
BY-LAW NO. 8

OF

**NORTHERN ONTARIO SCHOOL OF MEDICINE /
ÉCOLE DE MÉDECINE DU NORD DE L'ONTARIO**



Northern Ontario
School of Medicine
École de médecine
du Nord de l'Ontario

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TABLE OF CONTENTS

PART I – INTERPRETATION	1
SECTION 1 – INTERPRETATION.....	1
PART II – THE CORPORATION	3
SECTION 2 – REGISTERED OFFICE	3
SECTION 3 – CORPORATE SEAL.....	3
SECTION 4 – FINANCIAL YEAR OF THE CORPORATION.....	3
PART III – MEMBERS OF THE CORPORATION	3
SECTION 5 – MEMBERS OF THE CORPORATION.....	3
SECTION 6 – ANNUAL MEETING OF MEMBERS	4
SECTION 7 – BUSINESS AT THE ANNUAL MEETING.....	4
SECTION 8 – SPECIAL MEETING OF MEMBERS.....	4
SECTION 9 – QUORUM FOR MEETINGS OF MEMBERS	4
SECTION 10 – VOTING	5
SECTION 11 – ADJOURNED MEETING.....	5
SECTION 12 – DISPUTE RESOLUTION MECHANISMS FOR MEMBERS	6
PART IV – BOARD OF DIRECTORS.....	6
SECTION 13 – COMPOSITION OF BOARD OF DIRECTORS.....	6
SECTION 14 – BOARD DUTIES AND RESPONSIBILITIES.....	7
SECTION 15 – RESPONSIBILITIES AND EXPECTATIONS AS AN INDIVIDUAL DIRECTOR	7
SECTION 16 – QUALIFICATIONS OF DIRECTORS	7
SECTION 17 – NOMINATION PROCEDURE FOR ELECTION OF DIRECTORS	8
SECTION 18 – TERM.....	8
SECTION 19 – VACANCY.....	8
SECTION 20 – REMUNERATION OF DIRECTORS	9
SECTION 21 – CONFIDENTIALITY AND COMMUNICATIONS.....	9
SECTION 22 – CONFLICT OF INTEREST	9
SECTION 23 – INDEMNITIES TO DIRECTORS AND OFFICERS	10
SECTION 24 – PROCEDURES FOR BOARD AND BOARD COMMITTEE MEETINGS.....	12
SECTION 25 – REGULAR BOARD MEETINGS.....	13
SECTION 26 – SPECIAL BOARD MEETINGS	13
SECTION 27 – MEETING CHAIR	13
SECTION 28 – QUORUM FOR BOARD MEETINGS	13
SECTION 29 – VOTING	13
PART V – OFFICERS.....	14
SECTION 30 – OFFICERS	14
SECTION 31 – CHAIR AND VICE-CHAIR	14
SECTION 32 – DEAN.....	15
SECTION 33 – SECRETARY	15
SECTION 34 – DUTIES OF OFFICERS.....	15

PART VI – BOARD COMMITTEES	15
SECTION 35 – BOARD COMMITTEES.....	15
SECTION 36 – FUNCTIONS, DUTIES, RESPONSIBILITIES AND POWERS OF BOARD COMMITTEES	16
SECTION 37 – BOARD COMMITTEE MEMBERS, CHAIR.....	16
SECTION 38 – PROCEDURES FOR BOARD COMMITTEE MEETINGS.....	16
SECTION 39 – QUORUM FOR BOARD COMMITTEE MEETINGS	16
SECTION 40 – VOTING FOR BOARD COMMITTEES.....	16
SECTION 41 – SEARCH COMMITTEE OF THE BOARD	16
PART VII – ACADEMIC COUNCIL.....	17
SECTION 42 – ACADEMIC COUNCIL.....	17
PART VIII – FINANCE	17
SECTION 43 – BORROWING AND BANKING	17
SECTION 44 – INVESTMENTS	18
SECTION 45 – DEPOSIT OF SECURITIES FOR SAFEKEEPING.....	18
SECTION 46 – SIGNING OFFICERS.....	18
SECTION 47 – BOOKS AND RECORDS	18
SECTION 48 – ENDOWMENT BENEFITS.....	19
SECTION 49 – AUDITOR.....	19
SECTION 50 – NOTICE	19
PART IX – AMENDMENTS TO BY-LAWS	19
SECTION 51 – AMENDMENTS TO BY-LAWS	19
SECTION 52 – EFFECTIVE DATE AND REPEAL	20

BY-LAW NO. 8

Being a By-law relating generally to the conduct of the activities and affairs of

