

***ASSOCIATION OF  
FAMILY HEALTH TEAMS  
OF ONTARIO***

**BY-LAW NO. 11**

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## BY-LAW NO. 11

A by-law relating generally to the conduct of the affairs of the

### *Association of Family Health Teams of Ontario*

## 1. INTERPRETATION & OBJECTS

### 1.1 DEFINITIONS

In this By-law,

“**Act**” means the *Not-for-Profit Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it;

“**Articles**” means any instrument that incorporates the Corporation or modifies its incorporating instrument, including the articles of amendment of each 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);

“**Associates**” includes the parents, siblings, spouse or common law partner of the Director as well as any organization, agency, company or individual (such as a business partner) with a formal relationship to a Director;

“**Auditor**” means a person permitted to conduct an audit under the *Public Accounting Act, 2004* (Ontario);

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

“**Board Exclusive Responsibility**” 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:

- (A) To submit to the Members any question or matter requiring the approval of the Members.
- (B) To fill a vacancy among the Directors or in the position of Auditor.
- (C) To appoint additional Directors pursuant to section 3.1(b).
- (D) To issue debt obligations except as authorized by the Board.
- (E) To approve any financial statements under section 83 of the Act.
- (F) To adopt, amend or repeal by-laws.

- (G) To establish contributions to be made, or dues to be paid, by Members under section 86 of the Act;

“**Chief Executive Officer**”, or such other name as the Board may adopt pursuant to subsection 6.1(c), means the person who has for the time being the direct and actual superintendence and charge of the Corporation;

“**Corporation**” means the corporation named the “Association of Family Health Teams of Ontario”;

“**Director**” means a member of the Board;

“**Member**” means a member of the Corporation; and

“**Special Resolution**” means a resolution 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 consented to by each Member entitled to vote at a meeting of the Members.

## 1.2 INTERPRETATION

This By-law shall be interpreted in accordance with the following unless the context otherwise specifies or requires:

All terms which are contained in this By-law and which are defined in the Act or the regulations made thereunder, shall have the meanings given to such terms in the Act or the regulations made thereunder.

Words importing the singular number only shall include the plural and vice versa. Words importing persons shall include bodies corporate, corporations, partnerships, trusts and any number or aggregate of persons.

The headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions hereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

Any references herein to any law, By-law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed as a reference thereto as amended or re-enacted from time to time or as a reference to any successor thereto.

Except where stated otherwise, references to actions being taken “in writing” or similar terms shall include electronic communications and references to “address” or similar terms shall include electronic mail addresses. It is the intent of the Corporation to use electronic communications whenever possible so long as the recipient has consented to receiving notices in such manner.

## 1.3 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:

1. To establish and operate an association for family health teams for the purpose of:
  - (a) promoting the concept of family health teams to the public and other health-related organizations;
  - (b) advocating on behalf of members of the association;
  - (c) working with the Ministry of Health and Long-Term Care, with Association members, and with others to among other things:
    - (i) promote and/or communicate standard policies and guidelines for family health teams; and
    - (ii) find province-wide solutions to issues affecting family health teams and/or the delivery of family health team services.
2. To foster optimal patient outcome through collaboration and sharing of best practices;
3. To support and undertake research dedicated to the promotion of primary care and wellness;
4. To undertake and participate in the development of projects, products and services relevant to the provision of primary care; and
5. Any other purposes not inconsistent with these objects.

## **1.4 SUPERSEDE AND REPLACE**

This By-law supersedes and replaces all previous by-laws of the Corporation.

## **2. CORPORATION**

### **2.1 MEMBERS OF THE CORPORATION**

#### **(a) Classes**

There shall be one class of members.

#### **(b) Admission**

Membership in the Corporation shall be limited to incorporated or unincorporated entities that meet the criteria stated in clauses 2.1(c) and 2.1(d) below that have applied for membership in the Corporation to the Board and been approved by a resolution of the Board.

#### **(c) Annual Membership – Corporate Entity**

A corporate entity shall be eligible to become an annual corporate Member of the Corporation if it meets all of the following criteria:

- (A) Provides comprehensive primary care,
- (B) Is interprofessional / team-based,

- (C) Has an administrative structure/agreement that coordinates the relationship among team members; and
- (D) Operates in and is primarily funded by the Province of Ontario.

Where the incorporated entity is accepted as an annual Member of the Corporation, the entity shall designate one individual to vote on behalf of the Corporation. Any membership of a corporate entity in the Corporation shall be effective for one year effective only from April 1<sup>st</sup> to March 31<sup>st</sup> in each year. Each Member that is a corporation shall be entitled to one vote, subject to the Member paying in full to the Corporation the membership fee at least thirty (30) days prior to the date of the meeting.

