HOLLAND BLOORVIEW KIDS REHABILITATION HOSPITAL

BY-LAW NO. 2017-1

Amended - June 17, 2026

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HOLLAND BLOORVIEW KIDS REHABILITATION HOSPITAL

BY-LAW NO. 2017-1

WHEREAS the Board of Directors of Holland Bloorview Kids Rehabilitation Hospital deems it expedient to enact a new By-Law in substitution and replacement of By-Law No. 1 2011, approved on January 26, 2011 and all amendments thereto (the "**Predecessor By-Laws**"), of the Corporation heretofore enacted.

NOW THEREFORE BE IT ENACTED and it is hereby enacted that the Predecessor By-Laws as amended as aforesaid, be cancelled and revoked and that the following By-Law No. 2017-1 be substituted in lieu thereof as a By-Law of the Corporation, as follows:

PART I

GENERAL AND ADMINISTRATIVE

1. INTERPRETATION

1.1 In this by-law, unless the context otherwise requires:

(a) "**Act**" means the *Not-for-Profit Corporations Act* (Ontario), as amended from time to time and where the context requires, includes the regulations made under it, or any successor legislation;

(b) "**Affiliation Agreement**" means the affiliation agreement dated January 1, 2017 between the Hospital and the University;

(c) "**Annual Meeting**" means the annual general meeting of Members;

(d) "**Articles**" means any instrument that incorporates the Corporation or modifies its incorporating instrument, including the articles of amendment and any subsequent articles of amendment, amalgamation, continuance, reorganization, arrangement, restated articles or revival of the Corporation from time to time in force and effect, as well as any letters patent or supplementary letters patent under the *Corporations Act* (Ontario);

(e) "**Associates**" includes the parents, siblings, spouse or common law partner of a Director as well as any organization, agency, company, or individual (such as a business partner) with a formal relationship to a Director;

(f) "**Auditor**" means a person permitted to conduct an audit under the *Public Accounting Act, 2004* (Ontario);

(g) "**Board**" means the board of directors of the Corporation, which will be called the Board of Directors in this By-Law and may alternatively be referenced as the Board of Trustees in other corporate documents;

(h) "**Board Exclusive Responsibility**" means each specific decision identified by section 36(2) of the Act that cannot be delegated by the Board to a committee or to management, being:

(i) To submit to the Members any question or matter requiring the approval of the Members.

(ii) To fill a vacancy among the Directors or in the position of Auditor.

(iii) To appoint additional Directors.

(iv) To issue debt obligations except as authorized by the Board.

(v) To approve any financial statements under section 83 of the Act.

(vi) To adopt, amend or repeal by-laws.

(vii) To establish contributions to be made, or dues to be paid, by Members under section 86 of the Act;

(i) "**By-Laws**" means the by-laws of the Corporation as amended or supplemented from time to time;

(j) "**Chief of Staff**" means the physician appointed by the Board to be the Chief of the Medical Staff and who is the Vice-President Medicine and Academic Affairs of the Corporation;

(k) "**Chief Nursing Executive**" means the senior nurse employed by the Hospital who reports directly to the Chief Executive Officer and is responsible for nursing services provided in the Hospital;

(l) "**Closed**" means a meeting that is restricted to Directors/voting members of such meeting and such invitees as determined by the chair of the meeting;

(m) "**Corporation**" or "**Hospital**" means Holland Bloorview Kids Rehabilitation Hospital;

(n) "**Credentialed Professional Staff**" means the Medical Staff and Dental Staff who have been granted privileges;

(o) "**Dental Staff**" means those Dentists appointed by the Board to attend or perform dental services for patients including oral and maxillofacial in the Hospital;

(p) "**Dentist**" means a dental practitioner in good standing with the Royal College of Dental Surgeons of Ontario;

(q) "**Director**" means a member of the Board;

(r) "**ex-officio**" means membership by virtue of office and includes all rights and responsibilities except the power to vote;

(s) "**Foundation**" means Holland Bloorview Kids Rehabilitation Hospital Foundation and any successor corporation of the foregoing corporation;

(t) "**Ineligible Individual**" has the meaning in section 149.1 of the *Income Tax Act* (Canada), as amended from time to time;[1]

(u) "**Medical Staff**" means those Physicians who are appointed by the Board and who are granted Privileges to practice medicine in the Hospital;

(v) "**Member**" means a member of the Corporation pursuant to Section 5.1;

(w) "**Officer**" means an officer elected or appointed pursuant to Section 24.1;

(x) "**Physician**" means a medical practitioner in good standing with the College of Physicians and Surgeons of Ontario;

(y) "**Predecessor By-Laws**" has the meaning ascribed to it in the recitals;

(z) "**Privileges**" or "**privileges**" means the rights, entitlements and obligations associated with the Credentialed Professional Staff categories as provided for herein;

(aa) "**Policies**" means the policies of the Corporation from time to time in force and effect, as approved by the Board;

(bb) "**President**" means, in addition to administrator as defined in the *Public Hospitals Act*, the employee of the Corporation who is the Chief Executive Officer appointed by the Board;

(cc) "**Staff**" means (i) an employee of the Corporation; (ii) Credentialed Professional Staff members; and (iii) any other individuals who are under contract to the Corporation to perform work or services on a paid or non-gratuitous basis;

(dd) "**Special Resolution**" means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed

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[1] As of March 13, 2012, section 149.1 of the *Income Tax Act* defines "ineligible individual" as follows:

"ineligible individual", at any time, means an individual who has been

(a) convicted of a relevant criminal offence unless it is a conviction for which

(i) a pardon has been granted or issued and the pardon has not been revoked or ceased to have effect, or

(ii) a record suspension has been ordered under the *Criminal Records Act* and the record suspension has not been revoked or ceased to have effect,

(b) convicted of a relevant offence in the five-year period preceding that time,

(c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,

(d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or

(e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter.

at the meeting, with or without amendment by at least two thirds (2/3) of the votes cast, or consented to by each Member entitled to vote at a meeting of the Members. A complete list of Special Resolutions required by the Act is set out at Appendix A; and

(ee) "**University**" means the University of Toronto.

