shall receive no remuneration for their services except that reimbursements for reasonable out-of-pocket expenses incurred by the Director (s) in carrying out their responsibilities as prescribed by these By-Laws or otherwise, may be made by the Foundation upon authorization by the Board.

4.05 INDEMNIFICATION

4.05.01 Each Director and his or her heirs, executors and administrators shall from time to time and at all times be indemnified and saved harmless out of the funds of the Foundation from and against all costs, charges and expenses whatsoever that such Director sustains or incurs in, about or from any action, suit or proceeding that is brought, commenced or prosecuted against such Director for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of such Director's office and also from and against all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof except costs, charges or expenses that are occasioned by a Director's own wilful neglect or default.

The Sackville Memorial Hospital Foundation Inc.
General By-Laws

4.06 VALIDATION OF IRREGULARITIES

- 4.06.01 All acts done by any meeting of the Board of Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any such Director or persons acting as aforesaid or that they or any of them were qualified, be valid as if such person had been duly elected or appointed and was qualified to be a Director.
- 4.06.02 No Director shall participate in a discussion or debate or vote on any matter in which that individual has a financial interest; is part of a corporation in which that individual or members of that individual's family is a shareholder, director or employee; or any other conflicts of interest of that individual or members of that individual's family.
- 4.06.03 Neither the auditor or the solicitor for the Foundation shall be a Director. They may attend meeting of the Members or the Board at the request of Members, the Board or the Chair of any such meeting.
- 4.06.04 No information concerning the Foundation shall be divulged by a Director, except with the authorization of the Board or in the pursuance of that individual's duties.

4.07 DELEGATION

- 4.07.01 The Directors shall have the power to delegate their authority to an Executive Committee or to such other Committees or Officers or Members of the Foundation as they see fit.

4.08 RESIGNATION

- 4.08.01 Any Director may resign at any time by written notice of resignation addressed to the Board.

The Sackville Memorial Hospital Foundation Inc.
General By-Laws

5. OFFICERS

5.01 OFFICERS

5.01.01 The Officers of the Foundation shall be as follows:

Chair

Vice Chair

Treasurer

Secretary

And such other Officers as may be required from time to time by the Board.

5.01.02 All of the Officers, except the Secretary, must be Directors and shall be elected by the Directors from amongst themselves.

5.01.03 The Secretary shall be appointed by the Board and may, but need not be a Director.

5.02 ELECTION

5.02.01 The Officers of the Foundation shall be elected by the Directors immediately following the Annual General Meeting of the members, which such Officers shall serve until the expiration of the next Annual General Meeting of members.

5.02.02 If the office of Chair, Vice Chair, Treasurer, Secretary, or any other Officer of the Foundation shall become vacant by reason of death, resignation, incapacity or otherwise, the Board may by resolution duly passed at any meeting duly called and held for such purpose, elect or appoint a replacement for the balance of the office so vacated.

5.02.03 Any Officer of the Foundation shall cease to hold office upon resolution passed to that effect by the Board at any meeting thereof of which notice specifying intention to pass such resolution shall have been given.

The Sackville Memorial Hospital Foundation Inc.
General By-Laws

5.03 DUTIES

5.03.01 CHAIR

The Chair of the Foundation shall be the Chief Executive Officer of the Foundation and shall preside at meetings of the Board. He or she shall act as Chair of the Annual General Meeting of the Members if present; shall call the Annual General Meeting of the Members; shall call special meetings whenever the Chair deems it necessary; shall act as an ex-officio member of all committees; shall see that all orders and resolutions of the Board are carried into effect; and shall carry out such other duties as usually pertain to this office.

5.03.02 VICE CHAIR

The Vice Chair of the Foundation shall assist the Chair hereof and shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair, together with such other duties as may from time to time be assigned by the Board.

5.03.03 SECRETARY

The Secretary of the Foundation shall keep proper records of all meetings of the Members and the Directors; shall have charge of all minute books, documents and registers of the Foundation required to be kept by law; shall be custodian of all correspondence to and from the Board; shall be the custodian of the Seal of the Foundation; shall be responsible for giving such notice as is required in these By-Laws of all meeting of members and the Board; and shall perform such other duties as may from time to time be assigned by the Board.