A corporation's annual membership in the Corporation is automatically terminated in the event that the corporation ceases to meet the criteria stated in clause 2.1(c)(i), ceases to be a corporation, or the annual membership expires without being renewed with Board approval.

(d) Annual Membership – Unincorporated Entity

An unincorporated entity shall be eligible to become an annual Member of the Corporation if:

- (A) the unincorporated entity meets the criteria set out in clause 2.1(c)(i); and
- (B) it nominates a representative who is at least 18 years of age to vote on behalf of the unincorporated entity.

Where the unincorporated entity is accepted as a Member of the Corporation, the nominated representative shall be eligible to vote on behalf of the unincorporated entity. The unincorporated entity may change its nominated representative on written notice to the Corporation. Any membership of an unincorporated entity in the Corporation shall be effective for one year effective only from April 1<sup>st</sup> to March 31<sup>st</sup> in each year. Each Member that is an unincorporated entity shall be entitled to one vote, subject to the Member paying in full to the Corporation the membership fee at least thirty (30) days prior to the date of the meeting.

An unincorporated entity's membership in the Corporation is automatically terminated in the event that the unincorporated entity ceases to meet the criteria in clause 2.1(c)(i) above or the annual membership expires without being renewed with Board approval.

(e) Proxy Voting

Members shall be entitled to appoint a proxy to attend and vote at a meeting of the Members, and if so, the proxy shall be given to another Member.

Proxies must be submitted to the Corporation no less than forty-eight (48) hours before the meeting time. The forty-eight (48) hours does not include Saturdays, Sundays and statutory holidays.

(f) Removal of a Member

Any Member may be removed for cause in either of the following ways:

by a two-thirds (2/3) vote taken by ballot of the Members present and entitled to vote at an annual or other meeting of Members; or

where the Board determines in its discretion that the Corporation's reputation is at risk due to a continued relationship with a Member, by a two-thirds (2/3) vote of the Board, provided that the Member that is the subject of the removal vote is given an opportunity to address the Board, either in person or in writing. All Members shall be given immediate written notice of a Board decision to remove a Member.

(g) Resignation and Termination of Membership

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist where the Member (or the unincorporated entity, of which the Member is a representative) ceases to meet the membership criteria, or where the Member is removed pursuant to section 2.1(f).

## 2.2 ANNUAL MEETING OF THE MEMBERS

(a) Time and Place

The annual meeting of the Members shall be held on such day in each year that is within fifteen (15) months of the date of the previous annual meeting, at a location in Toronto, Ontario to be determined by the Board or at such other place in Ontario as the Board may determine.

Any Member may participate in a meeting of the Members by means of telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a person so participating in a meeting is deemed, for the purposes of the Act and this By-law, to be present at the meeting.

Alternatively, any meeting of the Members may be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

(b) Notice

Notice of the time and place for holding the annual meeting of the Members of the Corporation shall be given by sending it to the Auditor, to each Member and to the Directors not less than ten (10) days and not more than fifty (50) days in advance of the meeting.

Notice of the annual meeting of the Members shall be given by one of the following methods:

- (A) by prepaid mail to the last address as shown on the records of the Corporation; or

- (B) by electronic communication to the last electronic communication address on record.

Attendance of any Member at a meeting of Members shall constitute a waiver of notice of the meeting, except where such Member attends such meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

The notice of an annual meeting shall contain sufficient information concerning any special business (see section 2.2(e)) to permit the Member to form a reasoned judgement on the decision to be taken, as well as the text of any Special Resolution to be submitted to the meeting.

- (c) Quorum

A quorum for the annual meeting of the Members shall be ten percent (10%) of the Members entitled to vote (either in attendance in person, by electronic attendance, or by proxy). If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

- (d) Business

The business transacted at the annual meeting of the Members shall include:

approval of the minutes of the previous annual meeting;

report of the Chair of the Board;

report of the Auditor and presentation of the annual financial statements for the Members' information;

report of the Chief Executive Officer (if required);

appointment of the incumbent Auditor; and

election of Directors.

- (e) Special Business

Special business transacted at an annual meeting requires specific advance notice and may include:

approval of By-law amendments;

Special Resolutions;

appointment of a new Auditor; or

other items of business identified in the notice of annual meeting.



