

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 these By-laws, unless the context otherwise specifies or requires:

- (a) "*Act*" means the *Not-for-Profit Corporations Act* (Ontario) and its Regulations, as from time to time amended and every statute that may be substituted therefor, 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;
- (b) "Articles" means the articles of amendment of the Corporation and any subsequent articles of amendment, amalgamation, continuance, reorganization, arrangement, restated articles or revival of the Corporation from time to time in force and effect, as well as any letters patent or supplementary letters patent under the *Corporations Act* (Ontario);
- (c) "Board" means the board of the directors of the Corporation;
- (d) "Board Exclusive Responsibilities" means each specific decision identified by section 36(2) of the Act that cannot be delegated by the Board to a committee or to management, being:
 - (i) To submit to the members any question or matter requiring the approval of the members.
 - (i) To fill a vacancy among the Directors or in the position of Auditor. To appoint additional Directors.
 - (ii) To issue debt obligations except as authorized by the Board.
 - (iii) To approve any financial statements under section 83 of the Act.

- (iv) To adopt, amend or repeal by-laws.
- (v) To establish contributions to be made, or dues to be paid, by members under section 86 of the Act.
- (e) “By-law” means any By-law of the Corporation from time to time in force and effect;
- (f) “Chair” means the director appointed as Chair of the Board;
- (g) “Committee” means any committee created by the Board or pursuant to the By-laws;
- (h) “Excluded Person” means any employee of the Corporation, any individual who has been within the preceding five (5) year period an employee of the Corporation, and any person who is an immediate family member, including a spouse, parent, child, sibling or other person who has an economic dependence on the employee;
- (i) “Executive Director” means the person engaged by the Board to manage and administer the day-to-day affairs of the Corporation;
- (j) “Family Health Organization (FHO) Agreement” means the agreement entered into between the, the Ontario Medical Association, and those physicians who are members of the Family Ministry Health Organization;
- (k) “FHO Physician” means either a Physician or a Medicine Professional Corporation that is a signatory to the FHO Agreement and is affiliated with the Corporation;
- (l) “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;
- (m) “FHT Funding Agreement” means the agreement between the Corporation and the Ministry, Ontario Health, or any successor entity, concerning the establishment and operation of the Corporation as a Family Health Team;
- (n) “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”;
- (o) “Majority” means more than 50% of the total;
- (p) “Members’ Meeting” means meetings held by the members of the Corporation including the annual Members’ Meeting;
- (q) “Medicine Professional Corporation” means a professional corporation incorporated pursuant to section 3.2 of *Business Corporations Act* (Ontario), that has been granted a certificate of authorization for the practice of medicine by the College of Physicians and Surgeons of Ontario;

- (r) "Ministry" means the Ontario Ministry of Health;
- (s) "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;
- (t) "Policy Manual" means the Taddle Creek Family Health Team Governance Policies and Procedures approved by the Board from time to time;
- (u) "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;
- (v) "Service Plan" means the scope of services to be provided by the Corporation under the FHT Funding Agreement; and
- (w) "Special Resolution" means a decision that is submitted to a special meeting of the members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds (2/3) of the votes cast, or by the consent in writing of all the members entitled to vote at such meeting. A complete list of Special Resolutions required by the Act is set out at Appendix A.

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 Bylaws 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.
- (d) Except where specifically stated otherwise, references to actions being taken "in writing" or similar terms shall include electronic versions and communications and references to "address" or similar terms shall include electronic mail addresses. It is the intent of the Corporation to use electronic versions and communications whenever possible so long as the recipient has expressly consented to receiving notices in such manner.

1.3 Inconsistencies with Articles

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

1.4 Purposes

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

- (a) “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 Registered Office

The registered office of the Corporation, as listed in the Articles, shall be in the City of Toronto. The Registered Office is at 790 Bay Street, Suite 306, Toronto, Ontario. The Corporation may, by a Majority decision of the Board, change the location of the registered office to another location within the same municipality or geographic township. Approval of the Board and a Special Resolution are required to move the registered office outside of the municipality or geographic township listed in the Articles.

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.