5.03.04 TREASURER

The Treasurer of the Foundation shall have charge of all accounts, monies and securities of the Foundation unless otherwise arranged by the Directors; shall keep full and accurate records of all receipts and disbursements; shall provide full and accurate reports of all financial holdings and

The Sackville Memorial Hospital Foundation Inc.
General By-Laws

transactions; shall provide an annual report to the Board showing the financial position of the Foundation and such other financial reports as the Board may from time to time require; shall have all accounts of the Foundation audited by the auditor appointed and the Annual General Meeting of the Members; and shall perform such other duties as may from time to time be assigned by the Board.

6. COMMITTEES

6.01 STANDING

6.01.01 At the first Board meeting following an Annual General Meeting of the Members of the Foundation and subject to these By-Laws, the Board shall appoint the Chairman and members of the following committees which shall be the standing committees of the Board:

Executive

Finance / Building

Nominating / Communications

Education / Wellness

Fundraising / Planned Giving

6.02 SPECIAL

6.02.01 The Board of Directors may appoint such other Committees and their Terms of Reference and Chair as may be desirable from time to time. Such Committees shall only have authority, powers and responsibilities as may be specifically delegated to them by the Board.

The Sackville Memorial Hospital Foundation Inc.
General By-Laws

6.03 RESPONSIBILITIES

6.03.01 Executive Committee

The Executive Committee shall consist of the Officers of the Board of Directors. A quorum of the Executive Committee shall be any three (3) Officers. The Executive Committee shall have the power to transact all regular business between the regular meetings of the Directors unless otherwise specified by the Directors, and shall report such actions to the Directors at the next meeting. Minutes of the Executive Committee meetings shall be circulated among the Directors. The Executive Committee shall carry out such other duties as may be delegated from time to time by the Board of Directors.

6.03.02 Finance / Building Committee

The Finance / Building Committee shall consist on a minimum of three (3) Directors including the Treasurer and may include other resources as required. The Committee shall advise the Board of Directors in regard to all financial aspects of the Foundation in respect to revenues, expenditures, transfer of funds and investments and from time to time, as required, review, recommend and oversee professional management services for the Tantramar Community Health Centre (TCHC).

6.03.03 Nominating / Communications Committee

The Nominating / Communications Committee shall include a minimum of two (2) Directors, including the Chair and may include external members where possible. The Nominating component shall present to the Annual General Meeting of the Members a proposed list of Directors to fill vacancies on the Board of Directors, and to present to the Annual General Meeting of Directors a list of the nominations for Officers and Committee Chairs. The Communications component shall be responsible for implementing specific communications functions and activities as needed.

The Sackville Memorial Hospital Foundation Inc.
General By-Laws

6.03.04 Education / Wellness Committee

The Education / Wellness Committee shall include a minimum of two (2) Directors including the Chair, along with staff management from the Sackville Memorial Hospital. The Education component oversees the expenditures to staff of the Sackville Memorial Hospital for travel and course education expenses. The Wellness component will explore programs that promote wellness in the community and may contribute financially to insure their success.

6.03.05 Fundraising Planned Giving Committee

The Committee shall include a minimum of Two (2) Directors including the Chair, and may include external members where possible. The Fundraising / Planned Giving Committee shall co-ordinate all aspects of fundraising through donor contributions and relevant activities; and shall oversee the planned giving program. The Committee shall ensure that procedures are in place that respects the dignity and privacy of donors and those who benefit from such activities and both donors and the Sackville Memorial Hospital Foundation are well served. Committee members shall become thoroughly familiar with the various types of planned gifts.

7. BANKING

7.01 INVESTMENT OF MONEY

7.01.01 All monies received by or on behalf of the Foundation shall be deposited or invested in such a manner as designated by the Board.

7.01.02 Funds shall be segregated between those funds that are required to meet defined obligations (expendable funds) and those funds that can be endowed or invested for a longer period of time (endowed funds).

The Sackville Memorial Hospital Foundation Inc.
General By-Laws

- 7.01.03 Expendable Funds shall be invested in accordance with the Expendable Funds Investment Policy, whose objective is to preserve capital and provide a reasonable rate of return while investing in liquid investments.
- 7.01.04 Endowed Funds shall be invested in accordance with the Endowed Funds Investment Policy, whose objective is to achieve long term capital appreciation with a low risk of loss of capital.
- 7.01.05 The Investment Policy of the Foundations sets out the limitations on asset mix and eligible and non-eligible investment types.