## **2.3 SPECIAL MEETINGS OF THE MEMBERS**

### **(a) Time and Place**

Special meetings of the Members shall be held on such day in each year, at a location in Toronto, Ontario to be determined by the Board or at such other place in Ontario as the Board may determine.

Any Member may participate in a special meeting of the Members by means of telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a person so participating in a meeting is deemed, for the purposes of the Act and this By-law, to be present at the meeting.

Alternatively, any special meeting of the Members may be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

### **(b) Notice**

The Board may call a special meeting of the Members.

Alternatively, the Members may call a special meeting of the Members in accordance with the following process:

- (A) Members who hold at least ten percent (10%) of the votes that may be cast at a meeting may, in writing, requisition the Board to call a special meeting of the Members for the purposes stated in the requisition.
- (B) The requisition must state the business to be transacted at the meeting and must be sent to each Director and to the registered office.
- (C) The Board shall call and hold a meeting of the Members within twenty-one (21) days from receiving the requisition.

Notice of a special meeting shall be given in the same manner as provided in subsection 2.2(b).

The notice of a special meeting shall specify the purpose or purposes for which it is called with sufficient detail to allow the Members to make an informed judgment on whether they wish to attend.

If the Directors do not hold such meeting within twenty-one (21) days, any Member who signed the requisition may call the meeting.

### **(c) Quorum**

A quorum for a special meeting of the Members shall be a majority of the Members entitled to vote (either in attendance in person, by electronic attendance, or by proxy). If a quorum

is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

## **2.4 CONSULTATIVE MEETINGS OF THE CORPORATION**

- (a) Despite sections 2.2 and 2.3 hereof, the Board may call and hold a meeting with all or parts of the membership for the purposes of consultation, discussion and to share information relevant to the Corporation. No decisions that are binding on the membership or the Corporation may be held at such meetings.
- (b) Such meetings shall be called and held in such manner on such notice as the Board may determine from time to time.

## **2.5 ADJOURNED MEETINGS OF THE CORPORATION**

- (a) If within one half-hour (1/2) after the time appointed for a meeting of the Corporation, a quorum is not present, the meeting shall stand adjourned until a day within two (2) weeks to be determined by the Board.
- (b) At least three (3) days' notice of the re-scheduled meeting following an adjournment shall be given by delivery to each Member at the Member's last address as shown on the records of the Corporation, as well as to each Director and the Auditor.

## **2.6 MEETINGS OF THE CORPORATION & VOTING**

- (a) The meetings of the Corporation shall be chaired by,  
the Chair;

the Vice-Chair if the Chair is absent; or

a Member of the Corporation elected by the Members present if the Chair and Vice-Chair are both absent, or unable to act

- (b) The chair of the meeting shall have a vote and if there is an equality of votes, the chair shall not exercise a second vote in order to break the tie.
- (c) Business arising at any meeting of the Members shall be decided by a majority of votes (unless otherwise required by the Act), provided that,

at an in-person meeting, votes shall be taken by a show of hands in which case,

- (A) the chair shall have a vote, and
- (B) if there is an equality of votes, the motion is lost; or

at an in-person meeting, votes shall be taken by written ballot if so demanded by any voting Member present in which case,

- (C) the chair shall have a vote, and
- (D) if there is an equality of votes, the motion is lost; or

in the case of a meeting held entirely or partially by electronic means,

- (E) votes in favour of a resolution or motion are indicated by “yes” and votes not in favour of a resolution or motion are indicated by “no”,
- (F) the chair shall have a vote, and
- (G) if there is an equality of votes, the motion is lost.

A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

- (d) Minutes shall be recorded for all meetings of the Members.

## **2.7 GUESTS**

Guests may attend a meeting of the Members at the invitation of the Board or on consent of the meeting.

## **3. BOARD OF DIRECTORS**

### **3.1 BOARD SIZE & COMPOSITION**

- (a) The affairs of the Corporations shall be governed by a Board of between nine (9) – fifteen (15) Directors as set out in the Articles. The Board size shall be fixed at fourteen (14) Directors (until changed by Special Resolution) elected by the Members entitled to vote from such geographic regions within Ontario as may be determined from time to time by the Board.
- (b) The Board may appoint one or more Directors, who shall hold office for a term expiring not later than the close of the next annual meeting of Members, but the total number of Directors so appointed may not exceed one-third (1/3) of the number of Directors elected at the previous annual meeting of Members. These Directors are in addition to the fixed number established in paragraph (a) above.
- (c) Every Director, when first elected to the Board, 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 records.