2.4 Books and Records

- (a) All necessary books and records of the Corporation required by the Act shall be regularly and properly kept at the Registered Office or at another place determined by the Board.

Without limiting the generality of the foregoing, the following records shall be prepared and regularly maintained:

- (i) the Articles and By-laws, and amendments to them;
 - (ii) minutes of meetings of the members, the Board, and any Committee;
 - (iii) resolutions of the members, the Board, and any Committee;
 - (iv) register of Directors and their consents to serve as such;
 - (v) register of Officers;
 - (vi) register of members; and
 - (vii) accounting records adequate to enable the Board to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis.
- (b) A record of the Corporation's ownership interests in land, if any, shall be kept at the Registered Office and in accordance with section 92.1 of the Act.

ARTICLE 3 DIRECTORS

3.1 Number and Composition

- (a) The Board shall be composed of a minimum of seven (7) directors and a maximum of thirteen (13) directors, as set out in the Articles. The Board shall be fixed at nine (9) directors, as follows, unless changed in accordance with clause (f) of this section 3.1:
- (i) at least seven (7) physicians who are each a party to the FHO Agreement and who are elected by the members; and
 - (ii) at least two (2) community representatives from the Toronto area who demonstrate skills identified as required by the Board and who are elected by the members¹.
- (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.

¹ The fixing of the number of directors at nine (9) is subject to Special Resolution of the members, in accordance with clause 3.1(f) of these By-laws. The members approved section 3.1(a) by Special Resolution on June 19, 2023.

- (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) The number of directors shall be fixed by Special Resolution and any change in the number of directors shall be approved by Special Resolution.
- (g) The Board may, from time to time, add additional directors to hold office until the close of the next annual meeting of members. If additional directors are added, the number of additional directors shall not exceed:
 - (i) more than one third ($1/3^{\text{rd}}$) of the number of directors elected at the previous annual meeting of members; and
 - (ii) more than the maximum number of Directors set out in the Articles.

3.2 Qualifications

- (a) Every director shall:
 - (i) be eighteen (18) or more years of age;
 - (ii) not be a person who has been found, under the *Substitute Decisions Act, 1992*, or under the *Mental Health Act* to be incapable of managing property;
 - (iii) not be a person who is incapable or has been so found by a court in Canada or elsewhere;
 - (iv) not be a patient of the Corporation;
 - (v) not be an employee, or a family member of an employee of the Corporation and not live in the same household as an employee of the Corporation;
 - (vi) not be an Excluded Person; and
 - (vii) not have the status of bankrupt.
- (b) Every director who is a party to the FHO Agreement shall be in good standing under that agreement.

- (c) Every Director shall sign and submit to the Secretary a form of consent to act as Director within ten (10) days of being elected, which form must be maintained within the Corporation's registers. An individual applying for appointment or election as a Director shall sign and submit a form of consent to act as a Director, if elected or appointed, as part of the application referred to in section 3.4(f) of these By-laws.
- (d) Every Director shall attest in writing to meeting the requirements of section 3.2(a) and may do so as part of the application referred to in section 3.4(f) of these By-laws.

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 Members' Meeting and shall serve a three (3) year term. Directors shall serve for a maximum of three terms, or nine (9) 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, to advise 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:
- (e) In the case of those director positions to be filled by a FHO physician, to the physicians who are parties to the FHO Agreement.
- (f) In the case of community director positions, in a manner to be determined by the Board to solicit interest from the Toronto area.
- (g) 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.
- (h) Applications shall be submitted by interested candidates to the chair of the Nominating Committee and shall be reviewed by the Nominating Committee.

