

**MANITOBA INSTITUTE FOR PATIENT SAFETY INC. /  
INSTITUT MANITOBAIN SUR LA SECURITE DES PATIENTS  
INC.**

**GENERAL BY-LAW NO 1**

Amended June 2015

**MANITOBA INSTITUTE FOR PATIENT SAFETY INC. /  
INSTITUT MANITOBAIN SUR LA SECURITE DES PATIENTS INC.  
BY- LAW NO. 1**

**ARTICLE 1 - INTERPRETATIONS**

**1.01 Definitions.** In this by-law, unless the context otherwise requires:

- a) "Act" means *The Corporations Act* of Manitoba and the regulations made under the Act;
- b) "Board" means the Board of Directors of the Corporation;
- c) "Corporation" means MANITOBA INSTITUTE FOR PATIENT SAFETY INC. / INSTITUT MANITOBAIN SUR LA SECURITE DES PATIENTS INC.;
- d) "crisis situation" means a situation which must be dealt with immediately and in which any delay in action to enable the holding of a Board meeting could have a significant negative impact on the Corporation; and,
- e) "Minister" means the Minister of Health of the Province of Manitoba.

**1.02 Interpretation.** In this By-Law, where the context so requires, the singular includes the plural; the plural includes the singular; the masculine includes the feminine; and the word "person" includes individuals, bodies corporate, corporations, companies, partnerships, syndicates or any number or aggregate of persons.

**1.03** Any word or term contained in this By-Law which is not defined in this By-Law but is defined in the Act has the meaning given to it in the Act.

**1.04 Headings.** The headings used in this By-Law are inserted for reference purposes only and shall not affect the construction or interpretation of this By-Law.

**ARTICLE 2 – BUSINESS OF THE CORPORATION**

**2.01 Registered Office.** The Registered Office of the Corporation shall be 102-175 Carlton Street, Winnipeg, Manitoba, R3C 3H9 or such other place as the Board may by resolution from time to time determine.

**2.02 Corporate Seal.** The Corporation may adopt a corporate seal and the corporate seal may be affixed to contracts, documents, and instruments in writing signed as provided in clause 2.05 of this By-Law or by one or more Directors, Officers or persons appointed as provided in clause 2.05 of this By-Law by resolution of the Board, but any such contract, document or instrument is not invalid merely because the corporate seal is not affixed thereto.

**2.03 Fiscal Year.** The fiscal year of the Corporation shall be from April 1<sup>st</sup> of one year to March 31<sup>st</sup> of the next succeeding year.

**2.04 Banking.**

- (a) The Board may, from time to time, by resolution designate such chartered banks or credit unions as the Board deems appropriate at which the banking business of the Corporation shall be transacted.
- (b) The Board may, by resolution, designate and authorize an appropriate Director or Directors, officer or officers or other person or persons to transact banking business on behalf of the Corporation pursuant to such agreements and instructions as the Board may from time to time prescribe or authorize.
- (c) All withdrawals from deposits at an institution designated by the Board pursuant to clause 2.04(a), and all payments on behalf of the Corporation, shall be made by cheque signed by at least two persons designated by the Board by resolution for this purpose.
- (d) Notwithstanding clause 2.04(c), as an alternative to the issuing and drawing of cheques and other banking documents on paper, the Board may, by resolution, enter into agreements relating to electronic funds transfer systems, and authorize the use of such systems.
- (e) As an alternative to the manual signing of cheques, any cheque on the authorized bank accounts of the Corporation shall be sufficiently signed if the facsimile of two authorized Officers are printed, lithographed or otherwise impressed thereon by an automatic cheque signing machine or device provided, always, that the use of such machine or device shall be subject to proper controls and that any such machine or device so used and the controls of the use thereof, shall both be approved in writing by the Executive Director of the Corporation.

**2.05 Signing Authority.** Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed by:

- (i) the Chair of the Board, or the Vice-Chair, together with
- (ii) the Secretary or Treasurer or any other Director or person designated by the Board by resolution,

and all contracts, documents or instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

In addition, the Board of Directors may from time to time by resolution appoint any Director or Directors, Officer or Officers or any person or persons, on behalf of the

Corporation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments.

