

BY-LAW NO. 1

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

TADDLE CREEK FAMILY HEALTH TEAM (the “Corporation”)

BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE 1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In the By-law, unless the context otherwise specifies or requires:

“*Act*” means the *Corporations Act* (Ontario) and its Regulations, as from time to time amended and every statute that may be substituted therefore, and in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute, or statutes, including any Regulations of the new statute or statutes;

“Board” means the board of the directors of the Corporation;

“By-law” means any By-law of the Corporation from time to time in force and effect;

“Chair” means the director appointed as such, who shall also have the duties of the President under the *Act*;

“Executive Director” means the person engaged by the Board to manage and administer the day-to-day affairs of the Corporation;

“Family Health Organization (FHO) Agreement” means the agreement entered into between the Ministry, the Ontario Medical Association, and those physicians who are members of the Family Health Organization;

“Family Health Team” means the initiative established by the Ministry for the purposes of providing funding to participants to establish, co-ordinate, manage, and operate collaborative primary health care practices and programs;

“FHT Funding Agreement” means the agreement between the Corporation and the Ministry, or any successor entity, concerning the establishment and operation of the Corporation as a Family Health Team;

“Lead Physician” means an individual or individuals, each of whom is a physician and a member of the Family Health Organization appointed by a majority decision of the Board to perform the obligations under the Board’s job description for “lead physician”;

“Members’ Meeting” means meetings held by the members of the Corporation including the annual general Members’ Meeting;

“Medicine Professional Corporation” means a professional corporation incorporated pursuant to section 3.2 of *Business Corporations Act* (Ontario), and has been granted a certificate of authorization for the practice of medicine by the College of Physicians and Surgeons of Ontario;

“Ministry” means the Ontario Ministry of Health and Long-Term Care;

“Physician” means an individual who holds a certificate of registration issued by the College of Physicians and Surgeons of Ontario for the practice of medicine;

“Policy Manual” means the *Taddle Creek Family Health Team Governance Policies and Procedures* approved by the Board from time to time;

“Regulations” means the regulations made under the *Act* as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitutions, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations;

“Service Plan” means the scope of services to be provided by the Corporation under the FHT Funding Agreement; and

“Special Resolution” means a decision passed by the Board and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a Members’ Meeting of the members, or, in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such meeting.

1.2 Interpretation

These By-laws shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) save and except from the terms defined in section 1.1, all words and terms used in the By-laws that are defined in the Act and/or Regulation shall have the same meaning give to such words and terms in the Act and/or Regulation;

- (b) words importing the singular number only shall include the plural and vice versa; and the word “person” shall include bodies corporate, corporations, companies, partnerships, trusts, unincorporated associations, and any number or aggregate of persons;
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

1.3 Inconsistencies with Letters Patent

In the event of any inconsistencies or conflicts between the terms, provisions, and/or conditions of these By-laws and the Letters Patent, then the terms, provisions, and/or conditions of the Letters Patent will prevail.

1.4 Objects

The objects for which the Corporation is incorporated are set out in its Letters Patent and are reproduced here as a reference for the members and the Board:

“To create and operate an organization that will assist health service providers to function within a collaborative interdisciplinary setting in order to enhance their ability to deliver effective, appropriate, and quality primary health care services for patients within Ontario; primarily to those patients residing in and around the City of Toronto.”

ARTICLE 2 GENERAL BUSINESS

2.1 Head Office

The head office of the Corporation shall be at 790 Bay Street, Suite 306, Toronto, Ontario (subject to change by Special Resolution).

2.2 Seal

The seal of the Corporation, if any, may be approved by majority decision of the Board.

2.3 Financial Year

Until changed by the Board, the financial year of the Corporation shall end on the 31st day of March in each year.

ARTICLE 3 DIRECTORS

3.1 Number and Composition¹

- (a) The Board shall be composed of nine (9) directors, as follows:
 - (i) at least seven (7) physicians who are each a party to the FHO Agreement and who are elected by the members; and
 - (ii) one (1) or two (2) community representatives from the Toronto area who demonstrate skills identified as required by the Board and who are elected by the members.
- (b) The Board will annually establish a Nominating Committee pursuant to section 3.4 to assist with recruiting and recommending candidates to fill vacancies on the Board.
- (c) The Nominating Committee will ensure that at least one Lead Physician is amongst the physician candidates presented to the members for election.
- (d) The Nominating Committee will ensure there is at least one representative from each of the two (2) sites of the Corporation amongst the candidates presented to the members for election.
- (e) The Executive Director, together with any Lead Physician who is not on the Board, shall be invited to and may attend and participate at all meetings of the Board as non-voting guests of the Board. These guests may be asked to leave during an in camera or confidential session of the Board.
- (f) Any change in the number of directors shall be approved by Special Resolution.