7.02 BORROWING

- 7.02.01 The Directors of the Foundation are hereby authorized from time to time to borrow money upon the credit of the Foundation in such amounts and on such terms as may be deemed expedient by obtaining loans or advances, or by way of overdraft or otherwise; to mortgage, hypothecate, charge or pledge or give security in any manner whatsoever upon, all or any of the property, real and personal, immovable and moveable, undertaking and rights of the Foundation present or future to secure any debentures or other securities of the Foundation, present or future or any money borrowed or to be borrowed or any obligation or liability of the Foundation future of present.
- 7.02.02 The Directors of the Foundation are hereby authorized to delegate to such Officer or Director of the Foundation as the Directors may designate, all or any of the foregoing powers as listed in 7.02.01 to such extent and in such manner as the Directors may determine.

The Sackville Memorial Hospital Foundation Inc.
General By-Laws

7.03 DISTRIBUTION OF BENEFITS

- 7.03.01 The Board shall, in carrying out the objects of the Foundation, distribute such portion or portions of the income of the Foundation from time to time as the Board, by resolution, shall determine, but only in such manner as will continue to qualify the Foundation as a registered charity within the meaning of the Income Tax Act (Canada) or other rules of the Canadian Revenue Agency.

8. CONTRACTS

8.01 EXECUTION

- 8.01.01 Contract, certificates, documents or instruments in writing made in the ordinary course of business requiring the signature of the Foundation may be signed by any two (2) of the authorized Officers of the Foundation or by an official duly authorized by the Board, and all contracts and documents or instruments in writing so signed shall be binding upon the Foundation without any further authorization or formality.
- 8.01.02 The Board may from time to time by resolution, appoint any Officer or Officers or any person or persons on behalf of the Foundation either to sign contracts, certificates, documents or instruments in writing generally or to sign specific contracts, certificates, documents or instruments in writing.

9. SEAL

9.01 USE

- 9.01.01 The Seal of the Foundation may when required, be affixed to contracts, certificates, documents or instruments in writing signed by any Officer or Officers, person or persons by resolution of the Board.

The Sackville Memorial Hospital Foundation Inc.
General By-Laws

- 9.01.02 The Seal of the Foundation shall consist of the words “The Sackville Memorial Hospital Foundation Incorporated, Incorporated 1961 New Brunswick”, written, engraved or impressed, and shall be attested by the signature of the signing Officers unless otherwise ordered by the Directors.

10. AUDITORS

10.01 QUALIFICATION AND DUTIES

- 10.01.01 The accounts of the Foundation shall be audited annually by a qualified individual or firm of independent public accountants to be appointed by the Members at the Annual General Meeting of Members.
- 10.01.02 A person who is in partnership with a Director or an employee or the spouse of such person shall not be eligible for such appointment.
- 10.01.03 The auditor shall audit and report upon the audit and the financial affairs of the Foundation to the Members at their next Annual General Meeting of Members with such recommendations as that individual(s) sees fit.
- 10.01.04 Any interim vacancy in the office of auditor may be filled by the Board of Directors.
- 10.01.05 The Auditor shall hold office until the next Annual General Meeting of Members.

11. FISCAL YEAR

- 11.01.01 The fiscal year of the Foundation shall be the period from April 1st to the 31st of March following.

12. DISSOLUTION OR WINDING UP

12.01 PROCEDURE

- 12.01.01 In the event of the dissolution or winding up of the Foundation, all of the assets remaining after payment of all liabilities shall be distributed to one or more Registered Charities in Canada to be selected by the Board of Directors,

**The Sackville Memorial Hospital Foundation Inc.
General By-Laws**

in accordance with the rules, regulations and requirements
of the Income Tax Act (Canada).

13. AMENDMENTS

13.01 CHANGES

- 13.01.01 These By-Laws may be enlarged, amended or repealed in whole or in part, by a two-thirds (2/3) vote of the membership present at any Members' Meeting, provided that notice of intention of such enlargement, amendment or repeal shall have been given on notice of the meeting at which such enlargement, amendment or repeal is to be considered.
- 13.01.02 The Board of Directors may repeal, amend or re-enact any such By-Law; but every such By-Law, and every repeal, amendment or re-enactment thereof, unless in the meantime confirmed at the next Annual General Meeting of Members, and in default of confirmation thereat shall at and from time cease to have force.

Replaces April 1, 2002

Approved by the Members and the Board June 19, 2013

Andrew Marr, Chair

Date

Nancy Parker, Secretary

Date