**2.06 Fundraising.** The Board shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, payments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation. The Board may enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with the undertaking of the Corporation as outlined in the Articles of Incorporation.

**2.07 Safeguards.** The Board shall take reasonable steps to ensure that the assets of the Corporation are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with the Board's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles.

### **ARTICLE 3 - MEMBERS**

**3.01 Categories of Membership.** Membership shall be divided into two (2) categories: Class A and Class B.

**3.02 Class A.** The Minister shall be the sole member within Class A. No other members shall be admitted to Class A

**3.03 Class B.** Members may be admitted to the Corporation within Class B by the Board based on the following criteria:

(i) Members must be not-for-profit organizations;

(ii) Members must, in the view of the Board:

- have a primary focus on health care delivery and/or health care quality and/or demonstrated leadership regarding health care issues; and,
- have experience and/or a demonstrated interest in advancing patient safety; and,
- be provincial in influence and/or profile and/or have significant influence in the area of patient safety; and/or,
- represent the diversity of the health care system in Manitoba, and,

(iii) a minimum of one-third of the members must have direct involvement in or be accountable for patient safety issues.

- 3.04 Representative at Members' Meetings.** Upon admittance into Class B, a member shall advise the Corporation in writing from time to time as to who will be attending meetings as representative of the member.
- 3.05 Voting - Class A.** The Minister as the sole member within Class A shall have the powers as set out in the Articles of Incorporation and this By-Law but shall have no vote in relation to any other matters that come before the members for a vote.
- 3.06 Voting - Class B.** Each member within Class B shall be entitled to one vote in relation to those matters on which members are entitled to vote under the Act and as set out in the Articles of Incorporation and this By-Law.
- 3.07 Membership Fees.** There shall be no membership fees for the Minister as the sole member within Class A. There shall be no membership fees for members within Class B unless otherwise determined by resolution of the Board. When and if fixed by the Board, membership fees for members.
- 3.08 Resignation.** Any member within Class B of the Corporation may withdraw from the Corporation by delivering a written resignation to the Corporation and depositing a copy of the same with the Secretary. The resignation of a member shall not entitle the member to a refund or rebate of membership fees previously paid. The resignation of a member shall not reduce or extinguish the obligation of such member to pay any membership fees then outstanding.
- 3.09 Membership Not Transferable.** The interest of a member in the Corporation is not, directly or indirectly, transferable.

#### **ARTICLE 4 – BOARD OF DIRECTORS**

- 4.01 Board Composition.** The Board shall consist of:
- (a) up to five (5) Directors appointed by the Minister as the sole member within Class A, and
  - (b) seven (7) Directors elected by the members within Class B.
- 4.02** As required in the Act, Director:
- (a) shall be individuals,
  - (b) shall be at least eighteen (18) years of age, and
  - (c) shall not have the status of a bankrupt.

**4.03 Term of Directors.** A Director shall be appointed or elected for a term of not more than 3 years. In appointing or electing Directors, the members shall take reasonable steps to ensure the continuity of the Board through staggered terms.

**4.04 Re-election/Re-appointment.** Directors shall, if they continue to meet the qualifications as set out in the Act and clause 4.02 of this By-Law, be eligible for re-election or re-appointment. A Director can serve for a maximum of 10 years.

#### **4.05 Elections**

**(a) Election Timing.** The election of Directors by the members within Class B shall take place at each annual meeting of members at which an election of Directors is required. If an election is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected. The Corporation may appoint an interim Director to fill a vacancy resulting from a resignation of an elected Director should this occur up to nine months prior to the annual meeting where an election is required. The Director may continue in office until an election of Directors is held.

**(b) Election Process and Notices.** In the event that an election is required at a meeting of members, either as a result of a vacancy of office or an ending of term in office, the Secretary will inform Class B members of the need for an election, and will issue a call for nominees no less than 60 days prior to the meeting of members.

