



MEMORANDUM OF ASSOCIATION AND BYLAWS

1. The name of the Society is **Valley Regional Hospital Foundation**.
2. The objects of the Society are:
 - (a) To carry on fund-raising activities including the solicitation, receipt and distribution of funds for the purposes of improving and promoting health and health care within the Annapolis Valley and such other geographical areas within the Province of Nova Scotia as the Society shall determine from time to time.
 - (b) To promote and support the creation of new facilities, the purchasing of equipment, funding of research and the providing of services and educational programs related to health, including operating expenses associated with the foregoing, and health care as the Directors of the Society determine to be appropriate from time to time.
 - (c) To receive, hold, invest, administer and distribute the funds of the Society and to administer trusts as a trustee for the promotion and support of health and health care.
 - (d) To acquire and take by purchase, donation, devise, bequest or otherwise, real estate and personal property, and to hold, enjoy, sell, exchange, lease, let, improve and develop the same, and erect and maintain buildings and structures.
 - (e) To contract and be contracted with and sue or be sued in the Society name.
 - (f) To borrow, raise and secure the payment of money in such manner as the Directors of the Society deem appropriate and by way of special resolution, to issue debentures or mortgage its real property to secure the payment of money borrowed by it.
 - (g) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments subject to the Society's By-Laws.
 - (h) To subscribe to, amalgamate with, or become a member of any other society or association, whether incorporated or not, whose objects are in whole or in part similar to the Society's own objects if authorized by special resolution of the Society.
 - (i) To do all such acts and things as are incidental conducive to or consequential upon the exercise of the Society's power or the attainment of the Society's objects.

PROVIDED HOWEVER that nothing herein contained shall permit the Society to carry on any trade, industry or business (except insofar as the carrying on of any trade, industry or business that will promote the objects of the Society) and the Society shall be carried on without purpose of gain to any of the Society members and that any surplus or any accretions of the Society shall be used solely for the purposes of the Society and the promotion of its objects.



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3. The activities of the Society are to be carried out within and without the Province of Nova Scotia.
4. The Registered Office of the Society is 150 Exhibition St, Kentville, Nova Scotia, B4N 5E3.
5. In these By-Laws unless there is something in subject or context inconsistent therewith:
 - (a) "Directors" means the Directors of the Society;
 - (b) "Society" means Valley Regional Hospital Foundation;
 - (c) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
 - (d) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
6. **MEMBERSHIP**
 6. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these By-Laws, and no others, shall be members of the society and their names shall be entered in the register of members accordingly.
 7. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting.
8. Membership in the Society shall not be transferable.
9. Members of the Society shall consist of any person of the age of 19 or over and who resides or works permanently in the Annapolis Valley and who wishes to become a member of the Society and shall apply in writing to the Secretary of the Society, and after being approved by the Directors shall be accepted as a member of the Society.
10. All Directors of the Society shall be Members of the Society and in the event a person ceases to be a Director, they shall automatically cease to be a member unless they are accepted into Membership in accordance with Paragraph 5 above.
11. No formal admission, either by payment of a fee or otherwise, to membership shall be required and the entry in the Register of Members by the Secretary of the Society of the name and address of any organization or individual shall constitute an admission to membership in the Society.
12. Membership in the Society shall cease: (i) upon the death of a member; or (ii) by notice in writing to the Secretary of the Society that the member resigns their membership; or (iii) if the member ceases to qualify for membership in accordance with these By-Laws; or (iv) if the term of appointment pursuant to By-Law 25 has expired.



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FISCAL YEAR

13. The fiscal year of the Society shall end on March 31 unless otherwise determined by the Directors.

MEETINGS OF THE SOCIETY

14. (a) The Annual General Meeting of the Society shall be held within three (3) months after the end of each fiscal year of the society;

(b) Notice of the Annual General Meeting of the Society shall be circulated by email among the members of the Society at least ten (10) clear days prior to the Annual General Meeting and which notice shall clearly set forth the purpose, place, date and time of the Annual General Meeting.