### **3.2 NOMINATION AND ELECTION OF BOARD MEMBERS**

- (a) The Board shall nominate persons for election to the Board by the Members at the annual meeting of the Members. In making such nominations, the Board shall

ensure a minimum of eleven (11) Directors are employed by or affiliated with a Member and endeavour to have Directors from different professions involved in Member entities and from different regions of Ontario.

- (b) The Board may also consider the inclusion of no more than three (3) Directors who are not employed by or affiliated with a Member, but who have an interest in interprofessional comprehensive primary care and whose skills, qualifications, or experience are, in the opinion of the Board, useful to the Corporation. These independent Directors shall not be employees of the Corporation, contractors to the Corporation, or family members of either employees or contractors.
- (c) The Board shall consider the potential contribution of any person nominated in relation to the function of interprofessional comprehensive primary care generally in Ontario and the Corporation in particular in providing services to the Members in accordance with the goals and objectives of the Corporation. This consideration shall include an assessment of the candidates' skills, qualifications, experience and perspective, as well as past performance on the Board if the candidate served on the Board previously.
- (d) No nominations to the Board may be made except through the Board's nominations process as described above and in accordance with the Board's nominations policy.

### **3.3 RIGHT OF ATTENDANCE**

The Chief Executive Officer 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.

### **3.4 ATTENDANCE BY NON-DIRECTORS**

The Board may, in its sole discretion, invite non-directors to attend specific meetings of the Board as guests, save and except with respect to those meetings, or parts of meetings, held in-camera.

### **3.5 TERM OF DIRECTORS**

- (a) At each annual meeting of the Members, the requisite number of Directors shall be elected for terms of three (3) years, expiring as of the date of the annual meeting at the end of their designated term. For any future increase in the number of Directors, the Board is authorized to determine the initial staggered term of any Director who is the subject of an increase in the Board.
- (b) The Board will ensure that at least three (3) Directors retire from the Board each year. The retiring Directors are eligible for re-election, except that no Director may be elected for more terms than will constitute nine (9) consecutive years of service.

### **3.6 QUALIFICATIONS OF DIRECTORS**

- (a) No person may be a Director before reaching eighteen (18) years of age.

- (b) No bankrupt shall be a Director, and if a Director becomes a bankrupt, they cease to be a Director.
- (c) No person who has been found under the *Substitute Decisions Act, 1992* (Ontario) or the *Mental Health Act* (Ontario) to be incapable of managing property shall be eligible to serve as Director, nor may a person who has been found to be incapable by any court in Canada or elsewhere.
- (d) Directors must meet the qualifications listed in clause 3.2(b) (for those Directors employed by or affiliated with a Member) or in clause 3.2(c) (for independent Directors), as applicable.

### **3.7 ATTENDANCE AT MEETINGS**

- (a) The Board shall establish a policy for the minimum attendance by a Director at meetings of the Board, the Executive Committee and, if applicable, other committees of the Board established pursuant to section 5.1.
- (b) A Director shall attend meetings of the Board, and, if applicable, committees of the Board established pursuant to section 5.1, in accordance with Board policy.

### **3.8 REMOVAL OF DIRECTOR**

The Members entitled to vote may, by resolution passed by simple majority of the votes cast at a meeting of Members of which notice specifying the intention to pass the resolution has been given, remove any Director before the expiration of the term of office and may, by a majority of the votes cast at that meeting, elect any person in the place of and stead of the person removed for the remainder of the term of the removed Director.

### **3.9 VACANCY**

- (a) The office of a Director shall automatically be vacated if the Director,
  - by notice in writing to the Secretary of the Corporation, resigns their office, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
  - dies;
  - ceases to meet the qualifications set out in section 3.6; or
  - is removed pursuant to section 3.8.
- (b) If a vacancy occurs for any reason among any of the Directors, the Board will as soon as possible elect a person to fill the vacancy for the unexpired portion of the term of the vacating Director.
- (c) 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 meeting of the Members to fill the vacancy or vacancies and,

if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.

### **3.10 RESPONSIBILITIES OF THE BOARD**

(a) The Board of Directors shall be responsible for the governance and management of the affairs of the Corporation.