NORTHERN ONTARIO SCHOOL OF MEDICINE / ÉCOLE DE MÉDECINE DU NORD DE L'ONTARIO

PART I – INTERPRETATION

SECTION 1 – INTERPRETATION

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

- (a) **“Academic Council”** means the Academic Council of the Corporation.
- (b) **“Academic Staff”** includes professors, associate professors, assistant professors, lecturers, associates, instructors, teaching assistants, demonstrators, librarians, stipendiary faculty members, and all others engaged in the work of research, teaching or giving instruction at the Corporation, whether or not they are employees of the Corporation.
- (c) **“Act”** means the *Corporations Act* (Ontario) and, once proclaimed in force, the *Not-for-profit Corporations Act, 2010* (Ontario), and where the context requires, includes the regulations made under it and any statute that may be substituted therefor, as amended from time to time.
- (d) **“Acting Chair”** means any Director elected to chair a Board meeting or a meeting of the Members, if the Chair and Vice-Chair are both absent and otherwise unavailable.
- (e) **“Auditor”** means the auditor of the Corporation.
- (f) **“Board”** means the governing body of the Corporation, being its board of directors.
- (g) **“Board Committee”** means the standing committees and *ad hoc* committees established by the Board.
- (h) **“Board Policy Manual”** means the written policies and procedures adopted by the Board concerning Board governance of the Corporation, as amended from time to time.
- (i) **“Chair”** means the Chair of the Board.

- (j) **“Corporation”** means the Northern Ontario School of Medicine / École de médecine du Nord de l’Ontario.
- (k) **“Dean”** means the Dean of Medicine of the Corporation.
- (l) **“Director”** means a member of the Board.
- (m) **“Ex-Officio”** means membership by virtue of office and includes all the rights and obligations of office, including the right to vote, unless otherwise provided.
- (n) **“Family Member”** means a spouse, parent or child who normally resides with any person, and includes the Partner of any person, as hereinafter defined.
- (o) **“Honorary Members”** means Members of the Corporation described in Section 5.3.
- (p) **“Lakehead University”** means Lakehead University, as incorporated under *An Act Respecting Lakehead University*, Statutes of Ontario, 1965 Chapter 54.
- (q) **“Laurentian University”** means Laurentian University of Sudbury, as incorporated under *An Act to Incorporate Laurentian University of Sudbury*, Statutes of Ontario, 1960 Chapter 151, as amended by 1961-62, Chapter 154.
- (r) **“Learners”** may include undergraduate medical students, postgraduate medical trainees and other health professional trainees.
- (s) **“Members”** means the Voting Members and the Honorary Members.
- (t) **“Officer”** means an officer of the Corporation.
- (u) **“Partner”** means one of two persons who have lived together for at least one year and have a close personal relationship that is of primary importance in both persons’ lives.
- (v) **“President of Lakehead University”** means the President and Vice-Chancellor of Lakehead University, Thunder Bay, Ontario.
- (w) **“President of Laurentian University”** means the President and Vice-Chancellor of Laurentian University of Sudbury, Sudbury, Ontario.
- (x) **“Provost of Lakehead University”** means the provost of Lakehead University, Thunder Bay, Ontario.
- (y) **“Provost of Laurentian University”** means the provost of Laurentian University of Sudbury, Sudbury, Ontario.
- (z) **“Search Committee”** means a Search Committee of the Board.
- (aa) **“Secretary”** means the Secretary of the Board and of the Corporation.

- (bb) **“Treasurer”** means the Treasurer of the Corporation.
- (cc) **“Vice-Chair”** means the Vice-Chair of the Board.
- (dd) **“Voting Members”** means the Members of the Corporation described in Section 5.2.

1.2 In this By-law and in all other by-laws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number include the plural number and vice-versa; words importing one gender include all genders, as the case may be; and references to persons shall include firms and corporations.

PART II – THE CORPORATION

SECTION 2 – REGISTERED OFFICE

2.1 The registered office of the Corporation shall be situated at the location of the Voting Member whose president or provost is then the Chair, as the Board may from time to time determine.

SECTION 3 – CORPORATE SEAL

3.1 Until changed by resolution of the Board, the seal which is impressed hereon shall be the corporate seal of the Corporation.

SECTION 4 – FINANCIAL YEAR OF THE CORPORATION

4.1 The financial year of the Corporation shall terminate on the 30th day of April of each year or as the Board may from time to time determine.

PART III – MEMBERS OF THE CORPORATION

SECTION 5 – MEMBERS OF THE CORPORATION

5.1 There shall be two classes of Members in the Corporation, namely Voting Members and Honorary Members.

5.2 Voting Members

- (a) The Voting Members shall consist of:
 - (i) Lakehead University; and
 - (ii) Laurentian University.
- (b) Voting Members shall be eligible to attend all meetings of the Members and are entitled to one vote at all meetings of the Members. Voting Members may vote through a duly authorized representative or proxy as described in Section 10.2.

5.3 Honorary Members

- (a) The Honorary Members shall consist of the elected and *Ex-Officio* Directors from time to time of the Corporation who shall be *Ex-Officio* Honorary Members for so long as they serve as Directors.
- (b) Honorary Members shall be eligible to attend all meetings of the Members but shall not be entitled to vote at any meeting of the Members.

5.4 There shall be no dues or fees payable by the Members.

5.5 A membership in the Corporation is not transferable.

5.6 Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

SECTION 6 – ANNUAL MEETING OF MEMBERS

6.1 The annual meeting of the Members shall be held each year within Ontario at a date, time and place determined by the Board. The Secretary shall ensure that a notice of the annual meeting of the Members is provided at least ten days in advance of the meeting.

