

ETOBICOKE MEDICAL CENTRE FAMILY HEALTH TEAM

BY-LAW NO. 2014-1

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BY-LAW NO. 2014-1

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

ETOBICOKE MEDICAL CENTRE FAMILY HEALTH TEAM (the "Corporation")

WHEREAS the Corporation applied for and the Minister of Government Services granted the Corporation Letters Patent issued under the Act effective January 28, 2008;

AND WHEREAS the governing body of the Corporation considers it expedient to enact a general bylaw relating generally to the conduct of the affairs of the Corporation; and

AND WHEREAS the Directors of the Corporation have deemed it expedient to pass a new General By-Law to repeal By-Law No. 2013-1;

THEREFORE BE IT ENACTED that By-Law No. 2013-1 is hereby repealed and a new By-Law of the Corporation is as follows:

ARTICLE 1– DEFINITIONS AND INTERPRETATION

1.1 Definitions

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

"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 therefor in the new statute, or statutes, including any Regulations of the new statute or statutes;

"Annual Meeting" means the annual meeting of the Members of the Corporation;

"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;

"Executive Director" means the person who has for the time being the direct and actual superintendence and charge of the Corporation;

"Family Health Organization" means the Etobicoke Medical Centre Family Health Organization and the physicians named thereto;

"Family Health Team" means the Etobicoke Medical Centre Family Health Team – Ontario incorporation number 1756738;

"Family Health Team Business/Operational Plan" means the business/operational plan submitted to the Ministry and approved by the Ministry from time to time;

"General Meeting" means any meeting of the Members of the Corporation, other than an Annual Meeting;

"IHP" means healthcare providers funded within the provisions of schedule "B" of the funding agreement between the Ministry and the Family Health Team;

"Letters Patent" means the Letters Patent, which may be amended from time to time in accordance with the provisions the By-law, and any supplementary letters patent of the Corporation;

"Management" means the Executive Director, Medical Director or at the discretion of the Board anyone else involved in the day to day management of the Corporation;

"Medical Director" means the medical officer appointed by the Board to advise the Board and Management in respect of all clinical aspects of IHP, staff of IHP and clinical program development;

"Member" shall have the meaning ascribed thereto in Section 9.1;

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

"Patient" means a person who is a patient with a physician of the Family Health Organization;

"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;

"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 therefor in the new regulations;

"Services" means the services described in the Family Health Team Business/Operational Plan to be provided by the Corporation; and

"Special Resolution" shall have the meaning ascribed thereto in the Act.

1.2 Interpretation

This By-law 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 Regulations shall have the same meaning give to such words and terms in the Act and/or Regulations;
- (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 this By-law and the Letters Patent, then the terms, provisions, and/or conditions of the Letters Patent will prevail.

ARTICLE 2– GENERAL BUSINESS

2.1 Head Office

The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario (subject to change by Special Resolution) and at such place within the municipality in Ontario where the head office is from time to time situate as the Corporation may from time to time fix by Special Resolution .

2.2 Seal

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

2.3 Financial Year

The financial year of the Corporation shall end on the 31st day of March in each year.

ARTICLE 3– BOARD OF DIRECTORS

3.1 Board Of Directors

Subject to the provisions of any Special Resolution changing the number of directors, the affairs of the Corporation shall be managed by a Board composed of four (4) directors, elected by the Members, pursuant to section 3.4, unless two-thirds (2/3rds) of the Members approve an increase to the size of the Board.

The Board may exercise all such powers and do all such acts and things as be exercised or done by the Corporation that are not by the By-law or any Special Resolution of the Corporation or by statute expressly directed or required to be done in some other manner.

3.2 Right of Attendance

The Executive Director shall have a right of attendance at meetings of the Board, save and except with respect to those meetings, or parts of meetings, held in-camera.

3.3 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 an undischarged bankrupt; and
- (d) be a Member of the Corporation.