3.2 Qualifications

Every director shall:

- (a) be eighteen (18) or more years of age;
- (b) not be of unsound mind or have been so found by a court in Canada or elsewhere;
- (c) not be a patient of the Corporation;
- (d) not be an employee of the Corporation and not live in the same household as an employee of the Corporation; and

¹ Until the June 2019 annual general meeting of the Corporation, section 3.1 from the 2006 by-laws shall remain in effect.

- (e) not be an undischarged bankrupt.

3.3 Election and Term

Subject to the provisions of these By-laws, and the Board's nomination process set out in section 3.4, directors shall be elected by the members at an annual general Members' Meeting. In order to establish a rotating Board under this section, the first Board elected pursuant to the approval of these By-laws will be assigned staggered terms of one (1), two (2) and three (3) years. Thereafter, each retiring director will be replaced by a director serving a three (3) year term. Directors shall serve for a maximum of six (6) consecutive years. Directors who have reached the maximum term shall be eligible for re-election after a one (1) year hiatus from the Board.

3.4 Nominations Process

The Board shall identify candidates for the Board through the following process:

- (a) Annually, the Board shall appoint a Nominating Committee, including the past Chair, if available, and the Executive Director and such other individuals chosen by a majority decision of the Board.
- (b) The Board shall identify the necessary criteria to fill the vacancies by conducting a skill-set and gap analysis, taking into account the skills identified in section 5.1(d)(iii).
- (c) Directors may be evaluated by the Board based on their performance.
- (d) An open call for candidates will be made:
 - (i) In the case of those director positions to be filled by a FHO physician, to the physicians who are parties to the FHO Agreement.
 - (ii) In the case of community director positions, in a manner to be determined by the Board to solicit interest from the Toronto area.
- (e) Interested candidates will be encouraged to submit written applications. The period of time within which candidates may submit applications will be at least one (1) month in duration.
- (f) Applications shall be submitted by interested candidates to the chair of the Nominating Committee and shall be reviewed by the Nominating Committee.
- (g) A short-list of candidates shall be developed by the Nominating Committee of those individuals who meet the criteria as identified by the Board.
- (h) The Nominating Committee shall recommend its proposed candidates to the Board for its approval, including those candidates identified in section 3.1(d) and (e).

- (i) Those candidates approved by the Board shall be presented to the members at the annual general Members' Meeting for election.

3.5 Vacancy of Directorial Office

The office of a director shall be automatically vacated upon the following circumstances:

- (a) if the director ceases to meet any of the qualifications set out in section 3.2;
- (b) if by notice in writing to the Corporation the director resigns, which resignation shall be effective at the time it is received by either the Chair or Secretary of the Corporation or at the time specified in the notice, whichever is later;
- (c) if the Board determines by a majority vote that the director has failed to comply with the *Act*, the FHT Funding Agreement, or the Corporation's By-laws, policies or procedures, including without limitation, the confidentiality, conflict of interest and standard of care provisions contained in these By-laws;
- (d) if a Special Resolution is passed by the members to remove the director from office prior to the expiration of the director's term, held at a Members' Meeting; or
- (e) if the director dies.

3.6 Filling Vacancies

If a vacancy occurs at any time among the directors, such vacancy shall be filled by the Board until the next annual general meeting.

3.7 Board Committees

- (a) The Board may from time to time appoint such committees or committees, as it deems necessary or appropriate for such purposes, and with such powers as it shall see fit, including a committee or committees whose purpose is to serve an advisory function for the Board.
- (b) Members of committees need not be directors. Every committee must include representation from the physicians who are signatories to the FHO Agreement.
- (c) Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.
- (d) Any member of any such committee may be removed by a majority decision of the Board.

3.8 Non-Directors on Committees

- (a) Any individuals appointed to committees who are not directors shall have full voting rights on such committees.
- (b) Participation by an individual who is not a director is conditional on that individual signing an acknowledgement that he or she has read and understood those Board policies that apply to non-directors, including without limitation confidentiality and conflict of interest policies.