SECTION 7 – BUSINESS AT THE ANNUAL MEETING

7.1 The annual meeting of the Members shall be held for the purpose of receiving the reports and statements required by the *Act* to be placed before the annual meeting, electing Directors, appointing the Auditor and fixing or authorizing the Board to fix the Auditor's remuneration, and for the transaction of such other business as may be properly brought before the meeting.

SECTION 8 – SPECIAL MEETING OF MEMBERS

8.1 The Board may at any time call a special meeting of the Members for the transaction of any business. A special meeting of the Members may also be called by the Members as provided in the *Act*. Notice of a special meeting of the Members must state the nature of the business to be transacted at the special meeting in sufficient detail to permit a Member to form a reasoned judgment on the business and state the text of any special resolution to be submitted to the meeting.

SECTION 9 – QUORUM FOR MEETINGS OF MEMBERS

9.1 A quorum for the transaction of business at an annual or special meeting of the Members shall be both Voting Members present by a duly appointed representative or proxyholder and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

SECTION 10 – VOTING

10.1 Unless otherwise required by the provisions of the *Act* or this By-law, all questions proposed for consideration at a meeting of the Members shall be decided by unanimous vote of the Voting Members. In the case of an equality of votes, the Voting Members shall decide by vote whether to invoke the dispute resolution mechanism outlined in Section 12 and such mechanism shall be invoked if either or both of the Voting Members vote to do so.

10.2 Voting Members at meetings of the Members may by means of a proxy or approved instrument appoint a person who need not be a Voting Member as its nominee, to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy or such instrument. A proxy or such instrument shall be in writing, executed by the Voting Member entitled to vote or its attorney authorized in writing, or, if the Voting Member is a body corporate, under its corporate seal or by an officer or attorney thereof duly authorized, and is valid only at the meeting for which it is given or, if that meeting is adjourned, at the meeting that constitutes the adjourned meeting. Subject to the requirements of the *Act*, a proxy or such instrument may be in such form as the Board from time to time prescribes or in such other form as the chair of the meeting may accept as sufficient, and shall be deposited with the Secretary at least one hour prior to any meeting. Each Voting Member shall appoint its proxy or representative through action of its respective board of governors, provided that neither Voting Member shall appoint as its proxy or representative the President or Provost of Laurentian University or Lakehead University.

10.3 At all meetings of the Members every question shall be decided by a show of hands. Upon a show of hands, every Voting Member, or proxyholder or representative for a Voting Member, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

SECTION 11 – ADJOURNED MEETING

11.1 If, within one-half hour after the time appointed for a meeting of the Members, a quorum is not present, the meeting shall stand adjourned until a day within two weeks to be determined by the Board.

11.2 At least three days' notice of the adjourned meeting of the Members shall be given.

11.3 Any questions of procedure at or for any meetings of the Members that have not been provided for in this By-law or by the *Act* shall be determined by the Chair or Acting Chair in accordance with an acceptable procedural text.

SECTION 12 – DISPUTE RESOLUTION MECHANISMS FOR MEMBERS

12.1 Non-Academic Disputes

- (a) Any non-academic dispute arising between the Voting Members in respect of which the dispute resolution mechanism is invoked pursuant to Section 10.1, will be resolved in the following manner:
 - (i) As a first alternative, the Voting Members shall jointly choose a president of a university with a faculty of medicine who, in turn at that president's sole discretion, shall either then choose two other presidents of universities with faculties of medicine or shall act as sole member of the dispute resolution body. The dispute resolution body, if comprised of more than one individual, would have as the chair, the president jointly chosen by the Voting Members. A majority decision shall prevail. Such body shall endeavour to resolve the dispute finally, and without reference to the judicial system, within 60 days of reference of the dispute to the body.
 - (ii) In the event that within ten days from the date the dispute resolution mechanism is invoked, the Voting Members do not jointly choose a president, then each Voting Member shall within ten further days separately identify a president of a university, which has a faculty of medicine. The dispute shall then be referred to these two presidents and they shall choose within ten days a third president of a university, which has a faculty of medicine, and that third president shall act as chair and voting member of the dispute resolution body. A majority decision shall prevail. The three presidents shall endeavour to resolve the dispute finally, and without reference to the judicial system, within 60 days of reference to them.

12.2 Academic Disputes

- (a) Any academic dispute arising between the Voting Members with respect to the Corporation shall be resolved in accordance with the dispute resolution mechanism that shall be determined by the Voting Members.

PART IV – BOARD OF DIRECTORS

SECTION 13 – COMPOSITION OF BOARD OF DIRECTORS

13.1 The Board shall consist of 19 Directors as follows:

- (a) Three *Ex-Officio* Directors, being:
 - (i) the President or, if so delegated by the President, the Provost of Lakehead University;

- (ii) the President or, if so delegated by the President, the Provost of Laurentian University; and
 - (iii) the Dean of Medicine.
- (b) Sixteen elected Directors who satisfy the criteria set out in Section 16 and who are elected by the Voting Members in accordance with Section 17 or appointed in accordance with Section 19.2.