3.4 Election and Term

Directors elected pursuant to section 3.1 shall be elected annually by the Members at the Annual Meeting. A director's term of office shall be from the date of the meeting at which they are elected until the Annual Meeting next following or until a successor is elected or appointed, as applicable. The whole Board shall retire at the Annual Meeting at which the election of directors is to be made but, subject to the provisions of the By-laws, shall be eligible for re-election.

3.5 Removal of Directors

Directors of the Corporation may be removed by resolution of the majority votes of the Members.

3.6 Vacancy of Directorial Office

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

- (a) if the director becomes bankrupt or suspends payment of debts generally or makes an authorized assignment or is declared insolvent;
- (b) if the director is found to be of unsound mind or have been so found by a court in Canada or elsewhere;
- (c) 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;
- (d) if a resolution is passed to remove a director pursuant to section 3.5; or
- (e) if the director dies.

Any vacancy in the Board shall be filled by the Members.

3.7 Executive Committee

- (a) If the Board consists of more than six (6) directors, the directors may from time to time elect from its number an executive committee consisting of such number of Members, not less than three (3) as the Board may by resolution determine.
- (b) The Chair and Vice-Chair of the Board shall be Members of the executive committee.

- (c) The term as a Member of the executive committee shall be one (1) year, to expire at the Annual Meeting. Members of the executive committee may be re-elected to serve consecutive terms.
- (d) The directors may delegate to such executive committee any of the powers of the Board, subject to the restrictions, if any, contained in this By-law or imposed from time to time by the Board.
- (e) Subject to this By-law and any resolution of the Board, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard.
- (f) A majority of the Members of the executive committee shall constitute a quorum. The Board may fill vacancies in the executive committee from among its number. If and whenever a vacancy on the executive committee shall exist, the remaining Members may exercise all its powers so long as a quorum remains in office.
- (g) All resolutions, acts and, decisions of the executive committee shall be effective when made, but shall be ratified at the next meeting of the Board.
- (h) Any resolution, acts, and decisions of the executive committee that are not ratified by the Board shall become invalid from the date of the decision by the Board.

3.8 Committees

- (a) The Board may from time to time appoint such committee 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.
- (c) In the event that the Board appoints an executive committee, Members of the executive committee must be appointed from among the Directors of the Corporation.
- (d) Any Member of any such committee may be removed by resolution of the majority of the Board.

ARTICLE 4- MEETINGS OF THE BOARD OF DIRECTORS

4.1 Place of Meeting

Meetings of the Board, and of the executive committee, may be held either at the head office or at any place within or outside Ontario.

4.2 Notice of Meeting

- (a) A meeting of the Board may be convened at any time by the Chair or by any two directors.
- (b) The Secretary, when directed or authorized by any such officers or any two directors, shall convene a meeting of the Board.
- (c) The notice of meeting convened as aforesaid shall specify the purpose of or the business to be transacted at the meeting.
- (d) Notice of any such meeting shall be given to each director not less than two (2) days before the meeting is to take place, if notice is by telephone, facsimile, email or other electronic method, or ten (10) days before the meeting is to take place if notice is by mail; provided always that a director may in any manner and at any time waive notice of a meeting of the Board and attendance of a director at a meeting of the Board shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of the Board may be held at any time without notice if all directors are present, or if all of the absent directors waive notice of such meeting, before or after the date of the date of the meeting.

4.3 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.

4.4 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.

4.5 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.
- (b) Notice of any adjourned meeting of the Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.
- (c) Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat.
- (d) The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting.

- (e) If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.
- (f) Any business may be brought before or dealt with at any adjourned meeting.

4.6 Regular Meetings

- (a) The Board will hold at least one (1) meeting in each quarter of the financial year.
- (b) 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 resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed, but no further notice shall be required for any such regular meetings.

4.7 Special Meetings of the Board

- (a) The Chair may call special meetings of the Board.
- (b) The Secretary shall call a special meeting of the Board if two (2) directors so request in writing.

4.8 Chair

The chair of each meeting of the Board shall be the Chair of the Board, or in the absence of the Chair of the Board, the Vice-Chair. If neither is present, the Board shall designate the chair for that meeting.