- (i) A short-list of candidates shall be developed by the Nominating Committee of those individuals who meet the criteria as identified by the Board.
- (j) The Nominating Committee shall recommend its proposed candidates to the Board for its approval, including those candidates identified in section 3.1(c) and (d).
- (k) Those candidates approved by the Board shall be presented to the members at the annual 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 the 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 and the members vote to remove the director in accordance with clause (d) of this section 3.5;
- (d) if a Majority of members at a special Members' Meeting (called in accordance with section 9.2 of these By-laws) vote to remove the director from office prior to the expiration of the director's term; 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 expiry of the vacated director's term. If the vacancy was caused by a Physician who is a signatory to the FHO Agreement or other applicable stakeholder group that is entitled under section 3.1(a) to a representative on the Board, the vacancy shall be filled by a candidate from the same stakeholder group. If there is not a quorum of Directors or there has been a failure to elect the minimum number of directors set out in the Articles, the Directors in office shall, without delay, call a special Members' Meeting to fill the vacancy, and if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by a Member.

3.7 Board Committees

- (a) The Board may from time to time appoint such committees or committees, as it deems necessary or appropriate to assist the Board in carrying out the purposes of the Corporation. The functions, duties, responsibilities and powers of Committees shall be provided in the By-laws, in the resolution of the Board by which such Committee is established, or in terms of reference adopted by the Board. The Board may create decision-making or advisory committees.
- (b) The Board may delegate decision-making authority to a Committee on the following conditions:
 - (i) The Board may not delegate any Board Exclusive Responsibility to a committee; and
 - (ii) Only Directors may be voting members of a decision-making committee.
 - (iii) Members of advisory committees need not be directors.
 - (iv) A Director must chair a committee.
 - (v) Every committee must include representation from the physicians who are signatories to the FHO Agreement.
 - (vi) Quorum for committee meetings is a Majority of the members of the committee.
 - (vii) 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 and these By-laws.
 - (viii) Any member of any such committee may be removed by a Majority decision of the Board.
 - (ix) The Board shall have the following standing committees, which are advisory in nature:
 - (A) Nominating Committee; and
 - (B) Audit Committee.
 - (x) The Board may create ad hoc committees from time to time, including but not limited to the Governance Committee. When struck, the Governance Committee is an advisory committee to the Board.
 - (xi) The terms of reference for the Audit Committee are developed by the Board and attached at Appendix 1 to these By-laws and may be amended by Majority resolution of the Board.
 - (xii) The terms of reference for the Nominating Committee are developed by Majority resolution of the Board.
 - (xiii) The Board shall develop terms of reference for any ad hoc committees it may create from time to time.

3.8 Non-Directors on Committees

- (a) Any individuals appointed to advisory 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.

3.9 Guests

Guests may attend a meeting of the Members or the Board only at the invitation of the Board. Guests permitted to attend any meeting of the members, the Board or a Committee shall be advised that they are required to respect the confidentiality of all matters coming to their attention during any such meeting and shall undertake accordingly.

ARTICLE 4 MEETINGS OF THE BOARD OF DIRECTORS

4.1 Place of Meeting

Meetings of the Board may be held either at the registered office or any other place approved by the Board. 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 and Notice

- (a) 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. The Secretary will give at least seven (7) days' written notice of a regular meeting of the Board, which notice may be given electronically. The notice shall specify any Board Exclusive Responsibility if any such matter is included on the meeting agenda. Provided a quorum is present, each newly appointed Board member, without notice, may hold its first meeting immediately following the annual Members' Meeting, provided the agenda does not include any matter that is a Board Exclusive Responsibility.
- (b) 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.

4.3 Notice of Special Meetings

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 shall state the purpose of 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.

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 Written 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 and a copy of such resolution shall be kept in the Corporation's registers.

4.6 Adjournment

- (a) 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.
- (b) 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 number of Directors set out in section 3.1(a) of these By-laws, or as otherwise approved by Special Resolution, shall constitute a quorum for the transaction of business at any meeting of the Board. For example, if the Board is fixed at nine (9) Directors, quorum shall be five (5); if the Board is fixed at 11 Directors, quorum shall be six (6). 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. If the Board appoints additional directors under clause (3.1)(h) of these By-laws, quorum remains based on the fixed number of Directors set out in these By-laws or in a Special Resolution. No meeting of the Board shall be duly constituted for the transaction of business unless a quorum is present.