In this By-Law, as the context may require, the singular will include the plural and the plural the singular and the feminine will include the masculine and the masculine the feminine.

2. PURPOSES

2.1 The purposes for which the Corporation is incorporated, as stated in its Articles, are reproduced here as a reference for the Board:

(a) To establish, equip, staff, maintain and operate on one or more sites a paediatric facility providing habilitation, rehabilitation and chronic care services based on need to children and young adults, regardless of cognitive ability, who have a disability and/or children and young adults with complex medical disorders requiring specialized in-patient or out-patient services.

(b) To conduct programs of education and research in the fields of habilitation, rehabilitation, chronic care and community services either itself or in association with others.

(c) To maintain and operate a consumer/family-centred organization.

3. REGISTERED OFFICE

The registered office of the Corporation will be in the City of Toronto and at such address within that municipality as the Board may from time to time determine.

4. SEAL

The seal, an impression whereof is stamped in the margin hereof, will be the corporate seal of the Corporation.

5. MEMBERS

5.1 Composition

There shall be one (1) class of Members in the Corporation, consisting of those persons who are from time to time the Directors of the Corporation, each of whom shall cease to be a Member immediately upon ceasing to be a Director, without further action or formality.

5.2 **Resignation or Withdrawal**

Any individual may resign as a Member by resignation in writing which shall be effective at the time the written resignation is received by the Secretary or Chair or at the time specified in the resignation, whichever is later. For greater certainty, upon an individual ceasing to be a Member, he/she shall cease to be a Director.

5.3 **Transferability and Termination of Membership**

Membership in the Corporation shall not be transferable and shall automatically terminate upon the occurrence of any one of the following events:

5.3.1 the death of such Member;

5.3.2 if the Member ceases to be a Director;

5.3.3 the resignation of a Member in accordance with Section 5.2; and

5.3.4 the liquidation or dissolution of the Corporation.

5.4 **Dues**

There shall be no dues or fees payable by Members except such, if any, as shall from time to time be fixed by unanimous vote of the Board.

5.5 **No Liability**

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.

6. BOARD OF DIRECTORS

6.1 The affairs of the Corporation shall be governed by a Board of between sixteen (16) and twenty-four (24) Directors as set out in the Articles. Until changed by Special Resolution, the Board size shall be fixed at a specific number within the range[1], as follows:

6.1.1 between ten (10) and fourteen (14) Directors, who shall be elected by the Members, one (1) of whom shall be approved by the University pursuant to the Affiliation Agreement; and

6.1.2 two (2) Directors, who are nominated by the Foundation and elected by the Members[2]; and

6.1.3 four (4) non-voting ex-officio Directors, who shall be the President, Vice President Medicine and Academic Affairs, Chief Nursing Executive and the President of Medical Staff.

[1] 2026: Fixed at 17 Directors

6.2 The Board may appoint one or more Directors, who shall hold office for a term expiring not later than the close of the next annual meeting of Members, but the total number of Directors so appointed may not exceed one-third (1/3) of the number of Directors elected at the previous annual meeting of Members.

7. QUALIFICATIONS OF DIRECTORS

7.1 Qualifications of Directors

7.1.1 No member of the Credentialed Professional Staff of the Hospital shall be eligible for election to the Board except as otherwise provided in this By-Law.

7.1.2 No Staff of the Hospital shall be eligible for election to the Board except as otherwise provided in this By-Law.

7.1.3 Each Director shall:

(a) be an individual who is at least eighteen (18) years of age;

(b) not have the status of a bankrupt;

(c) not be a person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;

(d) not be a person who has been declared incapable by any court in Canada or elsewhere; and

(e) not be an Ineligible Individual who has made disclosure to the Board as required by Section 7.2.

If a person ceases to be qualified as provided in this Section 7.1, the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by Section 21.

7.2 Duty to Disclose

Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he/she has become an Ineligible Individual. Upon such disclosure being made, the Director or Officer will be deemed to be no longer qualified pursuant

[2] Note that the incorporating documents dated October 5, 2007, provide that no nominee of the Foundation may be changed without the consent of the Foundation, which shall not be unreasonably withheld or delayed.

to Section 7.1 and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed in Section 21.

7.3 **Consent to Act**

Every Director, when first elected to the Board, shall sign and submit to the Secretary a form of consent to act as Director within ten (10) days of being elected, which form must be maintained within the Corporation's registers.

8. NOMINATIONS FOR ELECTION OF DIRECTORS

8.1 Except for the elected Directors nominated by the Foundation and the University, nominations for election as a Director at each Annual Meeting will be made by the Board after considering the recommendations of the Governance Committee.

9. TERM

9.1 Subject to the provisions of the Act, Directors, other than ex-officio Directors, shall be elected by the Members entitled to vote.

9.2 The term of office for each elected Director shall be three (3) years. For the 2026 annual meeting, the Board will assign elected Directors a term of between one (1) to three (3) years to commence a rotating Board.