4.9 Quorum

- (a) A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.
- (b) Notwithstanding vacancies at the Board, the remaining directors may exercise all the powers of the Board as long as a quorum of the Board remains in office.

4.10 Voting

- (a) Each director is entitled to exercise one (1) vote.
- (b) Unless otherwise specified herein, all business shall be decided by majority vote of the directors in attendance, in person or by electronic or telecommunication.
- (c) The Chair shall have one (1) vote. The Chair shall not have a casting or deciding vote.

- (d) Voting shall be by a show of hands except where a director requests a secret ballot.

4.11 Attendance At Meetings

- (a) The Board may establish a policy for the minimum attendance by a director at meetings of the Board, and, if applicable, committees of the Board.
- (b) A director shall attend meetings of the Board and, if applicable, committees of the Board in accordance with the Board policy.

4.12 Meeting Via Telecommunication

- (a) 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.
- (b) Any director so participating shall be deemed to be present at such meeting.

ARTICLE 5- POWERS OF THE BOARD OF DIRECTORS

5.1 Duties and Responsibilities

The Board shall be responsible for the governance and management 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, this By-law, or by any other means. Without limiting the foregoing, the Board shall be responsible to:

- (a) establish and review on a regular basis the objectives and strategic plan of the Corporation in relation to the co-ordination and facilitation, within available resources, of appropriate programs pursuant to the Corporation's participation in the Family Health Team initiative;
- (b) on an annual basis, conduct a Board self review to ensure the effective and efficient governance for the Corporation;
- (c) establish policies which will provide the framework for the management and operation of the Corporation;
- (d) to establish procedures for monitoring compliance with these By-laws and applicable legislation;
- (e) to establish the selection process for the engagement of an Executive Director and to hire the Executive Director in accordance with the process;

- (f) annually to conduct the Executive Director's formal performance evaluation and to review and approve his or her compensation within the guidelines of the MOHLTC funding agreement and to set his or her goals and objectives for the coming year;
- (g) to delegate responsibility and concomitant authority to the Executive Director for the management and operation of the Corporation and require accountability to the Board;
- (h) at any time to revoke or suspend the appointment of the Executive Director;
- (i) appoint a Medical Director from the Members to act as Medical Director, reporting to the Board;
- (j) annually to conduct the Medical Director's formal performance evaluation and to review and to set his or her goals and objectives for the coming year;
- (k) to delegate responsibility and concomitant authority to the Medical Director for the supervision of the IHPs;
- (l) at any time to revoke or suspend the appointment of the Medical Director;
- (m) to ensure that the Services which are provided have properly qualified IHP and appropriate facilities;
- (n) to ensure mechanisms and policies are in place to provide a high quality of care for Patients;
- (o) to ensure that quality assurance, risk management and utilization review methods are established for the regular evaluation of the quality of care of Patients receiving Services from the Corporation;
- (p) to perform finance, audit and investment duties and to report to the Members the finance, audit and investment activities of the Board during each reporting period;
- (q) to establish an investment policy consistent with the provisions of this By-law and monitor the control and management of these investments; and
- (r) to ascertain whether changes are needed to the Family Health Team Business/Operational Plan, including the Services to be provided thereunder; and
- (s) to approve expenditures out of the ordinary course of business in excess of \$10,000.00.

5.2 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, and in the best interest of the Corporation; and
- (c) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (d) adhere to the Corporation's mission, vision and values;
- (e) work positively, co-operatively and respectfully as a Member of the team with other directors and with the Corporation's management and staff;
- (f) respect and abide by Board decisions;
- (g) complete the necessary background preparation in order to participate effectively in meetings of the Board and its committees;
- (h) keep informed about, matters relating to the Corporation, the community served, and other health care services provided in the region;
- (i) participate in the annual evaluation of overall Board effectiveness; and
- (j) represent the Board, when requested.

5.3 Agents and Employees

The Board may appoint such agents and engage such employees as have been approved within the MOHLTC FHT funding agreement.