ARTICLE 4 MEETINGS OF THE BOARD OF DIRECTORS

4.1 Place of Meeting

Meetings of the Board may be held either at the head office or any other place approved by the Board. If all the directors present at or participating in a meeting consent, a meeting of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating to communicate with each other simultaneously and instantaneously. Any director so participating shall be deemed to be present at such meeting.

4.2 Regular Meetings

The Board will hold regular meetings at least quarterly in each financial year. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place or hour to be named by the Board and a copy of any minutes of the Board fixing the place and time of regular meetings of the Board, established yearly, shall be sent to each director forthwith after being passed, but no further notice shall be required for any such regular meetings.

4.3 Notice of Special Meeting

A special meeting of the Board may be convened at any time by the Chair, or by any two (2) directors. The Secretary, when directed or authorized by any such officers or any two (2) directors, shall convene a special meeting of the Board. The notice of special meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in a manner specified in section 12.1 of these By-laws not less than two (2) days before the meeting is to take place. Any director may waive notice if it was not properly given. A director's attendance at any meeting of the Board shall indicate that the director received appropriate notice, unless the director specifically disputes that appropriate notice was given.

4.4 Error or Omission in Giving Notice

No error, unless the error was willful or negligent, or accidental omission, in giving notice of any meeting the Board shall invalidate such meeting or make void any proceeding taken at such meeting.

4.5 Resolution in Place of Meeting

A resolution in writing, signed by all directors entitled to vote on that resolution at the meeting of the Board, or committees of the Board, is as valid as if it had been passed at a meeting of the Board or a committee of the Board.

4.6 Adjournment

Any meeting of the Board may be adjourned from time to time by the Chair, with the consent of Board, to a fixed time and place. Notice of any adjourned meeting of Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting.

4.7 Chair

The chair of each meeting of the Board shall be the Chair of the Board, or such other director who may be designated from time to time by the Chair. In the event that the Chair of the Board is absent from a meeting of the Board, the Board shall designate the chair for that meeting.

4.8 Quorum

A majority of the full Board complement shall constitute a quorum for the transaction of business at any meeting of the Board. For clarity, in the event of a vacancy or vacancies on the Board, quorum of the Board does not change, and any vacancy or vacancies shall be included in the total number of directors for the purposes of determining whether quorum exists.

4.9 Voting

Each director is entitled to exercise one (1) vote, including the Chair who shall not have a second or tie-breaking vote. Unless otherwise specified herein, all business shall be decided by majority vote of the directors in attendance. Voting shall be by a show of

hands or verbal vote. No director may vote by proxy or in any way delegate his or her voting responsibilities at any meeting of the Board.

ARTICLE 5 POWERS OF THE BOARD OF DIRECTORS

5.1 Duties and Responsibilities

The Board shall be responsible for the governance of the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is authorized to do pursuant to the Letters Patent, these By-laws, or by any other means. Without limiting the foregoing, the Board shall be responsible to:

- (a) Define the Corporation's goals and purposes
 - (i) Formulate the vision, mission and values of the Corporation.
 - (ii) Contribute to the development of and approve the strategic plan of the Corporation.
 - (iii) Ensure that key goals are formulated that help the Corporation accomplish its mission and actualize its vision.
 - (iv) Recommend and/or review targeted programs for patients based on defined needs.
 - (v) Monitor and measure corporate performance against the strategic and operating plans.
 - (vi) Regularly review the functioning of the Corporation in relation to the purposes of the Corporation as stated in these By-laws, and demonstrate accountability for its responsibilities to the annual meeting of the Corporation.
 - (vii) Retain overall accountability for the performance of the Corporation.
 - (viii) Decide whether to terminate the FHT Funding Agreement, which decision is subject to unanimous approval of the members.
 - (ix) Decide, by a unanimous vote, whether to terminate the Corporation's affiliation with the Family Health Organization, which decision is subject to unanimous approval of the members.
 - (x) Develop and approve effective policies and procedures to govern the Corporation.