SECTION 14 – BOARD DUTIES AND RESPONSIBILITIES

14.1 The Board shall govern and oversee the management of the activities and affairs of the Corporation and may exercise all such other powers and do all such other acts and things as the Corporation is, by its articles, by-laws and applicable laws and regulations authorized to exercise and do. In doing so, the Board shall govern in accordance with the *Principles of Governance and Board Accountability* and shall assume responsibility for the matters described in the *Roles and Responsibilities of the Board of Directors*, as set out in the Board Policy Manual.

14.2 The Board shall have no responsibility for managing and directing the medical education program of the Corporation, unless expressly provided for in this By-law.

SECTION 15 – RESPONSIBILITIES AND EXPECTATIONS AS AN INDIVIDUAL DIRECTOR

15.1 In exercising his or her powers and discharging his or her duties to the Corporation, every Director shall assume responsibility for the matters described in the *Responsibilities and Expectations as an Individual Director* and sign a *Director's Declaration*, as set out in the Board Policy Manual.

SECTION 16 – QUALIFICATIONS OF DIRECTORS

16.1 Except for the *Ex-Officio* Directors described in Section 13.1(a), no other employee of the Corporation, and no Family Member of any employee of the Corporation, shall be eligible for election or appointment to the Board.

16.2 Each Director shall:

- (a) be at least 18 years of age;
- (b) not have the status of bankrupt;
- (c) not be found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property; and
- (d) not be found to be incapable by any court in Canada or elsewhere.

SECTION 17 – NOMINATION PROCEDURE FOR ELECTION OF DIRECTORS

17.1 Nominations made for the election of Directors at a meeting of the Members may be made only by the Board in accordance with this By-law and any applicable Board-approved policies.

SECTION 18 – TERM

18.1 The Directors to be elected pursuant to Section 13.1(b) who are Learners shall be elected for a term of one year. Each such Director shall be eligible for re-election for one further term of one year.

18.2 To achieve the staggering of terms of elected Directors who are not Learners, the first slate of Directors who are not Learners to be elected pursuant to Section 13.1(b) following the coming into effect of this By-law shall be elected for a term of one, two or three years. The term of office for the first slate of Directors who are not Learners shall be fixed by the Members, upon the recommendation of the Governance Committee and the Board. Thereafter, the Directors to be elected pursuant to Section 13.1(b) who are not Learners shall be elected for a term of three years. Each such Director shall be eligible for re-election provided that the Director shall not be elected or appointed for a term that will result in the Director serving more than six consecutive years.

18.3 In determining a Director's length of service as a Director, service before the coming into effect of this By-law shall be included.

18.4 Where a Director is appointed or elected to fill a vacancy on the Board, the partial term shall be excluded in the calculation of the maximum years of service.

18.5 Each elected Director shall hold office until the earlier of the date on which the office is vacated under Section 19.1 or until the end of the meeting at which his or her successor is elected or appointed.

SECTION 19 – VACANCY

19.1 The office of an elected Director shall automatically be vacated if:

- (a) a Director by notice in writing to the Corporation resigns office, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- (b) a Director fails to meet the attendance requirements described in the *Responsibilities and Expectations of Individual Directors*, as set out in the Board Policy Manual, without explanation satisfactory to the Board;
- (c) at a meeting of the Members, a resolution is passed unanimously by the Voting Members removing the Director before the expiration of the Director's term, provided that the Director shall be granted the opportunity to be heard at such meeting;

- (d) a Director becomes a person referred to in Sections 16.2(b), 16.2(c) or 16.2(d) or
- (e) a Director dies.

19.2 If a vacancy occurs among the elected Directors for any reason set out in Section 19.1, so long as there is a quorum of Directors in office, the Board shall fill the vacancy in accordance with the applicable requirements set out in Section 13 and Section 16, and such person shall be a Director until the next annual meeting of the Members.

19.3 At the next annual meeting of the Members, in addition to the election of Directors to fill the vacancies caused by the expiry of Directors' terms, an additional Director or Directors, as the case may be, shall be elected in accordance with the applicable requirements and procedures set out in Section 13, Section 16 and Section 17 to fill the unexpired term created by any vacancy referred to in Section 19.1.

SECTION 20 – REMUNERATION OF DIRECTORS

20.1 The Directors shall serve as such without remuneration and no Director shall, directly or indirectly, receive any profit from his or her position as such, provided that a Director may be reimbursed reasonable expenses incurred by him or her in the performance of his or her duties.

SECTION 21 – CONFIDENTIALITY AND COMMUNICATIONS

21.1 Every Director, Officer, Board Committee member and every employee of the Corporation shall respect the confidentiality of matters brought before the Board or before any Board Committee or dealt with in the course of the employee's employment, however, this shall not apply to matters that the Chair, Vice-Chair or Dean believe are required and desirable to be disclosed to the Voting Members and such matters shall be held in confidence by the Voting Members.