Class B members are eligible to submit the name of a nominee, having obtained the nominee's consent, within the deadline as set by the Secretary. No nominations will be considered after the deadline.

The Executive Committee will serve as the Nomination Committee. The Committee will review the nominees and will use a Board approved set of attributes to guide the selection of nominees for election to the Board.

The Executive Committee will present the slate of candidates for the elected members of the Board of Directors of the Manitoba Institute for Patient Safety to the Board of Directors for approval.

The approved slate of candidates will be communicated to members not less than 21 nor more than 50 days before the date of the meeting of members.

No nominations from the floor of the AGM will be considered.

**4.06 Appointment.** At least 3 months prior to the expiry of the term of a Director appointed by the Minister, the Corporation shall send a written notice of the expiry to the Minister.

- 4.07 Removal of Elected Directors.** Subject to the Act, the members within Class B may by resolution passed at a special meeting remove any Director elected by them from office and elect a Director to fill the vacancy created by such removal for the balance of the unexpired term.
- 4.08 Removal of Appointed Directors.** Subject to the provisions of the Act, the Minister as the sole member within Class A may remove any Director appointed by him as the sole member within Class A and appoint a Director to fill the vacancy created by such removal for the balance of the unexpired term.
- 4.09 Vacation of Office.** A Director ceases to hold office when he dies; he is removed from office in accordance with clause 4.06 or 4.07; or his written resignation is sent or delivered to the Corporation, or if a time is specified in such resignation, at the time so specified, whichever is later.
- 4.10 Notice to Minister of Vacation of Office.** The Corporation shall immediately notify the Minister in writing of a vacation of office by a Director appointed by the Minister prior to the expiry of the term of office of that Director otherwise than as set out in clause 4.08.
- 4.11 Remuneration** A Director shall be eligible for remuneration in accordance with the policy approved by the Board, and shall be paid reasonable out of pocket expenses incurred in the performance of the Director's duties, in accordance with guidelines approved by the Board.

## **ARTICLE 5 – MEETINGS OF THE BOARD OF DIRECTORS**

- 5.01 (a) Time and Place.** The Board Chair shall convene regular meetings of the Board at such times and places as the Chair may think fit.
- (b) Public Accountability.** The Board shall prepare an annual report on its activities and shall provide a copy of the report to all members and such stakeholders as determined by the Board and shall make the report available to the public.
- 5.02 Regular Meetings – Notice.** Subject to clause 5.06, the Board Chair shall ensure that notice of the time and place of any regular meeting and the agenda for such meeting are provided to the Directors prior to the meeting in the manner specified in clause 11.01 of this By-Law and in the time determined by the Board.
- 5.03 Regular Meetings - Order of Business.** The Chair shall determine the order of business to be followed at all regular meetings of the Board.

**5.04 Chair of Regular Meetings in the Absence of the Board Chair and Vice-Chair.** In the absence of the Chair and the Vice-Chair, the Directors present at a regular meeting shall, by a majority of votes, choose another Director to act as Chair.

**5.05 Special Meetings - Convening, Notice, Order of Business.** A special meeting of the Board may be called by the Chair at any time to transact business in between regular meetings of the Board and, the Chair shall call a special meeting on written request of any two Directors of the Board.

The Chair shall ensure that notice of the time and place of any special meeting, the agenda for such meeting and all necessary resource material are provided to the Directors, in the manner specified in clause 11.01 of this By-Law, not less than 2 days, where reasonably possible, (exclusive of the day on which notice is delivered or sent but inclusive of the day for which notice is given) prior to the meeting.

Except as provided in this clause, the following order of business shall be observed at all special meetings:

- (a) reading of the Notice of Meeting;
- (b) establishment of Quorum;
- (c) transaction of business;
- (d) adjournment

Where all the Directors are present at a special meeting and unanimously agree, business other than the special business included in the Notice for such meeting may be discussed and transacted.