- (xi) Develop and maintain effective working relationships with other health care providers and organizations in the Toronto region and surrounding areas.
- (xii) Execute documents on behalf of the Corporation.
- (b) Provide for excellent leadership in the Executive Director position
 - (i) Appoint the Executive Director.
 - (ii) Establish a job description for the Executive Director.
 - (iii) Establish a Board policy for the performance evaluation of the Executive Director.
 - (iv) Establish the proportionate compensation of the Executive Director that will be funded through the FHT Funding Agreement.
 - (v) Specify measurable performance expectations in cooperation with the Executive Director and annually appraise/assess performance and determine compensation in accordance with the Board policy.
 - (vi) Delegate responsibility and authority to the Executive Director and require accountability to the Board.
- (c) Provide for excellent leadership and management in the Lead Physician position(s)
 - (i) Appoint one or more Lead Physician.
 - (ii) Establish a job description for the Lead Physician.
 - (iii) Establish a Board policy for the performance evaluation of the Lead Physician.
 - (iv) Establish the proportionate compensation of the Lead Physician.
 - (v) Specify measurable performance expectations in cooperation with the Lead Physician, appraise/assess performance and determine compensation in accordance with the Board policy.
- (d) Ensure succession planning
 - (i) Plan for Executive Director and Lead Physician succession.
 - (ii) Ensure that the Executive Director establishes an appropriate succession plan for executive management of the Corporation.
 - (iii) Ensure that the Board has the following skills pursuant to the FHT Funding Agreement:

- (A) Strategic planning
 - (B) Clinical skills
 - (C) Program development
 - (D) Adequate finance
 - (E) Risk management
 - (F) Human resources
 - (G) Planning
 - (H) Any additional skills as required by the FHT Funding Agreement
- (iv) If there are gaps in these skills, the Board must make best efforts to address the gaps, either through education or retaining external expertise.
- (e) Ensure effective communication
- (i) Ensure the Corporation has a policy to enable the Corporation to communicate effectively with its stakeholders (which include members, residents of the Toronto region, and staff of the Corporation, health care providers to the Corporation, and the Ministry).
 - (ii) Ensure the Corporation has a mechanism for complaints and dispute resolution for the Board, staff, the Family Health Organization, patients and the general public.
 - (iii) Ensure the Board is accountable to the members by providing them on a regular basis with balanced and understandable information about the Corporation and its proposed activities.
 - (iv) Define and monitor stakeholder satisfaction.
- (f) Ensure financial viability
- (i) Establish key financial objectives that support the Corporation's goals and mission (including capital allocations and expenditures).
 - (ii) Approve the annual operational budget of the Corporation.
 - (iii) Encourage the procurement of goods and services based on value for money, keeping in mind the Board's responsibility to make reasonable efforts to reduce costs relating to the services provided by the Corporation, together with the maintenance and improvement of service levels.

(iv) Ensure that the Corporation undertakes the necessary financial planning activities so that resources are allocated effectively.

(v) Approve expenditures of the Corporation for amounts in excess of \$10,000.

(g) Ensure Board effectiveness

(i) Measure the Board's own effectiveness and efficiency, including monitoring the effectiveness of individual directors and officers and employ a process for Board renewal that embraces evaluation and continuous improvement.

(ii) Ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, and the By-laws.

(iii) Ensure the decision-making processes are transparent and that appropriate input is achieved.

(h) Compliance with the FHT Funding Agreement

(i) Establish a process or policy for approving and reviewing the hiring and termination of staff.

(ii) Establish a process or policy to identify and manage actual, potential, or perceived conflicts of interest with regard to the Service Plan and all members, directors, and staff and establish a protocol to disclose in writing to the Ministry without delay any actual, potential, or perceived conflict of interest, as required by the FHT Funding Agreement.

(iii) Establish a process or policy to ensure that all non-arm's length transactions between the Corporation and a director, member, staff, or any of their respective Associates, is based on the fair market value of the services or supplies exchanged and is appropriately disclosed to the Ministry in the reports required to be submitted under the FHT Funding Agreement.

(iv) Establish a process or policy for monthly review and assessment of the Service Plan to determine compliance with the FHT Funding Agreement and to develop an action plan for improvement where necessary.

(v) Establish a process to engage the community of diverse persons and entities served by the Corporation on an ongoing basis, including about the Service Plan and during the development of the annual plan and consider the results of this community engagement when making decisions in respect of the Corporation.