4.9 Voting

Each director is entitled to exercise one (1) vote, including the Chair who shall have a second or tie-breaking vote, in accordance with the Articles. 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. Meetings held in whole or in part by electronic or telephonic means will have votes taken in a way that the method of voting and the result of voting is clearly communicated to all participants. An abstention that is appropriate, as defined in the Policy Manual, shall not be considered a vote cast.

4.10 Right of Dissent

- (a) A Director who is present at a meeting of the Board or of a committee is deemed to have consented to any resolution passed or action taken at the meeting unless:
 - (i) the Director requests a dissent to be entered in the minutes of the meeting;
 - (ii) the Director sends a written dissent to the secretary of the meeting before the meeting is terminated; or
 - (iii) the Director submits to the Corporation a written dissent immediately after the meeting is terminated.
- (b) A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:
 - (i) causes a dissent to be placed with the minutes of the meeting; or
 - (ii) submits a written dissent to the Corporation.

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 Act, the Articles, 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, by a unanimous vote whether to terminate the FHT Funding Agreement, which decision is subject to approval of at least 75% 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 approval of at least 75% 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, other than Board Exclusive Responsibilities, 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 Physicians.
 - (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, Ontario Health 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) Ensure 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.
- (iii) Exercise of authority
- (iv) A director carries out the powers of the office only when acting as a voting member during a duly constituted meeting of the Board or a decision-making committee of the Board.
- (v) 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.

(b) Team work

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

(c) Attendance

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

(d) 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.

(e) Competencies

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

(f) Confidentiality

The director respects the confidentiality of Board discussions.

(g) Public Support

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.

(h) 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 and officer shall be loyal to the Corporation and, in exercising their powers and discharging their duties to the Corporation, shall:

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

ARTICLE 6 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.
- (e) Officers shall comply with the obligations of directors set out in section 5.3 of these Bylaws.
- (f) Officers shall comply with the Conflict of Interest provisions applicable to directors set out in these By-laws.
- (g) Officers shall complete a confidentiality agreement and declaration of conflict of interest as more particularly described in the Policy Manual.

6.2 Vacancies

- (a) Notwithstanding the foregoing, each incumbent officer shall continue to hold office until the earlier of:
 - (i) 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;
 - (ii) the election of the officer's successor;
 - (iii) the officer ceasing to be either a director or member of the Corporation, if such is a necessary qualification of the election;

- (iv) the officer's removal by the Board; or
 - (v) the officer's death.
- (b) 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

- (a) All officers shall sign such contracts, documents or instruments in writing as require 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:
- (i) *Chair*: The Chair shall:
 - (A) preside at meetings of the Members and 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 shall preside at that meeting;
 - (B) report to each annual meeting of members of the Corporation concerning the management and operations of the Corporation;
 - (C) report regularly and promptly to the Board issues that are relevant to their governance responsibilities; and
 - (D) perform such other duties as may from time to time be determined by the Board.
 - (ii) *Vice-Chair*: The Vice-Chair shall:
 - (A) 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

- (B) perform such other duties as may from time to time be determined by the Board.
- (iii) *Treasurer*: The Treasurer shall oversee and monitor that the following functions are performed for the Corporation:
 - (A) keeping of the books of account and financial records of the Corporation and register described in section 2.4(a)(vii) of these By-laws;
 - (B) care and custody of all funds and securities of the Corporation;
 - (C) proper maintenance of the Corporation's bank accounts;
 - (D) act as chair of the Audit Committee; and
 - (E) such other duties as may from time to time be determined by the Board.
- (iv) *Secretary*: The Secretary shall be appointed as Secretary of the Corporation in accordance with section 6.1(d) of these By-laws and shall:
 - (A) give or cause to be given notices for all meetings of the Board and members when directed to do so;
 - (B) cause the minute books of the Corporation and registers described in sections 2.4(a)(i) to (vi) and section 2.4(b) of these By-laws, to be kept;
 - (C) ensure that minutes of all members, Board and committee meetings are kept and distributed; and
 - (D) perform such other duties as may from time to time be determined by the Board.
- (v) *Executive Director*: The Executive Director shall:
 - (A) be the chief executive officer of the Corporation unless otherwise determined by a Majority vote of the Board;
 - (B) report to the Board and to each annual meeting of members of the Corporation concerning the management and operations of the Corporation;
 - (C) 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