9.3 Any elected Director who has served six (6) consecutive years on the Board will be ineligible for election for a further consecutive term but will become eligible for election after eleven (11) months following the date such person ceases to be a Director. Notwithstanding the foregoing, an elected Director who is also the Chair of the Board may serve for seven (7) consecutive years on the Board, if the Board determines that it wishes the Chair of the Board to continue to be the Chair of the Board for an additional year.

9.4 Where a person has been appointed to fill an unexpired portion of a term of office resulting from a vacancy, this service shall not be included in the determination of years of service.

10. RESIGNATION AND REMOVAL OF DIRECTORS

10.1 A Director may resign by notice in writing to the Board.

10.2 The Members may, by resolution passed by at least a majority of the votes cast at a special meeting of Members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his/her term and may, by a majority of the votes cast at such meeting, elect any person in his/her place and stead for the remainder of his/her term.

10.3 Directors who are nominees of the Foundation may only be removed with the prior written consent of the Foundation, such consent not to be unreasonably withheld or delayed.

11. REMUNERATION OF DIRECTORS

11.1 Directors will serve as Directors without remuneration and no Director will receive directly or indirectly any profit for that service from his/her office as Director or as a Member. Unless otherwise prohibited by the Corporation, a Director may be compensated for services other than as a director pursuant to the regulation made under the *Charities Accounting Act*, or with court approval or an order made under section 13 of the *Charities Accounting Act*.

11.2 A Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

11.3 An ex-officio Director may receive remuneration for discharging the duties of his/her office, but not for serving as a Director.

12. RESPONSIBILITIES OF THE BOARD

12.1 The Board shall govern and manage the affairs of the Corporation consistent with the *Public Hospitals Act*, the Hospital Management Regulation thereunder and other applicable legislation.

13. BOOKS AND RECORDS

13.1 All necessary books and records of the Corporation required by the Act shall be regularly and properly kept at the registered office or at another place determined by the Board. Without limiting the generality of the foregoing, the following records shall be prepared and regularly maintained:

a) the Articles and By-Laws, and amendments to them;

b) minutes of meetings of the Members, the Board, and any Committee;

c) resolutions of the Members, the Board, and any Committee;

d) register of Directors and their consents to serve as such;

e) register of officers;

f) register of Members; and

g) accounting records adequate to enable the Board to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis.

13.2 A record of the Corporation's ownership interests in land, if any, shall be kept at the registered office and in accordance with section 92.1 of the Act.

14. ANNUAL MEETING OF MEMBERS

14.1 The Annual Meeting will be held between April 1st and July 31st in each calendar year at such place within the City of Toronto on such day and at such time as the Board may determine.

14.2 Notice of the time and place of the Annual Meeting will be delivered, e-mailed, telephoned, or mailed to each Member and to the Auditor at least ten (10) days and not more than fifty (50) days in advance of the meeting. The notice of an Annual Meeting shall contain sufficient information concerning any special business to permit the Member to form a reasoned judgement on the decision to be taken as well as the text of any Special Resolution to be submitted to the meeting.

14.3 The notice of meeting shall specify the time and place of the Annual Meeting. The notice need not specify a place of meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Member may attend a meeting by telephonic or electronic means, the notice of meeting must include instructions for attending and participating in the meeting.

14.4 The business to be transacted at the Annual Meeting will include:

(a) receiving the:

(i) minutes of the previous Annual Meeting,

(ii) report of the Board,

(iii) report of the unfinished business from any previous meeting of Members,

(iv) report of the President,

(v) report of the Auditor including presentation of the annual financial statements;

(vi) report of the Medical Advisory Committee.

(b) election of Directors; and

(c) appointment of the incumbent Auditor to hold office until the next Annual Meeting.

14.5 Special business transacted at an Annual Meeting requires specific advance notice and includes any business not included in section 14.3 such as:

(a) approval of By-Law amendments;

(b) Special Resolutions (see Appendix A); or

(c) appointment of a new Auditor.

14.6 *Quorum*: Twenty percent (20%) of the Members will constitute a quorum for transaction of business at such Annual Meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

15. SPECIAL MEETING OF MEMBERS

15.1 The Board may call a special meeting of Members.

15.2 Members who hold at least ten percent (10%) of the votes that may be cast at a meeting of the Members may, in writing, requisition the Board to call a special meeting of the Members for the purposes stated in the requisition. The requisition must state the business to be transacted at the meeting and must be sent to each Director and to the registered office. The Board shall call and hold a meeting of the Members within twenty-one (21) days from receiving the requisition.

15.3 Notice of a special meeting of Members will be given in the same manner as provided in Section 14.2.

15.4 The notice of a special meeting of Members will state the purpose for which it is called, and no business other than that directly connected with such purpose will be transacted at the meeting.

15.5 *Quorum*: Twenty percent (20%) of the Members will constitute a quorum for the transaction of business at such special meeting of Members.

16. MEMBERS MEETINGS

16.1 Errors or Omissions

No error or omission in giving notice of a meeting of Members may invalidate resolutions passed or proceedings taken at the meeting. For the purpose of sending notice to any Member for any meeting or otherwise, the address of any Member shall be his/her or her last address recorded on the books of the Corporation.

16.2 Place of Meetings

Meetings of Members shall be held at the registered office of the Corporation or at any place in Ontario as the Board may determine.

16.3 Electronic Participation in Meetings

16.3.1 A meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. A meeting of the Members held entirely or in part by telephonic or electronic means must enable all persons entitled to attend the meeting to reasonably participate. Any person who attends through telephonic or electronic means is deemed to be present in person at the meeting.

Meetings held in whole or in part through telephonic or electronic means will have votes taken in a way that the method of voting and the result of the voting is clearly communicated to all participants.