5.4 Remuneration of Agents and Employees

The remuneration of agents and employees, subject to the other provisions of this By-law, be fixed by the MOHLTC funding agreement.

ARTICLE 6– OFFICERS

6.1 Election of Officers

The directors shall annually, and more often as may be required, elect from amongst themselves:

- (a) a President (who shall be known as the Chair of the Board); and
- (b) the Vice-Chair.

The Secretary Treasurer shall be the Executive Director, ex officio, and shall not require annual reappointment, unless otherwise determined by two-thirds (2/3rds) of the Board.

The officers shall be elected by resolution of the Board at the first meeting of the Board following the Annual Meeting at which the directors are elected.

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 for any reason;
- (d) the meeting at which the directors annually elect the officers of the Corporation; or
- (e) the officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors by resolution 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 resolution of the majority 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 their respective signatures are required 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 regularly and promptly to the Board issues that are relevant to their governance responsibilities;
 - (iii) preside at meetings of the executive committee;

- (iv) ensure that the annual review of the Executive Director's performance and compensation is done in accordance with Board approved policy and the MOHLTC FHT funding agreement;
 - (v) represent and speak on behalf of the Corporation;
 - (vi) be an *ex officio* Member of all committees of the Board; and
 - (vii) perform such other duties as may from time to time be determined by the Board.
- (b) 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;
 - (ii) be an *ex officio* Member of the executive committee; and
 - (iii) perform such other duties as may from time to time be determined by the Board.
- (c) *Secretary Treasurer:* The Secretary Treasurer shall:
- (i) keep, or cause to be kept, the minute books, books of account and financial records of the Corporation and of the documents and registers referred to in subsections 92(1) and 98(1) of the Act;
 - (ii) ensure the care and custody of all funds and securities of the Corporation, and shall deposit the same in the name of the Corporation in such bank or banks as the Board may direct;
 - (iii) ensure that the Corporation's bank accounts are properly maintained;
 - (iv) review financial reports and financial statements and submit same at meetings of the Board, indicating the financial position of the Corporation;
 - (v) review and submit to the Board for the approval of the Board, a financial statement for the past year;
 - (vi) perform such other duties as may from time to time be determined by the Board.
 - (vii) give or cause to be given notices for all meetings of the Board, or the executive committee, if any, and Members when directed to do so;
 - (viii) attend meetings of Members, meetings of the directors including closed sessions and meetings of any committees of the Board, except when excused by the Chair, and shall enter or cause to be entered in books kept for that purpose. minutes of all proceedings at such meetings, and shall circulate or cause to be circulated, the

minutes of all such meetings to the directors and the minutes of any committees to the Members of such committees, as applicable; and

- (ix) perform such other duties as may from time to time be determined by the Board.

ARTICLE 7- PROTECTIONS AND INDEMNITIES

7.1 Insurance

The Corporation may purchase and maintain appropriate liability insurance for the benefit of the Corporation and each person acting or having previously acted in the capacity of a director, officer or any other capacity at the request of or on behalf of the Corporation, which insurance shall include:

- (a) property and public liability insurance;
- (b) directors' and officers' insurance;
- (c) cyber liability insurance;
- (d) and may include such other insurance as the Board sees fit from time to time;

with coverage limits in amounts per occurrence, with an aggregate maximum limits and with insurers, all as deemed appropriate by the Board from time to time.

The Corporation shall ensure that each director and officer is added as a named insured to any policy of directors and officers insurance maintained by the Corporation.