21.2 The Chair is responsible for Board communications and may delegate authority to appropriate persons of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure.

SECTION 22 – CONFLICT OF INTEREST

22.1 Every Director who is in any way directly or indirectly interested in a proposed or existing contract or transaction with the Corporation, including a proposed consulting contract with a Family Member of the Director, and every Director whose Family Member is acting as a consultant to the Corporation, shall disclose to the Corporation or request to have entered in the minutes of the Board meeting the nature and extent of his or her interest. Such a Director shall not attend any part of a Board meeting during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction unless the contract or transaction is one for indemnity or insurance.

22.2 In the case of a proposed contract or transaction, the disclosure referred to in Section 22.1 shall be made at the Board meeting at which the proposed contract or transaction is first considered or, if the Director is not at the date of that Board meeting interested in the proposed

contract or transaction, at the first Board meeting held after he or she becomes so interested, and, in a case where the Director becomes interested after a contract is made or a transaction is entered into, the disclosure shall be made at the first Board meeting held after he or she becomes so interested, and, if the person who is interested in a contract or transaction later becomes a Director, the disclosure shall be made at the first Board meeting after he or she becomes a Director.

22.3 A general notice given to the Directors by a Director disclosing that he or she is to be regarded as interested in any contract or transaction or proposed contract or transaction made with any other corporation, association, agency, institution, public authority or person, shall be sufficient disclosure of interest in relation to any such contract or transaction, but no such notice is effective until it is given at a Board meeting or the Director takes reasonable steps to ensure that it is brought up and read at the next Board meeting after it is given.

22.4 If a Director has disclosed his or her interest in a proposed or existing contract or transaction in compliance with the provisions of this Section 22 and has not voted in respect of the contract or transaction, the Director is not accountable to the Corporation or to any of its Members or creditors for any profit or gain realized from the contract or transaction, and the contract or transaction is not void or voidable by reason only of the Director holding that office or the fiduciary relationship thereby established, provided the contract or transaction was reasonable and fair to the Corporation when it was approved by the Board.

22.5 Despite anything to the contrary in this Section, a Director is not accountable to the Corporation or to any of its Members or creditors for any profit or gain realized from such contract or transaction and the contract is not by reason only of the Director's interest therein void or voidable if it is confirmed by the majority of the votes cast at a special meeting of the Members duly called for that purpose, if the nature and extent of the Director's interest in the contract or transaction is disclosed in reasonable detail in the notice calling the meeting, if it was reasonable and fair to the Corporation, and if the Director acted honestly and in good faith in respect of the contract or transaction.

22.6 Neither Directors nor their Family Members shall enter into any proposed contract or transaction with the Corporation, unless:

- (a) they enter a competitive bid in writing; and
- (b) the Director has, in accordance with the foregoing provisions, disclosed the nature and extent of his or her interest in the contract or transaction and refrained from voting on the matter.

SECTION 23 – INDEMNITIES TO DIRECTORS AND OFFICERS

23.1 Every Director or Officer or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors and administrators, and estates and effects, respectively, may, with the consent of the Corporation, given at any meeting of the Members, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever that he, she or it sustains or incurs in or about any action, suit or proceeding that is brought, or commenced or prosecuted against him, her or it for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, her or it in or about the execution of the duties of his, her or its office; and
- (b) all other costs, charges and expenses that he, she or it sustains or incurs in or about or in relation to the affairs thereof,

except such costs, charges or expenses as are occasioned by his, her or its own wilful neglect or default.

23.2 The indemnity provided for in the preceding paragraph:

- (a) shall not apply to any liability that a Director or Officer may sustain or incur as the result of any act or omission by virtue of being a member of the Academic Staff;
- (b) shall be applicable only if the Director or Officer acted honestly and in good faith with a view to the best interests of the Corporation; and
- (c) in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, shall be applicable only if the Director or Officer had reasonable grounds for believing that his or her conduct was lawful.

23.3 No Director or Officer shall be liable for:

- (a) the acts, neglects or defaults of any other Director, Officer or employee;
- (b) joining in any act for conformity;
- (c) any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- (d) the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be invested;
- (e) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited; or
- (f) any other loss, damage or expense whatever which may happen in the execution of the duties of his or her respective office or trust in relation thereto,

unless the same shall happen by or through his or her own wilful act or default.

23.4 Subject to the *Act* and any other applicable legislative requirements, the Corporation may purchase and maintain in force such insurance for the benefit of any person referred to in Sections 23.1, 23.2 or 23.3 as the Board may from time to time determine.

SECTION 24 – PROCEDURES FOR BOARD AND BOARD COMMITTEE MEETINGS

24.1 Board and Board Committee meetings may be held at any place within Ontario, as designated in the notice calling the meeting. Board meetings may be called by the Chair, Vice-Chair or a majority of the Directors. Board Committee meetings may be called as provided in their terms of reference.