16.4 Chairing Meetings

The Chair or, in the Chair's absence, Vice-Chairs or in the absence of the Chair and Vice-Chairs, one Member selected by the Members present, shall be the chair at all meetings of the Members.

16.5 **Guests**

16.5.1 The Auditor is entitled to notice of and to attend meetings of the Members.

16.5.2 Other guests may attend a meeting of the Members at the invitation of the Board.

16.6 **Resolutions in Writing**

Any resolution signed by all the Members entitled to vote is as valid and effective as if passed at a meeting of the Members duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more Members entitled to vote and transmitted by facsimile to the Secretary shall be deemed to be duly signed by such Members.

16.7 **Adjourned Meeting**

If, within one-half hour after the time appointed for a meeting of the Members, a quorum is not present, the meeting will stand adjourned until a day within two (2) weeks to be determined by the Members present, unless all Members present agree to postpone the beginning of the meeting for a longer period than one-half hour. Notice of the time and place of the adjourned meeting will be given only to those Members not present. The Chair may with the consent of any meeting at which a quorum is present adjourn the same from time and time and notice of such adjournment need only be given to those Members not present at the meeting. At least two (2) days' prior notice of the date on which the adjourned meeting reconvenes will be given in writing or by telephone to those Members not present.

16.8 **Votes to Govern**

At all meetings of the Members every question shall be voted on and decided by a majority of the votes of the Members thereon present in person unless otherwise required by this By-Law. In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the question shall be deemed to be decided in the negative.

16.9 **Show of Hands**

Unless a Member entitled to vote demands a ballot, each motion shall be voted upon by a show of hands. Upon a show of hands, each Member entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a vote by ballot is demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be sufficient 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 the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

16.10 **Vote By Ballot**

A Member entitled to vote may demand a vote by ballot either before or after a vote by show of hands. A vote by ballot so demanded shall be taken in such manner as the chair of the meeting shall direct. A demand for a vote by ballot may be withdrawn at any time prior to the taking of the vote by ballot. Upon a vote by ballot, each Member, present in person and entitled to vote, shall have one vote and the result of the vote by ballot shall be the decision of the Members upon the said question.

16.11 **Proxy Voting**

Voting at all meetings of the Members of the Corporation shall be in person and not by proxy.

17. REGULAR MEETINGS OF THE BOARD

17.1 Regular meetings of the Board and of the Executive Committee may be held either at the registered office of the Corporation or at any place within the Province of Ontario.

17.2 A meeting of the Board will be held, without notice, immediately following each Annual Meeting, provided the agenda does not include any matter that is a Board Exclusive Responsibility.

17.3 At least four (4) regular meetings of the Board will be held on such dates as may be determined at the meeting of the Board held immediately after the Annual Meeting or otherwise as directed by the Chair. The notice of any Board meeting will specify any matter that constitutes a Board Exclusive Responsibility if any such matter is to be included on the meeting agenda.

17.4 The notice of meeting need not specify a place of meeting if the meeting is to be held entirely by one or more telephonic or electronic means. If the Directors may attend a meeting by telephonic or electronic means, the notice of meeting must include instructions for attending and participating in the meeting.

17.5 *Quorum*: Two-fifths (2/5ths) of the number of the voting Directors will constitute a quorum for the transaction of business at a regular meeting of the Board.

17.6 Any guest to a Board meeting must be invited by the Chair or by resolution of the Board.

18. SPECIAL MEETINGS OF THE BOARD

18.1 A special meeting of the Board may be convened by the Chair, the Chief Executive Officer or any three (3) Directors at any time and the Secretary of the Corporation will give notice of any such meeting.

18.2 A special meeting of the Board will be held only inside the Province of Ontario.

18.3 Notice of a special meeting of the Board will state the purpose for which it is called, including if any matter that constitutes a Board Exclusive Responsibility is to be included on the meeting agenda.. Such notice will be delivered, telephoned, or mailed to each Director not less than two days (exclusive of the date on which notice is given) before the meeting is to take place; provided always that meetings of the Board may be held at any time without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence.

18.4 *Quorum*: Two-fifths (2/5ths) of the number of the voting Directors will constitute a quorum for the transaction of business at a special meeting of the Board.

19. MEETINGS OF THE BOARD

19.1 Voting

Each elected Director is authorized to exercise one (1) vote on any matter coming before the Board for consideration. A Director shall not be entitled to vote by proxy. Questions arising at any meeting of the Board will be decided by a majority of votes cast by the elected Directors present at such meeting. In case of an equality of votes the Chair of the meeting may exercise a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chair or requested by any Director. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

19.2 Right of Dissent

19.2.1 A Director who is present at a meeting of the Board or of a committee is deemed to have consented to any resolution passed or action taken at the meeting unless:

(i) the Director requests a dissent to be entered in the minutes of the meeting;

(ii) the Director sends a written dissent to the secretary of the meeting before the meeting is terminated; or

(iii) the Director submits to the Corporation a written dissent immediately after the meeting is terminated.

19.2.2 A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

(i) causes a dissent to be placed with the minutes of the meeting; or

(ii) submits a written dissent to the applicable Corporation.

19.3 Electronic Participation in Meetings

A Board meeting may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means. A Board meeting held entirely or in part by telephonic or electronic means must provide that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. Any person who attends through telephonic or electronic means is deemed to be present in person at the meeting.

19.4 Resolutions in Writing

Any resolution signed by all the elected Directors is as valid and effective as if passed at a meeting of the Board duly called, constituted and held for that purpose. Resolutions in writing may be signed in counterparts and resolutions in writing signed by one or more Directors and transmitted by facsimile to the Secretary shall be deemed to be duly signed by such Directors.