15. An "Extraordinary General Meeting" of the Society may be called by the President or by a majority of the Directors at any time.

(a) An "Extraordinary General Meeting" shall also be called by the Directors if requisitioned in writing by at least ten (10) members of the Society;

(b) Five (5) days written notice of an "Extraordinary General Meeting," specifying the place, day and hour of the meeting, and in the case of special business, notice of such business shall be given to the members.

16. At each Annual General Meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

(a) Minutes of preceding general meeting;

(b) Consideration of the Annual Report of the Directors;

(c) Consideration of the Audited Financial Statements, including balance sheet and operating statement and the report of the auditors thereon;

(d) Election of Directors for the ensuing year;

(e) Appointment of Auditors.

17. All other business transacted at an Annual General Meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an "Extraordinary General Meeting" of the Society.

18. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such meeting.

19. A quorum of the Board of Directors in accordance with Paragraph 32 below shall constitute a quorum of the members.

20. If within one-half hour from the time appointed for the meeting a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place, as the majority of the members then present shall direct; and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.



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21. The President of the Society shall preside as Chair at every general meeting of the Society;
- (a) If there is no President, or if at any meeting the President is not present at the time of the commencement of the meeting, the Vice President shall preside as Chair;
 - (b) If there is no President or Vice President, or if at any meeting neither the President nor the Vice President are present at the commencement of the meeting, the members present shall choose one of their number to act as Chair.
22. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have a deciding vote.
23. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place unless notice of such new business is given to the members.
24. At any general meeting, unless a poll is demanded by at least three (3) members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of the proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
25. If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

VOTES OF MEMBERS

26. Every member shall have one (1) vote and no more.

DIRECTORS

- (a) Unless otherwise determined by general meeting, the number of Directors shall be not less than five (5), or more than twenty-five (25), and shall include, in an *ex-officio* capacity, a representative of the Nova Scotia Health Authority or its successor organization who is associated with the Valley Regional Hospital site.
27. All Directors of the Society shall be members of the Society.
28. Directors shall be elected by the members at each Annual General Meeting of the Society, provided however, that if at any Annual General Meeting at which an election of Directors ought to take place, no such election takes place, or if no Annual General Meeting of the Society is held in any year or period of years, the elected Directors shall continue in office until the successors are elected and a general meeting for that purpose may on notice be held at any time.



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29. There shall be a Nominating Committee appointed by the President of the Society consisting of four (4) Directors of the Society who have served as Directors of the Society for at least one (1) year and which shall bring forward a slate of candidates for the office of Director which shall be voted upon at the Annual General Meeting of the Society. Additional nominations for the office of Director may be made by the members of the Society at the Annual General Meeting of the Society.
30. The term of office for all Directors shall be three (3) years and Directors are eligible for re-election to the office of Director.
31. A vacancy occurring among the Directors may be filled by appointment made by the remaining Directors at any meeting of the Board of Directors, but any person so chosen shall retain office until the next Annual General Meeting of the Society.
32. Any Director may be removed before the expiration of the office by a vote of the Board of Directors at any regular or special meeting of the Directors, notice of which has been given in writing and at which a quorum of the Directors is present, for any reason the Directors of the Society deem proper, and the Directors may appoint another person as Director. The person so appointed shall hold office until the next Annual General Meeting of the Society.
33. At the Annual General Meeting of the Society, all of Directors shall hold office until the dissolution of the meeting at which their successors are elected.
34. The office of the Director shall *ipso facto* be vacated:
- (a) upon the death of a Director;
 - (b) upon a criminal conviction for a crime constituting moral turpitude;
 - (c) if by notice in writing to the Society the Director resigns his office;
 - (d) if the Director is removed as provided in these By-Laws.
- PROCEEDINGS OF DIRECTORS**
35. Meetings of the Board of Directors shall be held as often as the business of the Society may require and, in any event, not less frequently than quarterly.
36. No business shall be transacted at any meeting of the Directors unless at least thirty-five percent (35%) plus one of the Directors are present at the commencement of such meeting.
37. Meetings of Directors shall be held within the Province of Nova Scotia and the Directors shall, from time to time, decide upon the time and place of their meetings and the form of notice to be given for meetings including meetings that may be held without formal notice.
38. A meeting of Directors may be held at the close of every Annual General Meeting of the Society without notice.