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defence of any demand, claim or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

7.2 Directors and Officers Liability Exclusion

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past director or officer of the Corporation shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including willful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such director or officer or of any other director or officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:

- (a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;

- (b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- (c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- (d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- (e) loss, damage or misfortune whatever which may occur in the execution of the duties of the director's or officer's respective office or trust or in relation thereto; and
- (f) loss or damage arising from any willful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

7.3 Pre-Indemnity Considerations

Before giving approval to the indemnities provided in section 7.4 herein, or purchasing insurance provided in section 7.1 herein, the Board shall consider:

- (a) the degree of risk to which the director or officer is or may be exposed;
- (b) whether, in practice, the risk cannot be eliminated or significantly reduced by means other than the indemnity or insurance;
- (c) whether the amount or cost of the insurance is reasonable in relation to the risk;
- (d) whether the cost of the insurance is reasonable in relation to the revenue available; and
- (e) whether it advances the administration and management of the Corporation to give the indemnity or purchase the insurance.

7.4 Indemnification of Directors and Officers

Every person (in this section referred to as a "protected person"), including the respective heirs, executors and administrators, estate, successors and assigns of the person, who:

- (a) is or has been a director; or,
- (b) is an officer of the Corporation; or
- (c) is a Member of a Committee; or
- (d) has undertaken, or, with the direction of the Corporation is about to undertake, any liability on behalf of the Corporation or any Corporation controlled by the Corporation, whether in the person's personal capacity or as a director or officer or employee or volunteer of such corporation;

shall be indemnified and saved harmless (including, for greater certainty, the right to receive the first dollar payout, and without deduction or any co-payment requirement) to a maximum limit per claim made as established by the Board from time to time, from and against all costs, charges and expenses which such protected person sustains or incurs:

- (e) in or in relation to any demand, action, suit or proceeding which is brought, commenced or prosecuted against such protected person in respect of any act, deed, matter or thing whatsoever, made, done or permitted or not permitted by such protected person, in or in relation to the execution of the duties of such office or in respect of any such liability; or,
- (f) in relation to the affairs of the Corporation generally,

save and except such costs, charges or expenses as are occasioned by the failure of such protected person to act honestly and in good faith in the performance of the duties of office.

Such indemnity will only be effective:

- (g) upon the exhaustion of all available and collectible insurance provided to directors by the Corporation inclusive of whatever valid and collectible insurance has been collected; and
- (h) providing the director has carried out all duties assigned to him which are subject of the claim in complete good faith so as to comply with the conditions of the insurance policy concerning entitlement to coverage.

The Corporation shall also, upon approval by the Board from time to time, indemnify any such protected person, firm or corporation in such other circumstances as any legislation or laws permit or require.

Nothing in this By-law shall limit the right of any person, firm or corporation entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by any legislation or law.

ARTICLE 8- CONFLICT OF INTEREST

8.1 Conflict of Interest

- (a) 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.
- (b) Except as provided by the Act, no such director shall vote on any resolution to approve any such contract.
- (c) In supplement of and not by way of limitation upon any rights conferred upon directors by section 41 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.

- (d) Subject to the provisions of section 41 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.

ARTICLE 9-- MEMBERS

9.1 Membership

There shall be one (1) class of Members in the Corporation, consisting of any physician who has signed the Family Health Organization physician services agreement with the MOHLTC (a "**Qualified Physician**") and who has complied with the application requirements in Section 9.2 (the "**Members**" and individually, a "**Member**").

9.2 Application for Membership

A Qualified Physician may at any time submit an application to become a member, and shall become a member upon approval of the application by the Board.

9.3 Voting

Members shall be entitled to vote on all matters brought before the Members.

9.4 Transfer of Membership

A Membership in the Corporation is not transferable.

9.5 Resignation

Any Member may resign or withdraw from the Corporation by submitting, in writing, a letter of resignation to be delivered to the Secretary, or in the Secretary's absence, the Chair. A Member's resignation shall be effective from the acceptance thereof by the Board.

9.6 Revocation of Membership

Any Member may be expelled from the Corporation for cause by a two-thirds (2/3) taken by ballot of the Members present and eligible to vote at an Annual or other General Meeting of Members.

9.7 Termination of Membership

A Membership in the Corporation automatically terminates upon the happening of any of the following events:

- (a) if a Member, in writing, resigns as a Member of the Corporation;
- (b) if a Member's MOHLTC FHO physician services agreement is terminated;
- (c) if a Member dies;
- (d) if a Member is expelled from the Corporation pursuant to section 9.6.