19.5 **Adjourned Meetings of the Board**

If, within one-half hour after the time appointed for a meeting of the Board, a quorum is not present, the meeting will stand adjourned until a day within two (2) weeks to be determined by the elected Directors present, unless all elected Directors present agree to postpone the beginning of the meeting for a longer period than one-half hour. Notice of the time and place of the adjourned meeting will be given only to those Directors not present. The Chair may with the consent of any meeting at which a quorum is present adjourn the same from time and time and notice of such adjournment need only be given to those Directors not present at the meeting. At least two (2) days' prior notice of the date on which the adjourned meeting reconvenes will be given in writing or by telephone to those Directors not present.

20. CHAIR OF MEETINGS

The Chair of the Board, or in his/her absence, the Vice-Chair in order of precedence if more than one Vice-Chair is then in office will act as Chair at all meetings of the Board and Members. In the absence of the Chair of the Board and the Vice-Chair(s) at any particular meeting, the Directors present will elect one of their number to act as chair of the meeting.

21. VACANCIES

21.1 When a vacancy occurs among the elected Directors or among the officers of the Corporation and if there is a quorum of the Board still in office, the vacancy may be filled for the remainder of that term of office by an appointment made by the Board. If a nominee of the Foundation or a Director approved by the University causes a vacancy on the Board, such vacancy shall be filled in accordance with the provisions of this Section 21 by a further nominee of the Foundation or Director approved by the University, as applicable.

21.2 If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of the Members to fill the vacancy or vacancies and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.

22. INDEMNIFICATION, LIABILITY INSURANCE AND CONFIDENTIALITY

22.1 **Indemnification**

22.1.1 Protection of Directors and Officers

Except as otherwise provided in any legislation or law, no Director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or employee or for 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 or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any

damage resulting from any dealings with monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or officer's own failure to act honestly and in good faith in the performance of the duties of office, or other willful neglect or default.

Pre-Indemnity Considerations

Before giving approval to the indemnities provided in Section 22.1.3, or purchasing insurance provided in Section 22.1.3(a), the Board shall consider:

(a) The degree of risk to which the Director or officer is or may be exposed.

(b) Whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance.

(c) Whether the amount or cost of the insurance is reasonable in relation to the risk.

(d) Whether the cost of the insurance is reasonable in relation to the revenue available.

(e) Whether it advances the administration and management of the property to give the indemnity or purchase the insurance.

22.1.2 Indemnification of Officers and Directors

(a) Every Director, officer, and committee member, their heirs, executors, administrators and estate, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and 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 action or proceeding in which the individual is involved due to association with the Corporation.

(b) The Corporation may advance money to a Director, officer or other individual referred to in paragraph (a) for the costs, charges and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in paragraph (c).

(c) The indemnity provided for in this section shall be applicable only if the Director, officer or committee member acted honestly and in good faith with a view to the best interests of the Corporation and, in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

22.2 **Liability Insurance**

The Corporation shall purchase and maintain insurance for the benefit of any Director, officer or other person acting on behalf of the Corporation against any liability incurred in that person's capacity as a Director, officer or other person acting on behalf of the Corporation, except where the liability relates to that person's failure to act honestly and in good faith with a view to the best interests of the Corporation.

22.3 **Confidentiality**

Every Director, officer, member of the Credentialed Professional Staff and Staff of the Corporation shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or any matter dealt with in the course of the employee's employment or the Credentialed Professional Staff's activities in the Corporation.

23. CONFLICT OF INTEREST

23.1 Any Director who has an interest, directly or indirectly, in a proposed contract or transaction or in a contract or transaction with the Corporation will declare his/her interest in the contract or transaction at a meeting of the Board. Without limitation, pursuant to the Act, a Director has a material interest if they are a director or officer of, or have a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation.

23.2 In the case of a proposed contract or transaction, the Director will declare his/her interest at the meeting of the Board at which the question of entering into the contract or transaction is first taken into consideration or if he/she is not present at such meeting, then at the first Board meeting held thereafter. If the Director is not at the date of that meeting interested in the proposed contract or transaction, he/she will make the declaration at the first Board meeting which is held after he/she became interested in the proposed contract or transaction. In the case where the Director becomes interested in a contract or transaction after it is made, the Director will declare his/her interest at the first Board meeting held after he/she becomes so interested.

23.3 No Director with a conflict of interest shall attend any part of a Board meeting during which the contract, transaction, matter or decision is discussed and shall not vote on any resolution to approve the contract, transaction, matter or decision, or otherwise attempt to influence the voting on a contract, transaction, matter or decision.

23.4 Any Director who has declared an interest in any proposed contract or transaction or contract or transaction or other financial interest with the Corporation which is being discussed, will absent himself or herself during the discussion of and vote upon the matter and the event will be recorded in the minutes.

23.5 Every Director who, either directly or through one of his/her Associates, has, or thinks he/she may potentially have, a conflict of interest shall disclose the nature and extent of the interest at a meeting of the Board in accordance with the Conflict of Interest Policy adopted by the Board, from time to time.

23.6 Where the number of Directors who, by reason of this section are prohibited from participating in a meeting is such that at the meeting, the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-Law, the remaining number of Directors shall be deemed to constitute a quorum.

23.7 The failure of any Director to comply with the Corporation's Conflict of Interest Policy or the Conflict of Interest provisions in this By-Law does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board of the Corporation.

23.8 The provisions of this Article 23 are in addition to the Conflict of Interest Policy adopted by the Board from time to time.

24. OFFICERS

24.1 The Corporation will have the following officers:

(a) Chair of the Board

(b) Vice-Chair(s)

(c) President

(d) Treasurer

(e) Secretary

(f) Such other officers as the Board may designate from time to time.