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39. Notice of all other Directors' meetings, specifying the time and place thereof, shall be given either orally or in writing to each Director within a reasonable time before the meeting is to take place, but no receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.
40. A meeting of Directors may be held without notice if all the Directors are present or if those absent have signified their assent to such meeting or their consent to the business transacted at such meeting.
41. The President or twenty-five percent (25%) of the Directors of the Society may at any time summon a meeting of the Directors of the Society in accordance with these By-Laws.
42. Questions arising at any meeting of the Directors shall be decided by a majority of votes. The Chair shall have no vote except in the case of an equality of votes in which case the Chair shall have a deciding vote.
43. The President or, in the absence of the President, the Vice President or, in the absence of both the President and the Vice President, any Director appointed from amongst those Directors present shall preside as Chair at the meetings of the Directors.
44. A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion vested in or exercisable by the Directors generally.
45. All acts done at any meeting of the Directors or of any committee of Directors or by any person acting as Director shall, notwithstanding that it is afterwards discovered that there was some defect in the election or appointment of the Directors or persons so acting, or that they or any of them were disqualified, be as valid as if every such person had been duly elected or appointed and was qualified to be a Director.
46. If one or more of the Directors is called upon to perform extra services or to make special excursions in going or residing elsewhere than in Kings County, Nova Scotia, or otherwise for any of the purposes of the Society or the business thereof, the Directors may reimburse any reasonable expenses incurred by the Director or Directors so doing, either by a fixed sum or otherwise. Such reimbursement shall be approved by the Directors.

POWER OF DIRECTORS

47. The management of the business of the Society shall be vested in the Directors who, in addition to the powers and authorities by these By-Laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in general meeting.



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48. Without restricting the generality of the terms of the last preceding By-Law and without prejudice to the powers conferred thereby, and the other powers conferred by these By-Laws, the Directors shall have power:
- (a) To take such steps as they think fit to carry out any agreement or contract made by or on behalf of the Society;
 - (b) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Society;
 - (c) To appoint, remove or suspend at their discretion such experts, managers, secretaries, treasurers, officers, clerks, agents and servants for a permanent, temporary or special services, as they from time to time think fit, and to determine their powers and duties, and fix their salaries or emoluments and to require security in instances and in such amounts as they think fit;
 - (d) From time to time to make, vary and repeal rules for the regulation of the business of the Society, its officers and servants, the members of the Society or any section or class of them;
 - (e) To enter into all such negotiations and contracts, rescind and vary all such contracts, and execute and do all such acts, deeds, and things in the name and on behalf of the Society as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Society;
- (f) From time to time to provide for the management of the affairs of the Society in such manner as they shall think fit, and in particular, to enter into an agreement or agreements with others providing for the management of the Society or providing that certain powers of the Directors may only be exercised with the approval of the Executive Committee appointed in accordance with any such agreement;
- (g) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills or exchange and other negotiable or transferable instruments.
49. All fund-raising activities of the Society shall be carried out on a net basis so that the capital and operating costs of the society shall be paid from the Society's fund-raising activities except as otherwise determined by the Directors.
50. The Directors may delegate any of their powers to committees consisting of such of their number as they think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors and, without limiting the generality of the foregoing, the Directors may form an executive committee which shall consist of the President of the Society, who shall serve as Chair of the Executive Committee, Vice-President,



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Secretary and Treasurer, together with such other members of the Directors of the Society as may be appointed thereof. The Executive Committee shall have power to transact all regular business of the Society during the interim between the meetings of the Directors of the Society provided that any action which it may take shall not conflict with the policies and expressed wishes of the Directors of the Society and that it shall refer all matters of major importance to the Directors of the Society. Should any matter of extreme emergency arise between the regular meetings the Executive committee to request the Chair to call a special meeting of the Directors of the Society. A Committee shall constitute a quorum for the transaction of business.