9.8 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

9.9 Membership Dues

No Membership dues or fees shall be payable by Members.

ARTICLE 10- MEMBERS' MEETING

10.1 Annual Meeting

The Annual 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.

10.2 General Meetings

General Meetings may be convened by order of:

- (a) the Chair of the Board; or
- (b) written requisition of not less than one-tenth 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.

10.3 Notice

Notice of the time and place for holding an Annual Meeting or General Meeting shall be given by sending it to each Member entitled to notice of the meeting by any method set out in section 15.1 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. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.

10.4 Waiver of Notice

A Member and any other person entitled to attend any Annual Meeting or General 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.

10.5 Error or Omission of Notice

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

10.6 Quorum

The quorum for the conduct of business at an Annual Meeting or General Meeting shall be a majority of Members.

10.7 Business

Unless otherwise determined by the Members, or by the Chair of the Board, the business transacted at a Members' meeting of the Corporation may include:

- (a) approval of the agenda;
- (b) minutes of the previous annual meeting;
- (c) report of the Chair of the Board;
- (d) report of the Executive Director;
- (e) report of the Treasurer;
- (f) at the Annual Meeting, the report of the auditor;
- (g) at the Annual Meeting, the appointment of the auditor to hold office until the next Annual Meeting and authority for directors to fix the remuneration of the auditor;
- (h) election of directors (to be conducted at the Annual Meeting only, unless filling a vacancy pursuant to section 3.6); and
- (i) other business.

10.8 Chair

Members' meetings shall be chaired by:

- (a) the Chair of the Board;
- (b) the Vice-Chair if the Chair of the Board 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.

10.9 Adjournment

Any Annual Meeting or General 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 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.

10.10 Voting

- (a) Subject to section 9.2, each Member is entitled to exercise one (1) vote at an Annual Meeting or General Meeting. Every question submitted to any such meeting shall be decided in the first instance on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these By-laws.
- (b) The Chair shall have a vote. The Chair shall not have a deciding or casting vote.
- (c) At any Annual Meeting or General Meeting unless a poll is demanded, a declaration by the chair of the meeting that a resolution 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.
- (d) A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at an Annual Meeting or General Meeting.
- (e) 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.
- (f) 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 meeting directs.
- (g) The results of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

10.11 Voting By Proxy

Votes at an Annual Meeting or General Meeting may be given either personally or by proxy. At every meeting in which a Member is entitled to vote, every Member and/or

person appointed by proxy to represent one or more Members and/or individual so authorized to represent a Member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letter Patent, every Member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each Member who is entitled to vote at the meeting and who is represented by such proxyholder. A proxy shall be executed by the Member or the Member's attorney authorized in writing. A person appointed by proxy must be a Member.

A proxy may be in the following form:

The undersigned Member of Etobicoke Medical Centre Family Health Team hereby appoints _____ of _____ or failing the person appointed above, _____ of _____ as the proxy of the undersigned to attend and act at the Members' meeting of the said Corporation to be held on the _____ day of _____, 20____, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this _____ day of _____,
20____

Member:

The directors may from time to time make regulations regarding the lodging of proxies at the same place or places other than the place at which a meeting or adjourned Members' meeting is to be held and for particulars of such proxies to be sent by any means of prepaid transmitted or recorded communication before the meeting or adjourned meeting of the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing the proxies so lodged may be voted upon as though the proxies themselves were produced at such meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chair of any Members' meeting may, subject to any regulations made as aforesaid, in the chair's discretion accept any means of prepaid transmitted or recorded communication as to the authority of any person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such prepaid transmitted or recorded communication accepted by the Chair of the meeting shall be valid and shall be counted.

10.12 Written Resolutions

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 11– EXECUTIVE DIRECTOR

11.1 Appointment of the Executive Director

- (a) The Executive Director shall be appointed by the Board in accordance with its approved selection process.
- (b) The Board may at any time revoke or suspend the appointment.
- (c) The Executive Director may have such other name as the Board determines appropriate for management purposes.