24.2 A certificate duly executed by the Secretary or Chair that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors or Committee members, as applicable, are present or if those absent have signified in writing their consent to the meeting being held without notice and in their absence.

24.3 The Secretary shall give notice of the Board meetings and Board Committee meetings to the Directors and Board Committee members, as applicable. If notice is to be given, it shall be delivered, faxed, e-mailed or telephoned to each Director or Board Committee member, as applicable, at least 48 hours in advance of the meeting or shall be mailed to each Director or Board Committee member, as applicable, at least seven days in advance of the meeting.

24.4 The Board and any Board Committee may hold meetings by such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate simultaneously and instantaneously with each other, provided that:

- (a) each Director or Board Committee member, as applicable, has consented in advance either generally or in respect of a particular meeting to meetings being held by such means; and
- (b) the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the manner in which security issues should be handled, and in the case of meetings held by electronic or other communication facilities other than telephone, addressing the procedure for establishing the quorum and recording of votes.

24.5 Minutes shall be kept for all Board meetings and for all Board Committee meetings. A record of the proceedings of each Board meeting and Board Committee meeting shall be kept in a book provided for such purpose. The minutes of every Board meeting shall be submitted at the next Board meeting and after adoption by the Board, the minutes shall be signed by the Chair or Acting Chair. Such minutes shall be open to the inspection of any Director at any time during regular office hours in the office of the Secretary. A draft of the minutes of each Board meeting and Board Committee meeting as prepared by the Secretary shall be sent to each Director or Board Committee member, as applicable, as soon as possible after such meeting.

24.6 All matters for inclusion in the agenda of Board meetings must be in the hands of the Secretary at least ten working days (exclusive of holidays) prior to the day of the meeting at

which they are presented, and only matters which have been so placed in the hands of the Secretary shall be included in the agenda.

24.7 Any questions of procedure at or for any Board meetings or of any Board Committee meetings that have not been provided for in this By-law or by the *Act* shall be determined by the Chair or Acting Chair in accordance with an acceptable procedural text.

SECTION 25 – REGULAR BOARD MEETINGS

25.1 The Board shall hold regular meetings at least once every quarter at a date, time and place named and shall normally meet at Thunder Bay, the City of Greater Sudbury or other northern Ontario communities.

25.2 A regular Board meeting may be held without notice, immediately following the annual meeting of the Members.

25.3 All regular Board meetings shall be open to the public, subject to this By-law and the *Board Meetings Policy* as set out in the Board Policy Manual.

SECTION 26 – SPECIAL BOARD MEETINGS

26.1 The Chair may call special Board meetings. If a majority of Directors so request in writing, the Secretary shall call a special Board meeting.

26.2 Notice of a special Board meeting shall be given either by delivery, telephone, fax or e-mail at least 48 hours in advance of the meeting.

SECTION 27 – MEETING CHAIR

27.1 The Chair shall be the chair of a Board meeting. If the Chair is absent or otherwise unavailable, the Vice-Chair shall be the chair of the meeting. If the Chair and Vice-Chair are both absent or otherwise unavailable, the Acting Chair shall be the chair of the meeting.

SECTION 28 – QUORUM FOR BOARD MEETINGS

28.1 Subject to Section 51.2, a majority of the Directors shall constitute a quorum for any Board meeting. If vacancies on the Board are not filled within 30 days, then the quorum for any Board meeting becomes the majority of the number of Directors left on the Board until the vacancies are filled.

SECTION 29 – VOTING

29.1 Each Director is authorized to exercise one vote unless otherwise specified in the *Act*.

29.2 Unless otherwise specified in this By-law or the *Act*, business arising at any Board meeting or at any Board Committee meeting shall be decided by a majority of votes, provided that:

- (a) subject to subparagraph (d), votes shall be taken in the usual way by show of hands among all Directors or Committee members present;
- (b) the chair shall have one original vote but shall not have a second vote;
- (c) in the event of a tie, the motion is lost;
- (d) votes shall be taken by written ballot if so demanded by the chair or any Director (or for Board Committee meetings, any Board Committee member) present; and
- (e) a declaration by the chair that a resolution, vote or motion has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, vote or motion.

PART V – OFFICERS

SECTION 30 – OFFICERS

30.1 The Corporation shall have the following Officers:

- (a) Chair;
- (b) Vice-Chair;
- (c) Dean;
- (d) Secretary; and
- (e) such other officers as the Board may from time to time determine.

30.2 The Chair and Vice-Chair shall be determined in accordance with Section 31.1.

30.3 The Dean shall be determined in accordance with Section 32.1.

30.4 The Secretary shall be determined in accordance with Section 33.1.

30.5 Unless otherwise provided for in this By-law, each Officer shall be appointed to hold office for a term of one year or until his or her successor shall have been duly appointed. Non-academic Officers may be removed by resolution of the Board. Except for the Dean, the Chair and the Vice-Chair, who shall be Directors, Officers need not be Directors or Members.