(vi) Establish a process or policy for the acquisition by the Corporation of goods, equipment, and services with funding provided under the FHT Funding Agreement in accordance with the following requirements:

- (A) Where the cost of the goods, equipment or service is between \$10,000 and \$100,000, inclusive, the Corporation has the option of acquiring such goods, equipment or service through either: (i) an invitational competitive process in which the Corporation obtains quotes from three or more vendors, or (ii) an open competitive process.
- (B) Where the cost of the goods, equipment or service is over \$100,000, the Corporation must acquire the goods, equipment or service through an open competitive process
- (vii) Ensure service delivery systems and administrative operations are in compliance with the terms of the FHT Funding Agreement.
- (viii) Ensure that the Ministry, to the extent required by the FHT Funding Agreement:
 - (A) Receives the mandatory reports from the Corporation.
 - (B) Receives notification by the Corporation of certain decisions (e.g., changes to the Corporation's governance structure).
 - (C) Provides its prior written consent to certain decisions of the Corporation (e.g., the sale, lease, or disposal of equipment valued at \$5,000 or more at the time of disposal that was purchased with funds provided under the FHT Funding Agreement).

This section shall be read together with the Policy Manual that contains additional information related to duties and responsibilities of the Board.

5.2 Performance Expectations of Each Director

- (a) Accountability
 - (i) The director acts in the best interests of the Corporation.
 - (ii) The director complies with these By-laws.
- (b) Exercise of authority
 - (i) A director carries out the powers of the office only when acting as a voting member during a duly constituted meeting of the Board.
 - (ii) A director respects the responsibilities delegated by the Board to the Executive Director, avoiding interference with the Executive Director's duties but insisting upon accountability and reporting mechanisms for assessing organizational performance.

(c) Team work

- (i) A director works positively, cooperatively and respectfully with other directors, the officers, and the Executive Director of the Corporation.

(d) Attendance

- (i) The director attends Board and assigned committee meetings and Board retreats, in accordance with the minimum expectations established by the Board attendance policy.

(e) Participation

- (i) The director comes prepared to meetings (of both the Board and its committees) and events, asks informed questions, and makes a positive contribution to discussions.
- (ii) The director treats others with respect.

(f) Competencies

- (i) Where appropriate, the director actively contributes specific expertise, skills and other attributes that are needed on the Board.

(g) Confidentiality

- (i) The director respects the confidentiality of Board discussions.

(h) Public Support

- (i) The director supports the decisions and policies of the Board in discussions with outsiders, even if the director voiced or holds other views or voted otherwise at the Board.

(i) Education

- (i) The director takes advantage of opportunities to be educated and informed about the Board and the Corporation's marketplace and industry.
- (ii) The director takes advantage of opportunities to be educated and informed about the Board and the Corporation's industry, applicable legislation, determinants of health, community stakeholders, challenges specific to the Toronto region (and surrounding areas) and the health care industry generally.

This section shall be read together with the Policy Manual that contains additional information of the expectations of directors.

5.3 Director Obligations

Every director shall:

- (a) be loyal to the Corporation;
- (b) exercise the powers and discharge the duties of the office honestly, in good faith, with a view to the best interests of the Corporation; and
- (c) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

ARTICLE 6 OFFICERS

6.1 Appointment

- (a) The directors shall annually, and more often as may be required, elect the following officers from amongst those directors who are also physicians who have signed the FHO Agreement:
 - (i) the Chair; and
 - (ii) the Vice-Chair.
- (b) The directors shall annually, and more often as may be required, elect a Treasurer who need not be a director or a physician.
- (c) A director may be elected to any office of the Corporation but, none of the officers, except the Chair and the Vice-Chair, need to be a member and a director of the Corporation. Two (2) or more of the aforesaid offices may be held by the same person. The Board may from time to time elect such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may for time to time be prescribed by the Board.
- (d) The Executive Director shall serve as the Secretary of the Board and shall also be considered an officer of the Corporation.

6.2 Vacancies

Notwithstanding the foregoing, each incumbent officer shall continue to hold office until the earlier of:

- (a) the officer's resignation, which resignation shall be effective at the time the written resignation is received by the Corporation or at the time specified in the resignation, whichever is later;
- (b) the election of the officer's successor;

- (c) the officer ceasing to be either a director or member of the Corporation, if such is a necessary qualification of the election;
- (d) the officer's removal by the Board; or
- (e) the officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors by majority vote may elect a person to fill such vacancy, while ensuring the necessary qualification for the election of the office, if any, is followed.