11.2 Duties of the Executive Director

The Executive Director shall:

- (a) be accountable to the Board;
- (b) be responsible to the Board for the organization and management of the Corporation in accordance with policies established by the Board and subject to direction of the Board;
- (c) ensure appropriate systems and structures are in place for the effective management and control of the Corporation and its resources including the employment, development, control, direction and discharge of all employees and contractors of the Corporation;
- (d) ensure structures and systems for the development, review and recommendation of new programs, program expansion or changes;
- (e) ensure effective human resources strategic planning and identify resource implications;
- (f) establish an organizational structure to ensure accountability for fulfilling the mission, objectives and strategic plan of the Corporation;
- (g) develop, recommend and foster the values, culture and philosophy of the Corporation;
- (h) communicate with related health care agencies to promote coordination and/or planning of local health care services;
- (i) represent the Corporation externally to the community, government, media and other organizations and agencies;
- (j) be responsible for the payment by the Corporation of all salaries and amounts due from and owing by the Corporation which fall within the purview and scope of the approved annual budget or otherwise as may be established from time to time by resolution of the Board;
- (k) be responsible to the Board for taking such action as considered necessary to ensure compliance with the Act, the regulations thereunder,

the By-laws of the Corporation and all other statutory and regulatory requirements;

- (l) attend meetings of the Board;
- (m) attend meetings of all Board committees;
- (n) perform such other duties as may be directed from time to time by the Board;
- (o) be the ex officio Secretary Treasurer of the Corporation; and
- (p) supervise all contracted staff, contractors, sessionals and students of the FHT.

11.3 IHP, Employees, Contractors and Students - Contract to the Corporation

- (a) The Executive Director, through the Corporation, shall contract with IHP, employees, contractors and students for the Corporation.
- (b) Application for Contract to the Corporation
 - (i) An application for contract to the Corporation shall be processed in accordance with the provisions of this By-law.
 - (ii) An applicant for contract to the Corporation shall submit one (1) original written application to the Executive Director.
 - (iii) Each application shall contain:
 - (A) an undertaking that, if he or she is contracted to the Corporation he or she will govern himself or herself in accordance with the requirements set out in the By-laws and rules of the Corporation;
 - (B) evidence of professional practice liability insurance coverage satisfactory to the Board, if applicable;
 - (C) evidence of current registration in the appropriate professional regulatory college, or, an equivalent certification for non-regulated health care providers;
 - (D) a list of the services to be provided;
 - (E) an up-to-date curriculum vitae.
 - (iv) Each application shall be considered by the Executive Director.
- (c) Criteria for Contract to the Corporation for IHP
 - (i) Only an applicant with evidence of current registration in the appropriate professional regulatory college, or, an equivalent certification for non-regulated health care providers is eligible to

become an employed or appointee to the IHP of the Corporation except as otherwise provided for in this By-Law.

- (ii) The applicant will have:
 - (A) a certificate of registration, or equivalent, evidencing that the applicant is a registrant in good standing of the appropriate College or where appropriate, evidence of renewal of Membership to the medical staff of a hospital;
 - (B) a willingness to participate in the discharge of IHP obligations as outlined in the Family Health Team Business/Operational Plan;
 - (C) evidence of relevant professional practice protection coverage satisfactory to the Executive Director;
 - (D) such other requirements as set by the Management or the Executive Director policy from time to time.
- (iii) The applicant must agree to govern himself or herself in accordance with the requirements set out in this By-law, the rules and policies of the Corporation.

(d) Term

- (i) Each contract to the Corporation shall be for one (1) year unless otherwise provided for by agreement, but shall continue in effect until the Executive Director has made appointments for the ensuing year.
-

11.4 Renewal

- (a) Application for Renewal
 - (i) The Executive Director shall establish and approve a process for the performance review of each Member of the IHP, employees, contractors and students.
- (b) Criteria for Renewal
 - (i) In order to be eligible for renewal, the applicant shall continue to meet the criteria set out in this Article.