51. The President shall be an *ex-officio* member of all committees of the Society.

OFFICERS

52. Officers of the Society shall be a President, Vice President, Secretary and Treasurer, and such other Officers as the Directors may from time to time determine. The offices of Secretary and Treasurer may be combined.

53. The Officers of the Society shall be elected from the board by the Directors of the Society at their first meeting held following the Annual General Meeting of the Society.

54. Directors may appoint a Recording Secretary of the Society who shall keep the minutes of the meetings of Members and Directors and shall perform such other duties as may be assigned to the Recording Secretary by the Directors.

55. The office of an Officer of the Society shall cease upon the death of that Officer, the Officer's conviction of a crime constituting moral turpitude, or if any Officer by notice in writing submits his resignation to the Directors and, in either event, the Directors may appoint a temporary substitute for such Officer for such length of time as the Directors may determine and who shall, for the purposes of these By-Laws, be deemed to be the holder of such office during the period of any such temporary appointment.

56. In the event the President of the Society ceases to be an Officer in accordance with Paragraph 48 above, the Vice President shall serve as interim President and exercise the duties and powers of the President until a replacement is appointed. In the event the President and Vice-President both cease to be Officers in accordance with Paragraph 48 above, the Secretary shall serve as interim President and exercise the duties and powers of the President until a replacement is appointed. In the event the Secretary also ceases to be an Officer, the Directors shall choose among them an interim President to exercise the duties and powers of the President until a replacement is appointed.



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57. The Directors may create honorary positions for the Society from time to time and may appoint any person, whether or not that person is a member of the Society, to such honorary position as the Directors may deem appropriate or advisable and the term and conditions or obligations of any such appointment shall be determined by the Directors at the time of such appointments. Any person so appointed may attend any meetings of the Directors and any Annual General Meeting of the Society but such person so appointed shall have no vote at any Directors' meetings but may vote at any Annual General Meeting of the Society.

AUDIT OF ACCOUNTS

58. The auditor of the Society shall be appointed annually by the members of the Society at the Annual General Meeting to audit the accounts and finances of the Foundation and to hold appointment until the next Annual General Meeting.

59. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, the auditor shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particular required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs and such report

shall be read at the Annual Meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditures in the preceding year, audited by the auditor, shall be filed with the Registrar without (sic) fourteen (14) days after the Annual Meeting in each year, as required by law.

REPEAL AND AMENDMENT OF BY-LAWS

60. The Society has the power to repeal or amend any of these By-Laws by a Special Resolution passed in the manner prescribed by law, but no repeal or amendment of these By-Laws shall take effect until approved by the Registrar.

MISCELLANEOUS

61. The Society shall file with the Registrar in its Annual Statement, a list of its Directors with their addresses, occupations and dates of appointment or election, and within fourteen (14) days of a change of Directors, notify the Registrar of any change.

62. The Society shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen (14) days after the resolution is passed.

63. The Seal of the Society shall be in the custody of the secretary and may be affixed to any document upon resolution of the Board of Directors.

64. Preparation of minutes, custody of the books and records and custody of the minutes of all



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meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary or the Recording Secretary.

65. The Board of Directors may instruct the staff of the Society to make available to any person, upon request, information about the Society.
66. Contracts, deeds, promissory notes, bills of exchange and other negotiable instruments and documents may be executed on behalf of the Society by the President and the Secretary, or otherwise, as prescribed by resolution of the Directors.
67. The borrowing powers of the Society shall be exercised by Special Resolution of the Directors.
68. The Secretary shall provide a copy of minutes of all meetings to the Directors.