**5.06 Where Notice of Meetings Not Necessary.** Notice of a meeting shall not be necessary where:

- (a) all Directors entitled to vote at the meeting are present in person and approve of the transaction of business considered at the meeting; or
- (b) all Directors entitled to vote at such meeting who are not present waive in writing, either before or after the meeting, notice of the meeting and consent in writing to the business transacted at such meeting. Such waiver and consent shall be attached to the minutes of the meeting; or
- (c) the meeting is a reconvening of an adjourned meeting of the Board and the time and the place of the reconvening is announced at the original meeting.

**5.07 (a) Quorum.** A simple majority of the Directors holding office at the time of the meeting shall constitute a quorum. No business shall be transacted at a meeting of the Board unless a quorum of the Board is present.



- (b) **Minutes.** Minutes shall be kept for all meetings of the Board and these shall be circulated among all Directors.

**5.08 Voting.**

- (a) Unless otherwise specified in the Act or this By-Law, questions arising at any meeting of the Board of Directors shall be decided by a majority of votes. In the case of an equality of votes, the Chair of the meeting, who shall ordinarily have no vote, shall cast the deciding vote. All votes shall be taken by a show of hands unless a ballot is requested by any Director present. A Director may rescind his request for a ballot at any time.
- (b) Notwithstanding clause (a), the Board may by resolution establish specific items for which more than a majority of votes is required for assent.
- (c) There shall be no voting by proxy.

**5.09 Telephone Participation.** A Director may, if all Directors present at the meeting consent, participate in a Board meeting or a meeting of a committee of the Board by means of such telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in the meeting by that means is deemed to be present at the meeting.

**5.10 Resolution in Lieu of Meeting.** Notwithstanding any of the foregoing provisions of this By-Law, a resolution signed by all the Directors entitled to vote on that resolution at a meeting of the Board or any committee of the Board is as valid as if it had been passed at a meeting of the Board or of any committee of the Board, and is effective from the date specified in the resolution, but that date shall not be prior to the date on which the first Director signed the resolution.

**5.11 Questions of Procedure.** Questions of procedure at both regular and special meetings which have not been provided for in this By-Law shall be determined in accordance with the rules of order established by the Board from time to time.

**ARTICLE 6 - OFFICERS**

**6.01 Appointment/Election of Officers.**

- (a) **Chair.** The Minister shall appoint the Chair of the Board for such term as determined by the Minister.
- (b) **Vice-Chair.** The Board shall appoint or elect from among its Directors, a Vice-Chair who, subject to clause 6.03, shall hold office for one year.

- (c) **Secretary and Treasurer.** The Board may appoint or elect from among its Directors to serve as, and/or appoint individuals who are not Directors to serve as:
  - (i) a Treasurer; and,
  - (ii) a Secretary.
- (d) Notwithstanding clause 6.01(c) one individual may be appointed to serve as Secretary and Treasurer.
- (e) Non-Directors appointed to the offices specified in clause 6.01(c) shall not be entitled to be Directors or to vote at meetings of the Board or any committees of the Board by virtue of their appointment.
- (f) The Treasurer and/or Secretary shall serve for such terms as determined by the Board.

**6.02 Reappointment.** A Board Officer whose term has expired is eligible for reappointment.

**6.03. (a) Removal of Chair.** The Minister may remove the Chair before the expiry of his or her term. Where the Chair is removed pursuant to this clause, the Minister shall appoint from among the Directors on the Board, a Chair to fill the vacancy for the balance of the term remaining.

(b) **Removal of Vice-Chair.** The Board may remove the Vice-Chair before the expiry of his or her term. Where the Vice-Chair is removed pursuant to this clause, the Board shall appoint from among its Directors, at the meeting at which the Vice-Chair is removed, a Vice-Chair to fill the vacancy for the balance of the term remaining.

(c) **Removal of Secretary and/or Treasurer.** The Board may remove the Secretary and/or the Treasurer at any time, and may appoint a Director or other individual to fill the vacancy for the balance of the term remaining.