11.5 IHP Duties

- (a) Duties General
 - (i) IHP duties shall be as described in the Family Health Team Business/Operational Plan, schedules to the Family Health Team Business/Operational Plan, these By-laws and policies of the Corporation.

- (ii) IHP shall report directly to the Executive Director.

ARTICLE 12– MEDICAL DIRECTOR

12.1 Appointment of the Medical Director

- (a) The Board shall appoint a physician from among the Members to be the Medical Director.
- (b) An appointment made under this By-law shall be for a term of one (1) year.
- (c) The Board may at any time revoke or suspend the appointment of the Medical Director.

12.2 Duties of the Medical Director

- (a) The Medical Director shall:
 - (i) be accountable to the Board;
 - (ii) advise the Board and Management in respect to program development and monitoring;
 - (iii) report regularly to the Board about any matters about which they should have knowledge;
 - (iv) participate in the development of the Corporation's mission, objectives, and strategic plans.
-

ARTICLE 13– EXECUTION OF INSTRUMENTS

13.1 Signing Authority

Contracts, documents, or instruments in writing requiring the signature of the Corporation may be signed by any two officers, and which may include the Executive Director, or any two directors of the Corporation. 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 resolution 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 resolution of the Board.

ARTICLE 14– BANKING, CHEQUES, DRAFTS, NOTES, ETC.

14.1 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 or more officers or other persons as the Board may designate, direct or authorize from time to time and to the extent thereby provided.

14.2 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 resolution.

ARTICLE 15– NOTICE

15.1 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, officer, or the auditor shall be delivered personally or sent by prepaid mail, by electronic mail, or by facsimile to any such Member, director, officer, or the auditor at their latest address, electronic mail address, or facsimile number, as shown in the records of the Corporation and to the auditor at its business address, electronic mail address, or facsimile number or if no address is given therein then the last address, electronic mail address, or facsimile number known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. 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.

15.2 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.

15.3 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 16– AUDITORS

16.1 Auditors

Unless the Corporation qualifies under the exemption in section 96.1, the Members of the Corporation shall at each Annual 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 in accordance with the MOHLTC FHT funding agreement.

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 resolution passed by a two-thirds (2/3) vote cast at a General Meeting of the Members 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 duration of that term of office.

ARTICLE 17– AMENDMENTS

17.1 Amendments to By-laws

The provisions of this or another By-law of the Corporation not embodied in the Letters Patent may be repealed or amended in the manner contemplated in, and subject to the provisions of, the *Act* and this By-law.

ARTICLE 18– REPEAL OF PRIOR BY-LAWS

18.1 Repeal

Subject to the provisions of sections 18.2 and 18.3 hereof, all prior By-laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this By-law heretofore enacted or made are repealed.

18.2 Exception

The provisions of section 18.1 shall not extend to any By-law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.

18.3 Proviso

Provided however that the repeal of prior By-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed By-law, resolution or other enactment.

ARTICLE 19- EFFECTIVE DATE

19.1 Effective on Passing

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

ENACTED by the Board as a By-law of ETOBICOKE MEDICAL CENTRE FAMILY HEALTH TEAM the 16 day of September, 2014.



Chair: Hariclia Johnston

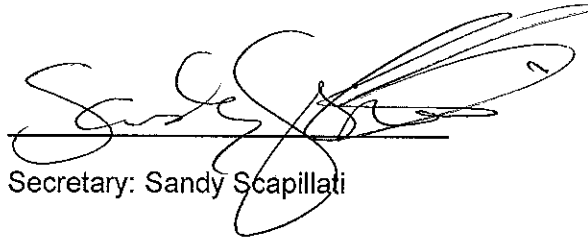


Secretary: Sandy Scapillati

CONFIRMED by the Members in accordance with, the Corporations Act the 16 day of September, 2014.



Chair: Hariclia Johnston



Secretary: Sandy Scapillati