6.3 Remuneration

All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

6.4 Removal of Officers

All officers, in the absence of agreement to the contrary, shall be subject to removal by majority vote of the Board at any time, with or without cause.

6.5 Powers and Duties

All officers shall sign such contracts, documents or instruments in writing as required their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board. The duties of the officers shall include:

- (a) *Chair*: The Chair shall:
 - (i) preside at meetings of the Board, or in his or her absence at any meeting the Vice-Chair shall preside thereat, or in the absence of both the Chair and the Vice-Chair, any director appointed by the directors at the meeting of the Board shall preside at that meeting;
 - (ii) report to each annual meeting of members of the Corporation concerning the management and operations of the Corporation;
 - (iii) report regularly and promptly to the Board issues that are relevant to their governance responsibilities; and
 - (iv) perform such other duties as may from time to time be determined by the Board.
- (b) *Executive Director*: The Executive Director shall:
 - (i) be the chief executive officer of the Corporation unless otherwise determined by a majority vote of the Board;

- (ii) report to each annual meeting of members of the Corporation concerning the management and operations of the Corporation;
 - (iii) perform such other duties as may from time to time be determined by the Board.
- (c) *Vice-Chair*: The Vice-Chair shall:
 - (i) exercise all powers and perform all of the duties of the Chair in the event that the Chair is absent or refuses to act; and
 - (ii) perform such other duties as may from time to time be determined by the Board.
- (d) *Treasurer*: The Treasurer shall oversee and monitor that the following functions are performed for the Corporation:
 - (i) keeping of the minutes, books of account and financial records of the Corporation and of the documents and registers referred to in section 302 of the *Act*;
 - (ii) care and custody of all funds and securities of the Corporation;
 - (iii) proper maintenance of the Corporation's bank accounts; and
 - (iv) such other duties as may from time to time be determined by the Board.
- (e) *Secretary*: The Secretary shall:
 - (i) give or cause to be given notices for all meetings of the Board and members when directed to do so;
 - (ii) cause the minute books of the Corporation and of the documents and registers, referred to in section 300 of the *Act*, to be kept; and
 - (iii) perform such other duties as may from time to time be determined by the Board.

ARTICLE 7 PROTECTIONS AND INDEMNITIES

7.1 For the Protection of Directors and Officers

Except as otherwise provided in the *Act* no director or officer 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 moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person including any person with whom any moneys, 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 any moneys, 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 office or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default.

7.2 Indemnities to Directors and Others

Every director or Officer of the Corporation and every member of a committee, and his or her heirs, executors and administrators, and estate and effects, 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,

- (a) all costs, charges and expenses whatsoever which such director, officer or committee member sustains or incurs in or about any action, suit or proceeding for damages or otherwise which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution or intended execution in good faith of the duties of his or her office; and
- (b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

The Corporation may also indemnify any such person in such other circumstances as the *Act* or law permit or requires. Nothing in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws to the extent permitted by the *Act* or law.

7.3 Insurance

Subject to relevant and applicable law, the Corporation shall purchase and maintain insurance for a director or officer of the Corporation against any liability incurred by the director or officer, in the capacity as a director or officer of the Corporation, except where the liability relates to the person's failure to exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interest of the Corporation.

7.4 Conflict of Interest

A director who is in any way directly or indirectly interested in a contract or proposed contract shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such director shall vote on any decision to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by section 71 of the *Act* and specifically subject to the provisions contained in that section, no director shall be disqualified from office, or vacate the office, by reason of holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly

interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the director is in any way directly or indirectly interested either as vendor, purchaser or otherwise, nor shall any director be liable to account to the Corporation or any of its members or creditors for any profit arising from any such office or place of profit. Subject to the provisions of section 71 of the *Act*, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Corporation or any its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

This section shall be read together with the Policy Manual that contains additional rules related to conflict of interest.

ARTICLE 8 MEMBERS

8.1 Qualifications

The members of the Corporation shall be the following:

- (a) Those physicians who are current signatories to the FHO Agreement.
- (b) Those individuals who are are elected as a director and who are not FHO physicians.

8.2 Resignation

Any member may resign or withdraw from the Corporation by submitting, in writing, a letter of resignation to be delivered to the Secretary. A member's resignation shall be effective from the date of the resignation stated in the resignation.