**6.04. (a) Vacancy – Chair.** If the office of Chair is vacated other than as provided in clause 6.03 before the Officer's term expires, the Minister shall appoint a Director to fill the vacancy for the balance of the term remaining.

(b) **Vacancy - Vice-Chair.** If the office of Vice-Chair is vacated other than as provided in clause 6.03 before the Officer's term expires, the Board shall, at the first meeting of the Board following the vacancy, appoint a Vice-Chair to fill the vacancy for the balance of the term remaining.

(c) **Vacancies - Treasurer/Secretary.** If the Office of Secretary or Treasurer is vacated other than as provided in clause 6.03, the Board may appoint a person to fill the vacancy for the balance of the term remaining.

**6.05 (a) Duties of Chair.** The Chair shall: call and preside at all meetings of the Board; call and preside at all meetings of the Executive Committee and be an ex-officio member of all other committees of the Board; and, perform such other duties as may be assigned from time to time by the Board by resolution.

(b) **Duties of Vice-Chair.** The Vice-Chair shall perform such duties as may be assigned from time to time by the Board by resolution and during the absence or disability of the Chair shall have the powers and duties of that office.

**6.06 Duties of Treasurer.** Unless otherwise determined by the Board by resolution, the Treasurer shall: conduct the banking business of the Board; advise the Board on the financial matters of the Board and the Corporation; ensure that all funds of the Corporation are kept in proper and safe custody; ensure that monthly financial statements are prepared and submitted to the Board at the regular meetings of the Board, or at the request of the Board or the Board Chair; and perform such other duties as may be assigned from time to time by the Board by resolution.

**6.07 Duties of Secretary.** Unless otherwise determined by the Board by resolution, the Secretary shall: give or cause to be given notices of all meetings of the Board, and, as directed by the Board, of meetings of committees of the Board; prepare, in consultation with the Board Chair, and distribute the agendas of Board meetings, and, attend all Board meetings and, record minutes and circulate to all Directors the minutes of such meetings; maintain a record of Directors' attendance at meetings of the Board; conduct correspondence as directed by the Board; maintain custody of the corporate seal of the Corporation in the event that the Corporation has a corporate seal; maintain the minute book of the Corporation; and, perform such other duties as may be assigned from time to time by the Board by resolution.

## **ARTICLE 7 - EXECUTIVE DIRECTOR**

**7.01 Appointment.** The Board shall appoint an Executive Director.

**7.02 Responsibilities.** The Executive Director shall be responsible for the general management and conduct of the affairs of the Corporation in accordance with the by-laws, rules, policies and directions of the Board.

**7.03 Temporary Replacement.** If the Executive Director is unable to act in his capacity, the Board may, by resolution, appoint an individual to temporarily assume the Executive Director's responsibilities.

- 7.04 Voting.** The Executive Director shall not have the right to move or second motions or to vote at meetings of the Board of Directors and Board Committees

## **ARTICLE 8 - COMMITTEES OF THE BOARD**

### **8.01 Standing Committees of the Board.**

- a) The Board shall annually appoint the members of the following Standing Committees at the Board meeting immediately following the annual general meeting:
- (i) the Executive Committee
  - (ii) the Finance Committee
  - (iii) the Audit Committee
- (b) The Chair of the Finance Committee and the Audit Committee will be selected by the Committee members.
- (c) If a vacancy occurs in one of the Standing Committees established pursuant to clause (a) in the course of the year, the Board shall appoint, at its next regular meeting following the occurrence of the vacancy, another person to that Committee.

### **8.02 Executive Committee.** The Board shall establish an Executive Committee. The Executive Committee shall:

- (a) Consist of the Board Chair, who shall serve as Chair of the Committee, the Vice Chair, the Chairs of the Finance and Audit Committees and such other Directors as the Board may determine.
- (b) Exercise the full powers of the Board in any crisis situation arising between Board meetings, reporting every action at the next meeting of the Board.
- (c) Study and advise or make recommendations to the Board on any matter as directed by the Board.
- (d) Perform such other duties as the Board may direct.