24.2 The Chair of the Board, Vice-Chair(s), and President will be elected or appointed by the Directors from among the Directors then in office.

24.3 The Officers of the Corporation will be elected or appointed annually at the meeting of Directors immediately following each Annual Meeting. The Officers of the Corporation will continue in office until re-elected or re-appointed or their successors are elected or appointed. A person may hold more than one office.

24.4 The Secretary and the Treasurer will be responsible for the duties set forth in this By-Law. If the Secretary or Treasurer is an elected Director he/she need not necessarily perform such duties personally, but may delegate to others the performance of any or all such duties.

24.5 Any officer of the Corporation may be removed at any time by resolution of the Board.

25. DUTIES OF OFFICERS

25.1 Chair Of The Board

The Chair of the Board will:

(a) preside at all meetings of the Board;

(b) have such other powers and duties as may from time to time be assigned to him/her by the Board in the Policies or as are incidental to his/her office.

25.2 Vice-Chair

A Vice-Chair will:

(a) be vested with all the powers and will perform all the duties of the Chair of the Board in the absence or inability of the Chair of the Board to act and, if there is more than one Vice-Chair, will be designated in order of precedence to be vested with such powers and to perform such duties;

(b) will have such other powers and duties as may from time to time be assigned to him/her by the Board in the Policies.

25.3 **Secretary**

The Secretary will:

(a) give notice of all meetings of Members and of the Board;

(b) have such other powers and duties as may from time to time be assigned to him/her by the Board in the Policies or as are incidental to his/her office.

25.4 **Treasurer**

The Treasurer will:

(a) act as Chair of the Business and Audit Committee; and

(b) have such other powers and duties as may from time to time be assigned to him/her by the Board in the Policies or as are incidental to his/her office.

25.5 **President**

(a) The President will be the Chief Executive Officer of the Corporation and the administrator of the Corporation for the purposes of the *Public Hospitals Act*, and will be responsible to the Board for the organization and management of the Corporation in accordance with Policies established by the Board and subject to direction of the Board.

(b) The Chief Executive Officer shall cause to be retained all written statements made in respect of the destruction of medical records, notes, charts and other material relating to patient care and photographs thereof.

25.6 **Chief Nursing Executive**

The Chief Nursing Executive will:

(a) be responsible for professional nursing practice, resource allocation, utilization and for decisions that affect the nursing care provided to clients and families of the Corporation;

(b) have such other powers and duties as may, from time to time, be assigned to him/her or her by the President or as are incidental to his/her or her office.

25.7 **Delegation of Duties of Officers**

In case of the absence or inability to act, or for any other reason that the Board may deem sufficient, of the Chair of the Board, the Vice-Chair(s) or any other officer, the Board may delegate all or any of the powers of such officer to any other officer or any Director for such time as the Board determines.

26. COMMITTEES

26.1 **General**

26.1.1 At the first meeting of the Board following each Annual Meeting or as soon as practicable thereafter, the Board will appoint the members of the standing committees provided for in Section 26.2.1, establish such other standing committees as the Board may from time to time deem necessary for the operation of the Corporation and name the Chair and Vice-Chair(s) of each committee where necessary.

26.1.2 Except for the Executive Committee, the Board will encourage and promote the appointment of interested individuals who are not Directors to standing committees and special committees of the Board.

26.1.3 The Board may at any meeting establish any special committee or ad hoc committee and name the chair and members of such committee and prescribe the terms of reference for such committee.

26.1.4 The Board may by resolution dissolve any special committee or ad hoc committee at any time.

26.1.5 The chair of any committee will only be permitted to vote in the case of a tie vote. The Chair will be included in determining whether a quorum is present. If the presence of the Chair is required to establish a quorum then the Chair will be entitled to vote in all matters at such meeting and will, in addition, have a second or casting vote.

26.1.6 The Chair of the Board and the President will be ex-officio members of all standing and special or ad hoc committees.

26.1.7 The Chair of the Board and the President (except as a member of the Executive Committee) will be entitled to vote.

26.1.8 The chair of each standing committee will be a Director.

26.1.9 *Quorum*: A majority of members of a committee will constitute a quorum.

26.1.10 All matters submitted to committees for consideration will be determined by a vote of the majority of members present and entitled to vote at such meeting.

26.1.11 Members of committees will be entitled to be reimbursed for reasonable expenses incurred in the performance of the duties as a committee member.

26.1.12 **Term**

(a) Each individual appointed to a committee shall be appointed to hold office until the first Annual Meeting held after such individual is appointed to such committee or, if such individual was a Director at the time he/she was appointed to such committee, until he/she ceases to be a Director, whichever first occurs.

(b) An individual who has been appointed to a committee and who has completed his/her or her term as a member of such committee may be re-appointed to such committee so long as he/she is otherwise qualified.

26.1.13 **Removal**

The Directors may, by resolution passed at a Board meeting of which notice specifying the intention to pass such resolution has been given, remove any individual as a member of a committee (other than an ex-officio member) before the expiration of such individual's term of office on such committee, and may, by resolution cast at that meeting, appoint any person to such committee in the place of the individual who has been removed therefrom for the remainder of the term of such individual.

26.1.14 **Vacancies on Committees**

Vacancies which arise on a committee after an Annual Meeting and prior to the next Annual Meeting, howsoever caused, may, provided that a quorum of the Directors is then in office, be filled for the remainder of the term of the former committee member by the Board, if the Board shall see fit to do so; otherwise, such vacancy shall be filled by the Board after the next Annual Meeting; provided that if, as a result of any vacancy on a committee there is not a quorum on such committee, the Chair shall forthwith call a meeting of the Board to fill such vacancies, or if a quorum of the Directors is not then in office, a special meeting of the Members to fill the vacant Director positions and, following such Members' meeting, a meeting of the Board to fill the vacancies on such committee.