8.3 Termination

Membership in the Corporation is not transferable and ceases to exist:

- (a) upon death of the member; or
- (b) when the member ceases to be a member by resignation or otherwise in accordance with the By-laws.

ARTICLE 9 MEMBERS' MEETING

9.1 Annual Meeting

The annual general Members' Meeting shall be held on such day in each year and at such place in Ontario as the Board may determine, or in the absence of such determination, at the place where the head office of the Corporation is located. Alternatively, Members' Meetings may be held by means of telephone, electronic or other communication facilities, and a member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed for the purposes of the *Act* to be present at the meeting. The Corporation shall hold an annual meeting of its members not more than fifteen (15) months after the holding of the last preceding annual meeting.

9.2 Special Meetings

Special Members' Meetings may be convened by order of:

- (a) the Chair;
- (b) the Vice-Chair; or
- (c) written requisition of not less than one-tenth (1/10) of the members.

at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.

9.3 Notice

Notice of the time and place for holding a Members' Meeting shall be given by one of the following methods:

- (a) sending it to each member entitled to notice of the meeting by prepaid mail ten (10) days or more before the date of the meeting to the member's last address as shown on the records of the Corporation ;or
- (b) sending it to each member by electronic communication (including facsimile or e-mail) at least ten (10) days in advance of the meeting by sending it to the last electronic communication address provided by the member, but only if the member has expressly consented to receiving notices in such manner.

Notice of any Members' Meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

9.4 Waiver of Notice

A member and any other person entitled to attend any Members' Meeting may in any manner waive notice of such meeting and attendance of any such person at such meeting shall constitute a waiver of notice of the meeting except where such person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

9.5 Quorum

The quorum for the conduct of business at a Members' Meeting shall be 50% of members entitled to, who are present in person or being represented by proxy.

9.6 Business

The business transacted at the Members' Meeting of the Corporation shall include:

- (a) approval of the minutes of the previous annual meeting;
- (b) report of the Chair;
- (c) report of the Executive Director;
- (d) report of the Treasurer;
- (e) at the annual general Members' Meeting, the report of the auditor;
- (f) at the annual general Members' Meeting, the appointment of the auditor to hold office until the next annual General Members' Meeting and authority for directors to fix the remuneration of the auditor;
- (g) election of directors; and
- (h) other business for which notice was provided in advance to the members.

9.7 Chair

Members' Meetings shall be chaired by:

- (a) the Chair;
- (b) the Vice-Chair if the Chair is absent; or
- (c) a member of the Corporation elected by the members present if the Chair and Vice-Chair are both absent, or unable to act.

9.8 Adjournment

Any Members' Meeting may be adjourned from time to time by the chair of that particular meeting, with the consent of members, to a fixed time and place. Notice of any adjourned Members' Meeting is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The members who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting.

9.9 Voting

Each member is entitled to exercise one (1) vote at a Members' Meeting, including the Chair who shall also have a second or tie-breaking vote. Every question submitted to any Members' Meeting shall be decided in the first instance on a show of hands or verbal vote by a majority of votes unless otherwise specifically provided by the *Act* or by these By-laws.

At any Members' Meeting unless a poll is demanded, a declaration by the chair of the meeting that a decision has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands or verbal vote by any person entitled to vote at a Members' Meeting. If at any such meeting a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the Members' Meeting directs. The results of a poll shall be deemed to be the decision of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

9.10 Voting By Proxy

Members will be entitled to appoint a proxy to attend and vote at a Members' Meeting, and the proxy does not need to be a member. A proxy, in the form approved by the Board and included with the annual meeting notice, must be submitted to the Secretary by a deadline fixed by the Board, which deadline (in accordance with the *Act*) may not exceed 48 hours (excluding Saturdays and holidays) in advance of the Members' Meeting.

9.11 Written Resolution

A resolution in writing, signed by all members entitled to vote on that resolution at the Members' Meeting, is as valid as if it had been passed at a Members' Meeting.

ARTICLE 10 EXECUTION OF INSTRUMENTS**10.1 Signing Authority**

Contracts, documents, or instruments in writing requiring the signature of the Corporation may be signed by any two (2) directors or officers. Any and all contracts, documents, and instruments in writing so executed by such officers shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by a majority vote to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents, and instruments in writing generally or to sign specific contracts, documents, or instruments in writing.