- (a) 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:
 - (i) 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
 - (ii) 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.
- (b) 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.
- (c) The Corporation may advance money to a director, officer or committee member, for the costs, charges and expenses of an action or proceeding referred to in clause 7.2(a)(i) but the individual shall repay the money if the individual does not fulfil the conditions in clause (d) of this section 7.2.
- (d) The indemnity provided for in clause (c) shall be applicable only if the director, officer or committee member acted honestly, in good faith with a view to the best interests of the Corporation, and in the case of criminal or administrative action or proceeding that is

enforceable by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

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) Directors and officers who, either directly or indirectly, have or think they may potentially have a Conflict of Interest in a proposed or current contract, matter, transaction or decision of the Corporation, shall disclose the nature and extent of the Conflict of Interest at a meeting of the Board. The declaration of Conflict of Interest shall be disclosed at the meeting of the Board at which the contract, matter, transaction or decision is first raised or at which the director or officer is first aware of the potential or actual Conflict of Interest.
- (b) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes of the Board.
- (c) Except as provided by the *Act*, no director or officer with a Conflict of Interest shall attend any part of a Board meeting during which the contract, matter, transaction or decision is discussed and shall not vote on any resolution to approve any such contract, matter, transaction or decision, or otherwise attempt to influence the voting on a contract, matter, transaction or decision.
- (d) If the director or officer fails to make a declaration of their Conflict of Interest in a contract, transaction, matter or decision, as required by this By-law, this failure may be considered grounds for termination of their position as a director or officer.
- (e) The failure of any director or officer to comply with the Conflict of Interest provisions of this By-law does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board or the Corporation.
- (f) A director or officer, acting honestly and in good faith, is not accountable to the corporation or to its members for any profit or gain realized from any contract or transaction by reason only of his or her holding the office of director or officer, and the contract or transaction, if it was reasonable and fair to the corporation at the time it was approved, is not by reason only of the director's or officer's interest in it void or voidable if,

- (i) the contract or transaction is confirmed or approved by Special Resolution at a meeting of the members duly called for that purpose; and
- (ii) the nature and extent of the director's or officer's interest in the contract or transaction are disclosed in reasonable detail in the notice calling the meeting.
- (iii) Membership in the FHO or the fact that a director or officer is affiliated with any other applicable stakeholder group is not, in itself, considered a Conflict of Interest. It is not a conflict of interest for Directors and Officers to consider and vote upon matters relating to insurance and indemnity for the Directors and Officers.
- (iv) Notwithstanding any other provision of these By-laws, quorum requirements for any meeting where a Director or Officer's Conflict of Interest is declared or addressed shall be governed by the Policy Manual.
- (v) This section shall be read together with the Policy Manual that defines Conflict of Interest and contains additional rules related to conflict of interest.

ARTICLE 8 MEMBERS

8.1 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 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 or from the date the resignation is received by the Secretary, whichever is later.

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 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 registered office of the Corporation is located. Alternatively, Members' Meetings may be held by means of telephone, electronic or other communication facilities that permit the participants to communicate adequately with each other, 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

- (a) Special Members' Meetings may be convened by order of:
 - (i) The Board; or
 - (ii) Upon written requisition of not less than one-tenth (1/10) of the members.
 - (iii) at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the Registered Office of the Corporation is located or entirely by telephonic or electronic means. Notice of such meeting shall be given in accordance with section 9.3 of these By-laws.
- (b) A written requisition of the members under section 9.2(a)(ii), which may consist of several documents of similar form each signed by one or more members, must state the business to be transacted at the meeting and must be sent to each Director and to the Registered Office of the Corporation.
- (c) If the members requisition a meeting in accordance with section 9.2(b), the Board shall call a meeting of the members within 21 days of receiving the written requisition and if no meeting is called, any member who signed the requisition may call the meeting.
- (d) Despite clause (c), a special members' meeting need not be called if the directors gave notice of a meeting of the members in accordance with section 9.3 or if one of the conditions in section 60(3) of the Act is met.