### **8.03 Finance Committee.** The Board shall establish a Finance Committee. The Finance Committee shall:

- (a) Consist of the Treasurer and at least three Directors. Where the Treasurer is not a Director, he shall be an ex-officio, non-voting member of the Committee.
- (b) Notwithstanding clause (a), where the Board does not appoint/elect a Treasurer, the Committee shall consist of at least 4 Directors appointed by the Board.

- (c) Advise and make recommendations to the Board on:
  - (i) the financial statements at intervals approved by the Board (at minimum quarterly);
  - (ii) the annual budget for capital and operating revenues and expenditures for the ensuing fiscal year;
  - (iii) the policies and procedures to be established for investment, banking, insurance, donations, bequests, endowments, tendering and purchasing.
- (d) Perform such other duties as directed by the Board.

**8.04 Audit Committee.** The Board shall establish an Audit Committee. The Audit Committee shall:

- (a) Consist of the Treasurer and at least two Directors and such other persons as the Board may determine . Where the Treasurer is not a Director and/or where a person who is not a Director is appointed to the Committee, the Treasurer and/or other person shall be an ex-officio, non-voting member of the Committee.
- (b) Notwithstanding clause (a), where the Board does not appoint/elect a Treasurer, the Committee shall consist of at least 3 Directors appointed by the Board and such other persons as the Board considers appropriate.
- (c) Advise and make recommendations to the Board on:
  - (i) the compliance of the Executive Director of the Corporation regarding the management of all funds of the Corporation in accordance with relevant legislation, by-laws, rules, policies and procedures established by the Board;
  - (ii) the appointment of the Auditor;
  - (iii) the annual audited financial statements approved by the committee;
- (d) Meet with the Auditor to discuss the audit work, from time to time as determined by the Board or the Committee or as requested by the Auditor, and at least annually to discuss and review the annual audited financial statement and Auditor's report before they are submitted to the Board.
- (e) Perform such other duties as directed by the Board.

**8.05** The Board may, by resolution, establish and empower ad hoc and standing committees of the Board in addition to the Standing Committees, as the Board may, from time to time, deem appropriate.

**ARTICLE 9 - FIDUCIARY DUTY AND STANDARD OF CARE**

## OF DIRECTORS AND OFFICERS

- 9.01 Duty of Care of Directors and Officers.** As required in the Act, every Director and Officer of a corporation in exercising their powers and discharging their duties shall:
- a) act honestly and in good faith with a view to the best interests of the Corporation; and
  - b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 9.02 Confidentiality.** Every Director, Officer and employee of the Corporation shall respect the confidentiality of matters brought before the Board or before any committee of the Board, or that is sent to Directors on a confidential basis, and any such information shall not be communicated to any person not entitled by law to that information. For greater certainty, such information may be communicated within the Corporation, by management and staff, on a confidential need to know basis for operational purposes. Unless otherwise required by law, any information to be communicated as required by law, shall be communicated by a person(s) designated by the Board.
- 9.03 Conflict of Interest.** In accordance with the Act, a Director or Officer who is a party to, or who is a Director or Officer of or has a material interest in any party who is a party to, a material contract or proposed material contract with the Corporation shall disclose the nature and extent of his interest at the time. Any such contract or proposed contract shall be referred to the Board for approval even if such contract is one that in the ordinary course of the Corporation's business would not require approval by the Board, and a Director interested in a contract so referred to the Board shall neither participate in any discussion nor vote on any resolution to approve same.

## ARTICLE 10 – MEETINGS OF THE MEMBERS

- 10.01 Annual Meetings.** The first annual meeting of members shall be held within 18 months of the incorporation of the Corporation at such time in and at such place as the Board or the Board Chair may from time to time determine. Thereafter, the annual meeting of members shall be held at such time in each year and at such place as the Board or the Board Chair may from time to time determine. The purpose of the annual meeting is to elect Directors when required, consider the financial statements and reports required by the Act to be placed before the annual meeting, appoint auditors and for the transaction of such other business as may be properly brought before the meeting.
- 10.02 Special Meetings.** The Board or the Board Chair shall have power to call a special meeting of members at any time. The Board Chair shall call a special meeting of the members upon the request of any two members.
- 10.03 Notice of Meetings.** Notice of the time and place of each meeting of members shall be given not less than 21 nor more than 50 days before the date of the meeting to each director, to the auditor and each member.