26.2 **Standing Committees**

26.2.1 The standing committees of the Corporation will include the following:

(a) Executive Committee

(b) Governance Committee

(c) Medical Advisory Committee

(d) Fiscal Advisory Committee

(e) Business and Audit Committee

(f) Quality Committee

26.3 **Executive Committee**

26.3.1 The members of the Executive Committee will be the Chair of the Board, the Vice-Chair(s), the Secretary and the Treasurer and such other directors as appointed by the Board to carry out the mandate of the Executive Committee. The President and Chief of Medical Staff will be non-voting ex-officio members. The Executive Committee will be chaired by the Chair of the Board and in the Chair's absence, by a Vice-Chair in order of precedence.

26.3.2 The Executive Committee will:

(a) exercise the full powers of the Board in accordance with the applicable law only in circumstances when a quorum of Directors is not available to permit a full Board meeting, reporting every such action at the next meeting of the Board;

(b) study and advise or make recommendations to the Board on any matter referred to it by the Board, President or other; and

(c) exercise such powers as may from time to time be given to it by resolution of the Board.

26.4 **Duties and Responsibilities**

26.4.1 All Committees of the Board shall report to and be accountable to the Board. Except for decisions of the Executive Committee or any other committee to which decision-making has been duly delegated by the Board in accordance with section 26.4.2, no decision or resolution of a Committee shall be binding on the Corporation until it is adopted by the Board.

26.4.2 The Board may delegate decision-making authority to a Committee on the following conditions:

(a) the Board may not delegate any Board Exclusive Responsibility to a Committee;

(b) only Directors may be voting members of that Committee.

26.5 **Terms of Reference**

26.5.1 The Board shall have the power to adopt, from time to time, terms of reference for each Committee which shall be set forth in the Policies of the Corporation.

27. INVESTMENTS

27.1 The Board may employ, at such remuneration as it deems fit, such technical or professional assistance as it may require in the purchase, sale and management of the Corporation's investments.

27.2 The Board may invest and re-invest the funds of the Corporation in such manner as determined by the Board, and in making such investments, the Board shall not be limited to investments authorized by law for Directors, provided such investments are reasonable, prudent and sagacious under the circumstances and do not constitute, either directly or indirectly, a conflict of interest.

27.3 Any bonds, debentures, shares or other securities given or bequeathed to the Corporation may be retained in the form given or bequeathed so long as the Board considers the holding thereof desirable and advantageous to the Corporation.

27.4 The Board may, notwithstanding the provisions of Section 27.3, take up the proportion of any increased capital to which, as holders of such share or obligations the Corporation may be entitled.

27.5 Records will be kept and maintained at all times containing detailed information as to testamentary documents or any other instruments of trust or trust deed for the instruction and guidance of the Board and all other persons directly or indirectly concerned in the administration pertaining thereto and all such documents received will be kept on file.

27.6 None of the securities given or bequeathed to the Corporation for endowment purposes will be charged, hypothecated or pledged for the purpose of obtaining credit or receiving funds in any manner.

28. VOTING SHARES AND SECURITIES

All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of the shareholders, bondholders, debenture holders, debenture stockholders, or holders of other securities (as the case may be) of such other company or corporation and in such manner and by such person or persons as the Board will from time to time determine.

29. CUSTODY OF SECURITIES

All shares and securities owned by the Corporation may be registered in nominee form and will be lodged, for safe custody, in a bank or trust company or depository, as may be directed by the Board.

30. SIGNING OFFICERS AND BANKING

30.1 Cheques, Drafts and Notes

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

30.2 **Execution of Instruments**

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments or documents may be signed on behalf of the Corporation, by any two of the Chair of the Board, the Vice-Chair(s), the Treasurer, the President and the Vice President of Corporate Services. Notwithstanding any provision to the contrary contained in the By-Laws, the Board may at any time and from time to time direct the manner in which, and the person or persons by whom, any particular document or type of document may or will be executed. Any person authorized to sign an instrument on behalf of the Corporation may affix the corporate seal thereto.

30.3 **Facsimile Signatures**

The signature of any individual authorized to sign on behalf of the Corporation may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically or electronically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that individual has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

30.4 **Banking**

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations 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 or authorize.

31. BORROWING

31.1 The Corporation may from time to time:

(a) borrow money on the credit of the Corporation;

(b) issue, sell or pledge securities (including bonds, debentures, debenture stock or other like liabilities) of the Corporation, but no invitation will be extended to the public to subscribe for any such securities;

(c) charge, mortgage, hypothecate or pledge all or any of the real property (with the consent of the Minister of Health and Long-Term Care) or personal property of the Corporation, both present and future, including book debts and unpaid calls, rights, powers, franchises and under-taking to secure any such securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation; and

(d) give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it, and secure any such Director or other person against loss.

31.2 The Corporation may from time to time authorize any Director or Directors, employee of the Corporation or other person or persons, whether connected with the Corporation or not, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof or to the securities to be given therefore, subject to Section 31.1 with power to vary or modify such arrangements, terms and conditions and to give such additional securities as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

32. FISCAL YEAR

The fiscal year of the Corporation will terminate on the 31st day of March in each year.

33. AUDITOR

33.1 The Corporation will, at each Annual Meeting, appoint an Auditor, duly licensed under the provisions of the *Public Accounting Act*, *2004*, who will hold office until the next Annual Meeting. The Auditor shall not be a Director or an officer or employee of the Corporation, a business partner of any such person, or a lender to the Corporation.