9.3 Notice

- (a) Notice of the time and place for holding a Members' Meeting shall be given to each member and to the Auditor by one of the following methods:

- (i) sending it by prepaid mail at least ten (10) days and not more than fifty (50) days before the date of the meeting to the last address as shown on the records of the Corporation; or
 - (ii) sending it by electronic communication (including facsimile or e-mail) at least ten (10) days and not more than fifty (50) days in advance of the meeting by sending it to the last electronic communication address shown on the records of the Corporation, but only if the individual entitled to receive notice has expressly consented to receiving notices in such manner.
- (b) Notice of any Members' Meeting where special business will be transacted (see section 9.6(b)) shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken and the text of any Special Resolution to be submitted to the meeting.
- (c) Members may demand that financial information be provided to them not less than five (5) days' before the annual Members' meeting.

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 more than 50% of members entitled to vote, who are present in person. If a quorum is present at the opening of a Members' Meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

9.6 Business

- (a) The business transacted at the annual Members' Meeting of the Corporation (and that need not be highlighted in the annual meeting notice) shall include:
 - (i) approval of the minutes of the previous annual meeting;
 - (ii) report of the Chair;
 - (iii) report of the Executive Director;

- (iv) report of the Treasurer;
 - (v) the report of the auditor and the presentation of the Board-approved financial statements;
 - (vi) the appointment of the incumbent auditor to hold office until the next annual Members' Meeting; and
 - (vii) election of directors.
- (b) Special business transacted at an annual meeting requires specific advance notice and includes any business not included in section 9.6(a), such as:
- (i) approval of By-law amendments;
 - (ii) Special Resolutions (see Appendix A); or
 - (iii) appointment of a new Auditor.

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

- (a) If quorum is not present at the opening of any Members' Meeting, the meeting may be adjourned by the 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 and is less than 30 days after the original meeting. If the adjourned meeting is more than 30 days after the original meeting, notice shall be given in accordance with section 9.6 of these By-laws.
- (b) 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

- (a) 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.
- (b) At any Members' Meeting unless a ballot 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.
- (c) Meetings held in whole or in part by electronic or telephonic means will have votes taken in a way that the method of voting and the result of voting is clearly communicated to all participants. An abstention shall not be considered a vote cast.
- (d) A ballot 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 ballot 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 ballot is demanded on any other question or as to the election of directors, the vote shall be taken either at once, later in the meeting or after adjournment as the chair of the Members' Meeting directs. The results of a ballot shall be deemed to be the decision of the meeting at which the ballot was demanded. A demand for a ballot may be withdrawn.

9.10 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

- (a) 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.

- (b) 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 Articles, 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. The time for notice may be waived or abridged at any time with the written consent of the person entitled thereto.

12.2 Proof of Service

A certificate of any Officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any member, director, officer or

auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every member, director, officer or auditor of the Corporation, as the case may be.

12.3 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 and any such signature shall be as effective as an original manual signature.

12.4 Error or Omission

The accidental omission to give any notice to any member, director, officer, or auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

12.5 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, Articles 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

- (a) In accordance with section 9.6 of these By-laws, the members of the Corporation shall, by majority resolution, at each annual Members' Meeting appoint an Auditor who shall not be a Director, Member, officer or employee of the Corporation or its affiliates or a partner or employee of any such person, and cannot be in business with a Director, Officer or employee of the Corporation or its affiliates, and cannot be a lender to, or related to a lender to, the Corporation or its affiliates, 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 if not fixed by the members at the annual Members' Meeting.
- (b) The Auditor shall have all the rights and privileges as set out in the *Act* and shall perform the audit function as prescribed therein. The Auditor shall receive notice of the annual Members' Meeting in accordance with sections 9.3 and 12.1 of this By-law and has the right to attend all Members' meetings at the Corporation's expense.

- (c) In addition to making the report at the annual meeting of the Corporation, the Board shall, from time to time, invite the Auditor to report to the Board on the audit work with any necessary recommendations.
- (d) The members may, by Majority vote at a special Members' Meeting of which notice of intention to pass such 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 remainder of the unexpired portion of the term, at the same meeting at which the Auditor was removed.