SECTION 31 – CHAIR AND VICE-CHAIR

31.1 The president or provost of one of the Voting Members shall be the Chair and the president or provost of the other Voting Member shall be the Vice-Chair, in each case for a three-year term. The President of Lakehead University shall be the first Chair and the President of Laurentian University shall be the first Vice-Chair. Following their initial three-year terms, the President or Provost of Lakehead University (who is the ex-officio Director under section Part IV13.1(a)(i)) and the President or Provost of Laurentian University (who is the ex-officio Director under section Part IV13.1(a)(ii)) shall exchange the positions of the Chair and the Vice-Chair and shall continue to do so every three years.

SECTION 32 – DEAN

32.1 The Corporation shall have a Dean, who shall be recommended by the Search Committee for appointment jointly by the Board and by Lakehead University and Laurentian University on such terms and for such duration as the Board may from time to time determine.

32.2 The appointment of the Dean is subject to the approval of the appropriate bodies of each of Lakehead University and Laurentian University within their respective policies.

32.3 The Dean shall function primarily as the chief executive officer of the Corporation and shall act as president for the purposes of the *Act* so long as that statute requires there to be a president of an entity governed by it.

SECTION 33 – SECRETARY

33.1 The Secretary shall be appointed by the Board.

SECTION 34 – DUTIES OF OFFICERS

34.1 The officers shall have the powers and duties described in the *Position Description* for the officer as set out in the Board Policy Manual and such other duties as may be required by statute or as may from time to time be determined by the Board. An officer may delegate the performance of any of his or her duties to another, unless the Board otherwise directs.

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

PART VI – BOARD COMMITTEES

SECTION 35 – BOARD COMMITTEES

35.1 The Board may establish committees from time to time. The Board shall determine the duties of these committees. The Board Committees shall be:

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

35.2 Subject to applicable law, the Board may dissolve any Board Committee by resolution at any time.

SECTION 36 – FUNCTIONS, DUTIES, RESPONSIBILITIES AND POWERS OF BOARD COMMITTEES

36.1 The functions, duties, responsibilities and powers of the Board Committees shall be provided in the Board resolution by which a Board Committee is established, or in the *Board Standing Committees Policy* and terms of reference for the Board Committee as set out in the Board Policy Manual.

SECTION 37 – BOARD COMMITTEE MEMBERS, CHAIR

37.1 Upon the recommendation of the Governance Committee and in accordance with the *Board Standing Committees Policy, The Nominations Process for Elected Directors and Non-Director Members of Board Standing and Ad Hoc Committees* and the terms of reference for each Board Committee as set out in the Board Policy Manual, the Board shall appoint the chair and the members of each Board Committee.

SECTION 38 – PROCEDURES FOR BOARD COMMITTEE MEETINGS

38.1 Board Committee meetings shall be held as provided in the Board resolution by which a Board Committee is established or in the terms of reference for the Board Committee. Each Board Committee shall fix the date, time and place of its meetings.

38.2 All Board Committee meetings shall be closed to the public, subject to this By-law and the *Board Meetings Policy* as set out in the Board Policy Manual.

38.3 Business arising at any Board Committee meeting shall be decided by the procedures set out in Section 24.

SECTION 39 – QUORUM FOR BOARD COMMITTEE MEETINGS

39.1 A quorum for a Board Standing Committee meeting shall consist of a majority of the members of the Board Committee.

39.2 A quorum for a Board sub-committee or ad hoc committee shall have the quorum provided in the Board resolution by which it is established or in its terms of reference.

SECTION 40 – VOTING FOR BOARD COMMITTEES

40.1 Each member of a Board Committee, including those Board Committees that permit non-Directors as members by their terms of reference, shall be entitled to vote, unless otherwise determined by the Board, and each such member is authorized to exercise one vote and, for clarity, the Chair and Vice-Chair shall each have one vote. The procedures for voting described in Section 29.2 shall apply to Board Committees.

SECTION 41 – SEARCH COMMITTEE OF THE BOARD

41.1 The composition of the Search Committee shall be determined jointly by the Board and Lakehead University and Laurentian University.

41.2 The Search Committee shall recommend to the Board, Lakehead University and Laurentian University, candidates for appointment as the Dean.

41.3 The appointment of the Dean is subject to the approval of the appropriate bodies of Lakehead University and Laurentian University within their respective policies.

PART VII – ACADEMIC COUNCIL

SECTION 42 – ACADEMIC COUNCIL

42.1 The Dean shall be an *Ex-Officio* voting member of the Academic Council.

42.2 The Academic Council shall manage and direct the medical education program of the Corporation.

42.3 The membership, constitution and procedures for the Academic Council shall be established by the Dean in accordance with the policies, procedures and practices of Lakehead University and Laurentian University and shall be subject to the approval of the Senates of Lakehead University and Laurentian University.

PART VIII – FINANCE

SECTION 43 – BORROWING AND BANKING

43.1 The Board may from time to time:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell or pledge debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
- (d) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation; and
- (e) authorize any Director, Board Committee or Officer of the Corporation to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions, and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Board may authorize, and to generally manage, transact and settle the borrowing of money by the Corporation.