33.2 Subject to the Articles, the Board shall fill any vacancy in the office of Auditor that occurs between Annual Meetings.

33.3 The Auditor will have all the rights and privileges provided by the Act and will perform the audit functions prescribed therein.

33.4 In addition to making his/her report at the Annual Meeting, the Auditor will from time to time report in writing to the Business and Audit Committee on his/her work, making any recommendations he/she considers necessary.

33.5 The Auditor shall receive notice of the annual meeting.

34. RULES AND REGULATIONS

The Board will prescribe such rules and regulations not inconsistent with the By-Laws relating to the management and operation of the Corporation as they deem expedient.

35. METHOD OF GIVING NOTICE

Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the Act, the Articles, the By-Laws or otherwise to a Member, Director, officer or Auditor will, unless the By-Laws otherwise specify, be sufficiently given if delivered to his/her last address as recorded in the books of the Corporation or, if mailed by prepaid ordinary mail or airmail, addressed to him/her at his/her last address as recorded in the books of the Corporation or if sent to him/her at his/her said address by any means of facsimile or other means of electronic transmission. The Secretary may change the address on the Corporation's books of any Member, Director, officer or Auditor in accordance with any information believed by him/her to be reliable. A notice so delivered will be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed will be deemed to have been given four (4) days following the date of deposit in a post office or public letter box; and a notice sent by any means of facsimile or other form of electronic transmission will be deemed to have been given when transmitted.

36. 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 date of giving the notice will be excluded and the date of the meeting or other event will be included.

37. OMISSIONS AND ERRORS

The accidental omission to give any notice to any Member, Director, officer, committee member or Auditor or the non-receipt of any notice by any Member, Director, officer or Auditor or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

38. WAIVER OF NOTICE

Any Member, Director, officer or Auditor may waive any notice required to be given to him/her under any provision of the Act, the Articles, or the By-Laws of the Corporation, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, will cure any default in giving such notice.

39. BY-LAWS- EFFECTIVE DATE & AMENDMENT

39.1 This By-Law shall come into force when enacted by the Board in accordance with the Act.

39.2 Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Laws of that regulate the activities or affairs of the Corporation.

39.3 Subject to the Act (which requires a Special Resolution for changes to the transfer of a membership; changes to giving notice to Members entitled to vote at meetings of Members; and changes to the method of voting by Members not in attendance at meetings of Members), any such By-Law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of the Members where it may be confirmed, rejected or amended by the Members by majority vote. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the 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 to the Members at the next meeting of the Members or if it is rejected by the Members at the meeting.

39.4 A By-Law or an amendment to a By-Law passed by the Board that requires only Board approval are effective once made by the Board until confirmed by the Members at the next meeting of Members.

39.5 A By-Law or an amendment to a By-Law that requires a Special Resolution of the Members is effective only when confirmed by Members.

40. REPEAL OF PRIOR BY-LAWS

40.1 Subject to the provisions of Section 40.3 hereof, all prior By-Laws of the Corporation heretofore enacted or made are repealed.

40.2 The provisions of Section 40.1 shall not extend to any By-Law heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

40.3 The repeal of prior By-Laws and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-Laws or other enactment.

ENACTED by the Directors as a By-Law of ***Holland Bloorview Kids Rehabilitation Hospital*** this seventeenth day of January 2018 and amended as of June 17, 2026.

Catherine Roche
Chair, Board of Directors

Helen Hayward
Secretary, Board of Directors

CONFIRMED by the Members on this seventeenth day of January 2018 and amended as of June 17, 2026.

Catherine Roche
Chair, Board of Directors

Helen Hayward
Secretary, Board of Directors

APPENDIX A – LIST OF SPECIAL RESOLUTIONS REQUIRED BY THE ACT

The following decisions require the approval of the Board and then 2/3 of the votes cast by Members who attend a duly called meeting of the Members before taking effect (unless the authority is granted to the Board in the By-Laws, which By-Law has been approved by Special Resolution or consented to by each member entitled to vote at a meeting of the members:

- To change the municipality or geographic township in which its Registered Office is located to another place in Ontario – section 14(4)

- To set or change a fixed number of directors between the minimum and maximum number of directors in the Articles – section 22(2)

- To empower the Board to set a fixed number of directors between the minimum and maximum number of Directors in the Articles section 22(2)

- To confirm or approve a contract or transaction of a director or officer that is the subject of a conflict of interest - a director or officer, acting honestly and in good faith, is not accountable to the corporation or to its members for any profit or gain realized from any contract or transaction by reason only of his or her holding the office of director or officer, and the contract or transaction, if it was reasonable and fair to the corporation at the time it was approved, is not by reason only of the director's or officer's interest in it void or voidable if,

    - the contract or transaction is confirmed or approved by special resolution at a meeting of the members duly called for that purpose; and

    - the nature and extent of the director's or officer's interest in the contract or transaction are disclosed in reasonable detail in the notice calling the meeting – section 41(10)

- To make any amendment to the Articles – section 103(1)

- To approve an amalgamation agreement – section 111(5)

- To approve a continuance under this Act– section 115(2)

- To approve a continuance under the Co-operative Corporations Act – section 117(1)

- To approve the sale, lease or exchange of all or substantially all of the property of the corporation other than in the ordinary course of its activities – section 118(6)

- To approve an arrangement as defined in section 120

- To require the corporation to be wound up voluntarily under section 123

- To authorize an application to be made to the court to wind up the corporation – section 136

- To authorize the corporation to be dissolved – section 166