ARTICLE 14 AMENDMENTS

14.1 Amendments to By-laws

- (a) 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 confirmed by Special Resolution of the members entitled to vote and voting at a meeting duly called for the purpose of considering the said by-law.
- (b) 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:
 - (i) from the time the motion was passed, or
 - (ii) from such future time as may be specified in the motion.
- (c) A By-law or an amendment to a By-law passed by the Board shall be presented for confirmation at the next Members' Meeting or to a special Members' Meeting called for that purpose. The notice of such meeting shall refer to the By-law or amendment to be presented.
- (d) The members entitled to vote at the 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 bylaw is prejudicially affected by any such rejection, amendment or refusal to approve.

ENACTED by the Board the 6th day of Oct, 2006 and amended by the Board the 13th day of November, 2018; and further amended by the Board this 1st day of May, 2023.

huh bhan
Chair

SKennedy Sep 25-23
Secretary
SHERRY KENNEDY

CONFIRMED by a Majority of the members on the 6th day of Oct, 2006 with amendments approved by the 2/3 of the members the 13th day of November, 2018 and with amendments approved by 2/3 of the members this 19th day of June, 2023.

huh bhan
Chair

SKennedy Sep 25-23
Secretary

Note: Sep 25-23 had to be resigned b/c of
numbering issue.

APPENDIX A – LIST OF SPECIAL RESOLUTIONS REQUIRED BY THE ACT

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

- To change the municipality or geographic township in which its Registered Office is located to another place in Ontario – section 14(4)
- To set or change a fixed number of directors between the minimum and maximum number of directors in the Articles – section 22(2)
- to empower the Board to set a fixed number of directors between the minimum and maximum number of Directors in the Articles section 22(2)
- To confirm or approve a contract or transaction of a director or officer that is the subject of a conflict of interest - a director or officer, acting honestly and in good faith, is not accountable to the corporation or to its members for any profit or gain realized from any contract or transaction by reason only of his or her holding the office of director or officer, and the contract or transaction, if it was reasonable and fair to the corporation at the time it was approved, is not by reason only of the director's or officer's interest in it void or voidable if,
 - the contract or transaction is confirmed or approved by special resolution at a meeting of the members duly called for that purpose; and
 - the nature and extent of the director's or officer's interest in the contract or transaction are disclosed in reasonable detail in the notice calling the meeting – section 41(10)
- To make any amendment to the Articles – section 103(1)
- To approve an amalgamation agreement – section 111(5)
- To approve a continuance under this Act– section 115(2)
- To approve a continuance under the Co-operative Corporations Act – section 117(1)
- To approve the sale, lease or exchange of all or substantially all of the property of the corporation other than in the ordinary course of its activities – section 118(6)
- To approve an arrangement as defined in section 120
- To require the corporation to be wound up voluntarily under section 123
- To authorize an application to be made to the court to wind up the corporation – section 136
- To authorize the corporation to be dissolved – section 166

APPENDIX B - TADDLE CREEK FAMILY HEALTH TEAM (TC FHT) AUDIT COMMITTEE - TERMS OF REFERENCE

Purpose: The purpose of TC FHT's audit committee is to provide oversight of the financial reporting process, the audit process and TC FHT's system of internal controls and in compliance with applicable laws and regulations and to advise the Board regarding same.