43.2 The Board may, from time to time, authorize any Officer or employee of the Corporation:

- (a) to negotiate with, deposit, endorse or transfer to a chartered bank or trust company, but only for the credit of the Corporation, all or any bills of exchange, promissory notes, cheques or orders for the payment of money and other negotiable paper;
- (b) to arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bank or trust company;
- (c) to receive all paid cheques and vouchers; and
- (d) to sign the bank's or trust company's form of settlement of balances and release.

SECTION 44 – INVESTMENTS

44.1 The Board may invest and re-invest funds of the Corporation in such manner as may from time to time be determined by the Board, provided such investments are reasonable, prudent and sagacious in the circumstances and do not constitute, either directly or indirectly, a conflict of interest.

SECTION 45 – DEPOSIT OF SECURITIES FOR SAFEKEEPING

45.1 The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such Officer or Officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by the Board and such authority may be general or confined to specific instances.

SECTION 46 – SIGNING OFFICERS

46.1 Documents requiring execution by the Corporation must be signed by the Chair and the Vice-Chair and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may, from time to time, appoint any Officer or Officers or any person or persons on behalf of the Corporation, either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

SECTION 47 – BOOKS AND RECORDS

47.1 The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

SECTION 48 – ENDOWMENT BENEFITS

48.1 No benefit given, devised or bequeathed in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds, except as allowed by Section 44.

SECTION 49 – AUDITOR

49.1 The Voting Members shall, at each annual meeting of the Members, appoint an Auditor who is duly licensed under the provisions of the *Public Accounting Act, 2004* but who shall not be a Director, Officer or employee of the Corporation, or a partner, employee or Family Member of any Member, to hold office until the close of the next annual meeting of the Members.

49.2 The Auditor shall have all the rights and privileges as set out in the *Act* and shall perform the audit function as prescribed therein.

SECTION 50 – NOTICE

50.1 In computing the date when notice must be given under any provision of this By-law requiring a specified number of days notice of any meeting or other event, the date of giving the notice is, unless otherwise provided, included.

50.2 The accidental omission to give notice of any meeting of the Board, of a Board Committee or of the Members, or the non-receipt of any notice by any Director, Board Committee member or Member, or by the Auditor, or any error in any notice not affecting its substance, does not invalidate any resolution passed or any proceedings taken at the meetings. For the purpose of sending notice to any Director, Board Committee member or Member for any meeting or otherwise, the address of the Director, Board Committee member or Member shall be his or her last address, e-mail address or fax number recorded on the books of the Corporation. Any Director, Board Committee member or Member or the Auditor, may at any time waive notice of any meeting and may ratify and approve any or all proceedings taken thereat.

PART IX – AMENDMENTS TO BY-LAWS

SECTION 51 – AMENDMENTS TO BY-LAWS

51.1 Subject to the *Act*, the Board may by resolution make, amend or repeal any by-law that regulates the activities or affairs of the Corporation.

51.2 Any such enactment, amendment or repeal of the by-laws of the Corporation must be approved at a Board meeting at which at least two-thirds of the Directors are present.

51.3 The Board shall submit the by-law, amendment or repeal to the Voting Members at the next meeting of the Members, and the Voting Members may confirm, reject or amend the by-law, amendment or repeal.

51.4 All enactments, amendments and repeals of the by-laws shall receive the affirmative vote of all of the Voting Members at a duly constituted meeting of the Members.

51.5 Notwithstanding any other provision of this By-law, notice of motion to make, amend or repeal any by-law shall be given in a notice calling the Board meeting at which it is intended to present the enactment, amendment or repeal.

51.6 Unless otherwise provided, a by-law, amendment or repeal passed by the Board is effective from the date of the Board resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Voting Members, it remains effective in the form in which it was confirmed. The by-law amendment or repeal ceases to have effect if it is not submitted by the Board to the Members as required under this Section or if it is rejected by the Voting Members. If a by-law, amendment or repeal ceases to have effect, a subsequent resolution of the Board that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Voting Members.

SECTION 52 – EFFECTIVE DATE AND REPEAL

52.1 This By-law shall be effective immediately following confirmation by the Voting Members. By-law No. 7 of the Corporation is repealed as of the effective date 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 made pursuant to, any such by-law prior to its repeal. All Officers and other persons acting under any by-law so repealed shall continue to act as if appointed under this By-law and all resolutions with continuing effect passed under any by-law so repealed shall continue in effect until amended or repealed except to the extent inconsistent with this By-law.

PASSED by the **Board** on **September 21, 2016**.

Dr. Moira McPherson
Chair, NOSM Board of Directors

Ms Gina Kennedy
Secretary, NOSM Board of Directors

Confirmed by the unanimous affirmative vote of all **Voting Members** at the annual meeting of the Members duly called on **September 21, 2016**.

LAKEHEAD UNIVERSITY

LAURENTIAN UNIVERSITY

By: _____
Mr. David Tamblyn
Member, Lakehead University

By: _____
Ms. Jennifer Witty
Member, Laurentian University