The seal of the Corporation, if one is adopted and if required, may be affixed to any instrument in writing signed as aforesaid or by any officer or officers appointed by a majority vote of the Board.

ARTICLE 11 BANKING, CHEQUES, DRAFTS, NOTES, ETC.**11.1 Banking Arrangements**

The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or body corporate as the Board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one (1) or more officers or other persons as the Board may designate, direct or authorize from time to time and to the extent thereby provided.

11.2 Cheques, Drafts, Notes, Etc.

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

ARTICLE 12 NOTICE

12.1 Service

Any notice or other document required by the *Act*, the Regulations, the Letters Patent, or the By-laws to be sent to any member, director, or officer shall be delivered personally or sent by prepaid mail, by electronic mail, or by facsimile at their latest address, electronic mail address, or facsimile number, as shown in the records of the Corporation. Notices to the auditor shall be sent to its business address, electronic mail address, or facsimile number. Any person may waive notice in writing. Any service delivered by means other than by personal service shall be sufficient and treated as if it was delivered personally. If notice is sent by prepaid mail, it shall be deemed to be received on the fifth (5th) day after its mailing.

12.2 Signature to Notices

The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped typewritten or printed.

12.3 Computation of Time

Where a given number of days notice, or notice extending over a period, is required to be provide to effect service, as directed by By-laws, Letter Patent, or supplementary letters patent of the Corporation, the day of service of the notice occurred shall not, unless it is otherwise provided, be counted in such number or days or other period.

ARTICLE 13 AUDITORS

13.1 Auditors

Unless the Corporation qualifies under the exemption in section 96.1, the members of the Corporation shall at each annual General Members' Meeting appoint an Auditor who shall not be a member of the Board or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the *Public Accounting Act*, to hold office until the next annual meeting of the Corporation. The remuneration of the Auditor shall be fixed by the Board.

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

In addition to making the report at the annual meeting of the Corporation, the Auditor shall from time to time report to the Board on the audit work with any necessary recommendations.

The members may, by Special Resolution at a Members' Meeting of which notice of intention to pass such Special Resolution has been given, remove the Auditor before the expiration of the Auditor's term of office and shall appoint the replacement Auditor for the duration of that term of office.

ARTICLE 14 AMENDMENTS

14.1 Amendments to By-laws

Subject to applicable legislation, the provisions of the By-laws of the Corporation may be repealed or amended by by-law enacted by a majority decision of the directors at a meeting of the Board and sanctioned by at least a majority of the members entitled to vote and voting at a meeting duly called for the purpose of considering the said by-law.

Subject to the *Act* and this section, a By-law or an amendment to a By-law passed by the Board has full force and effect:

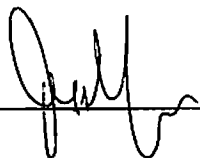
- (a) from the time the motion was passed, or
- (b) from such future time as may be specified in the motion.

A By-law or an amendment to a By-law passed by the Board shall be presented for confirmation at the next annual general Members' Meeting or to a special Members' Meeting called for that purpose. The notice of such annual meeting or general meeting shall refer to the By-law or amendment to be presented.

The members entitled to vote at the annual general Members' Meeting or at a special Members' Meeting may confirm the By-law as presented or reject or amend it, and if rejected, it thereupon ceases to have effect and if amended, it takes effect as amended. In any case of rejection, amendment, or refusal to approve the By-law or part of the By-law in force and effect in accordance with any part of this section, no act done or right acquired under any such by-law is prejudicially affected by any such rejection, amendment or refusal to approve.

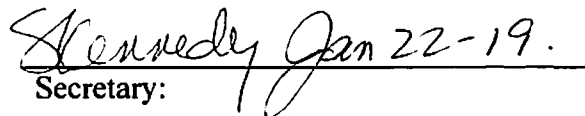
ENACTED by the Board this day of Oct 6, 2006 and amended by the Board this 13th day of November, 2018 (except that section 3.1 "Number and Composition" shall not be effective until the annual general meeting in June 2019, and until such time the existing section 3.1 shall remain in effect).

Chair:



Jan 22, 2019

Secretary:



CONFIRMED by a majority of the members on this 6 day of Oct, 2006 with amendments approved by the 2/3 of the members this 13th day of November, 2018.

Chair:

Jan 22, 2019

Secretary:

Jan 22-19