References: TC FHT By-laws (article 5 – Auditors) & Governance P&P

Responsibilities

1. Review TC FHT budget and financial reports.
2. Create & approve audit plan, review results and present to Board for approval.
3. Review and present audited annual financial statements, the auditor's report, and any other information respecting the financial position of the corporation and the results of its operations, to the Board.
4. Organize for Audit Co. member who is also a Director (or the Auditor) to present Board-approved financial statements at annual meeting. (Note that under ONCA it is the Board's responsibility to ensure that the approved financial statements, the auditor's report and any other information respecting the financial position of the corporation and the results of its operations are put before the members at the annual meeting.)
5. Control financial reporting and information technology security and identify to the Board the risks associated with same.
6. Oversee the work of the auditor.
7. Recommend to the Board the amount of remuneration for the auditor, which amount may be confirmed by majority resolution of the members or if not so confirmed, then must be set by the Board.
8. Discuss with external auditors matters of concern.
9. Review proposed audit approaches and handle coordination of the audit effort with Financial Controller and subject to oversight by the Board.
10. Report to the Board about activities and findings of the committee at each next meeting of the Board.
11. Recommend to the Board potential candidates to fill any vacant auditor position. (Under ONCA, the Board must fill a vacancy in the position of auditor and may not delegate this power however the committee can make recommendations unless the Articles specify that only the members can fill a vacancy in the position of Auditor.)

Time Commitment: Quarterly 60 minute meetings (annual meeting schedule to be provided to committee members by January 10 each calendar year).

Members

- 2 Board Directors preferably knowledgeable and conversant in the language of finance and accounting
- Executive Director (also Officer – Secretary) & Financial Controller (also Officer – Treasurer) present financials quarterly to Audit Co. members (but are not audit committee members)

As required under ONCA, the External Auditor shall be invited to all meetings of the Audit Committee and if attending, shall undertake to keep confidential all matters discussed at the committee and shall be reimbursed by the Corporation for expenses incurred in attending.

Note: As per ONCA, a majority of Audit Co. members cannot be officers or employees of the corporation.

Term: 1-3 years (renewable)

Minutes: Minutes of meetings will be kept by the F. Controller and distributed to Board Directors.

Confidentiality: Members to declare if they wish something to be held in confidence and if they want it excluded from minutes. Members will honor other members' request for confidentiality.

**APPENDIX C - TADDLE CREEK FAMILY HEALTH TEAM (TC FHT)
NOMINATING COMMITTEE - TERMS OF REFERENCE**

A) Recruitment of Candidates

The Nominations Committee is responsible to:

- (a) identify skill sets that are needed by the Board according to a Board-approved skills matrix;
- (b) create a recruitment package consisting of a description of the Corporation, job description for Directors, application form, and any other materials as it considers appropriate;
- (c) set a deadline for submission of completed application packages;
- (d) develop a communications process to make all potential candidates, including existing stakeholders, aware that there is a nominations process and to invite applications using this process; and
- (e) make the recruitment package readily available online or by request.

B) Evaluation of Candidates

- (a) After the deadline for applications has passed the Nominations Committee (or a selection committee established by the Nominations Committee) shall meet in person or through electronic means and perform each of the following duties:
 - (i) review all applications;
 - (ii) identify potential candidates and align them with the Board-approved skills matrix, considering the importance of both regional representation and continuity of service on the Board;
 - (iii) take into consideration past participation and attendance at previous Board and committee meetings, where applicable;
 - (iv) create a short list of the best candidates.
 - (v) contact short-listed candidates and schedule first round interviews;
 - (vi) inform unsuccessful candidates that they will not be interviewed;
 - (vii) interview short-listed candidates;
 - (viii) create a slate of candidates (candidates equal the number of vacancies on the Board) to be presented to the Board, with supporting materials including:
 - (A) disclosing the number of applications received and interviews held;
 - (B) a description of the nominations process;
 - (C) candidate biographies; and
 - (D) a description of how the slate meets skills matrix needs.
- (b) The Board shall review and approve the slate of candidates.

- (c) The Board shall ensure the slate is distributed to the annual general meeting in advance, with the meeting notice and agenda, with supporting materials similar to those provided to the Board.

C) Debrief with Candidates of the Nominations Process

Once the successful candidates have been nominated, the Nominations Committee shall:

- (a) contact all candidates on the slate and inform them of their nomination and obtain their written consent to serve as Director if elected;
- (b) advise all candidates that they have the opportunity for a debriefing session with the Nominations Committee about the nominations process;
- (c) debrief any of the candidates upon the request of the candidate;
- (d) develop and implement a process to obtain feedback from all of the candidates with respect to the nominations process; and
- (e) share feedback with the Board at the next reasonable opportunity.