**10.04 Meetings Without Notice.** A meeting of members may be held without notice at any time and place if:

- (a) a representative of each of the members entitled to vote thereat are present in person or if those not present waive notice of or otherwise consent to such meeting being held, and
- (b) if the auditors and the Directors are present or waive notice of or otherwise consent to such meeting being held.

**10.05 Chair, Members' Meetings.** The chair of any meeting of members shall be the Board Chair. If the Board Chair is not present and the Vice-Chair is not present to act in his place, the members present shall choose a Director or representative of a member to act as chair of the meeting.

**10.06 Quorum.** A Quorum for any annual general meeting or special general meeting of the Manitoba Institute for Patient Safety shall be the number of members in attendance at the meeting.

**10.07 Votes to Govern.** At any meeting of members every question shall, unless otherwise required by the Articles of Incorporation or the By-laws, be determined by the majority of the votes cast by the members entitled to vote on the question. In the case of an equality of votes either upon a show of hands or upon a poll, the motion shall be deemed to have been defeated.

**10.08 Show of Hands.** Any question at a meeting of members shall be decided by a show of hands unless a ballot thereon is required or demanded. Upon a show of hands the representative of each member entitled to vote on the question who is present shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon is so required or 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 prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the members upon the said question.

**10.09 Ballots.** On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the representative of any member entitled to vote on the question present at the meeting may require or demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct. A requirement or demand for a ballot may be withdrawn at any time prior to the taking of the ballot.

**10.10 Resolution in Writing.** A resolution in writing signed by all members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members.

#### **ARTICLE 11 - NOTICES**

**11.01 (a) Service.** A notice or other document required by the Act, the Articles of Incorporation or this By-Law to be sent to any Director or member shall be delivered personally by hand or prepaid courier or sent by prepaid mail or by telegram or cable or by facsimile transmission or any electronic delivery to any such person at their latest address as shown in the records of the Corporation; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

(b) **Deemed Receipt.** Any notice delivered by hand or prepaid courier shall be deemed to be received on the date of actual delivery thereof. Any notice sent by telegram, cable or by facsimile transmission or any electronic delivery shall be deemed to have been received on the next day following the transmission. Any notice sent by prepaid mail shall be deemed to have been received on the seventh business day following the date on which the notice was mailed.

#### **ARTICLE 12 – AUDIT**

**12.01 Appointment of Auditor.** An auditor shall be appointed by the members within Class B at the annual members' meeting to hold office until the next annual members' meeting or until his successor is appointed unless previously removed by resolution of the members within Class B of the Corporation at a special meeting.

**12.02 Resolution Dispensing with Appointment of Auditor.** An auditor need not be appointed by the Board of the Corporation provided that the members of the Corporation resolve not to appoint an auditor pursuant to subsection 157(1) of the Act.

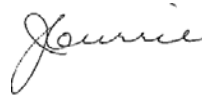
**12.03 Remuneration.** The remuneration of the auditor shall be approved by the Board of the Corporation.



**ARTICLE 13 – AMENDMENT OF BY-LAW**

**13.01 Amendment of By-law.** This By-law may be repealed or amended by the Board and sanctioned by an affirmative vote of two-thirds (2/3) of the members within Class B present at a meeting duly called for the purpose of considering the said repeal or amendment.

Adopted and approved by the Board of Directors of MANITOBA INSTITUTE FOR PATIENT SAFETY INC. / INSTITUT MANITOBAIN SUR LA SECURITE DES PATIENTS INC. This 7<sup>th</sup> day of May 2015.

A handwritten signature in cursive script, appearing to read "Jan Currie".

Chair Jan Currie