(b) The Board of Directors shall be responsible, without limitation, as follows:

to establish and review on a regular basis the mission, objectives and strategic plan of the Corporation in relation to the provision, within available resources, of appropriate programs and services in order to meet the needs of the community;

to establish, on an annual basis, Board goals and objectives (separate from the corporate goals and objectives) to ensure the effective and efficient governance of the Corporation;

to establish procedures for monitoring compliance with this By-law and applicable legislation;

to establish policies which will provide the framework for the management and operation of the Corporation;

to establish the selection process for the engagement of a Chief Executive Officer and to hire the Chief Executive Officer in accordance with the process;

annually to conduct the Chief Executive Officer's formal performance evaluation and to review and approve their compensation and to set their goals and objectives for the coming year;

to delegate responsibility and concomitant authority to the Chief Executive Officer for the management and operation of the Corporation and require accountability to the Board;

at any time to revoke or suspend the appointment of the Chief Executive Officer;

to perform finance, audit and investment duties, to meet with the external auditor at least once a year, to approve the annual budget for the Corporation and to report to the Members the finance, audit and investment activities of the Board during each reporting period;

to establish an investment policy consistent with the provisions of this By-law and monitor the control and management of these investments.

### **3.11 DUTIES AND RESPONSIBILITIES OF EVERY DIRECTOR**

(a) Every Director shall,

be loyal to the Corporation;

act honestly and in good faith with a view to the best interests of the Corporation; and

exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

(b) In contributing to the achievement of the responsibilities of the Board as a whole, each Director shall,

adhere to the Corporation's mission, vision and values;

work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's management and staff;

respect and abide by Board decisions;

complete the necessary background preparation in order to participate effectively in meetings of the Board and, if applicable, its committees;

keep informed about,

(A) matters relating to the Corporation,

(B) the community served, and

(C) other health care services provided in the Province;

participate in the annual evaluation of overall Board effectiveness; and

represent the Board, when requested.

### **3.12 CONFLICT OF INTEREST**

(a) Definition of Conflict of Interest. "Conflict of interest" includes any situation that impairs or interferes with (or appears to impair or interfere with) a Director's ability to vote objectively and in the best interests of the Corporation including, without limitation, the following areas that may give rise to a Conflict of Interest for the Directors of the Corporation, namely:

Pecuniary or financial interest - a Director is said to have a pecuniary or financial interest in a decision when the Director (or an Associate) stands to gain by that decision, either in the form of money, gifts, favours, gratuities, or other special considerations (this includes where the Director has an interest in a contract, transaction, matter or decision before the Board);

Adverse interest - a Director is said to have an adverse interest to the Corporation when that Director is a party to a claim, application or proceeding against the Corporation; or

Material interest - pursuant to the Act, a Director has a material interest if they are a director or officer of, or have a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation.

(b) Annual Declaration of Conflict

Every Director shall submit upon appointment and at least annually thereafter during their term, in a form prescribed by the Board, an acknowledgment that he/she has read and considered the “Conflict of Interest” provisions within this By-law and the “Procedures for Declaring and Resolving Conflicts of Interest”, together with a declaration of any ongoing conflicts that the Board needs to be made aware of.

(c) Declaration of Conflict – Specific Matter

Every Director who, either directly or through one of their Associates, has, or thinks they may potentially have, a conflict of interest shall disclose the nature and extent of the interest as required by this By-law and in a manner as set out in the Corporation’s policy entitled “**Individual Board Member Responsibilities – Conflict of Interest**”.

The declaration of actual or potential conflict of interest shall be disclosed at the meeting of the Board at which the contract, transaction, matter or decision is first raised, or at the first Board meeting thereafter when the actual or potential conflict of interest is known by the Director.

Every declaration of a conflict of interest and the general nature thereof shall be recorded in the minutes of the Board.

(d) Consequences of Making a Declaration of Conflict

After making such a declaration, no interested Director shall attend any part of the meeting during which the contract, transaction, matter or decision is discussed or shall vote or on any resolution to approve the contract, transaction, matter or decision, or otherwise attempt to influence the voting on the contract, transaction, matter or decision. The interested Director shall not be counted in any required quorum with respect to the vote.

If a Director has made a declaration of interest in compliance with this By-law, the Director is not accountable to the Corporation for any profit they may realize from the contract, transaction, matter or decision.

If the Director fails to make a declaration of their interest in a contract, transaction, matter or decision as required by the By-law, this shall be considered grounds for termination of their position as a Director.

The failure of any Director 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.

Where the number of Directors who, by reason of this section, are prohibited from participating in a meeting is such that the remaining Directors are not of sufficient number to constitute a quorum, then, notwithstanding any other provision in this By-law, the remaining number of Directors shall be deemed to constitute a quorum.

Where all Directors are prohibited from participating in a decision due to a conflict of interest, the matter shall be referred to the members for approval at a special members’ meeting called in accordance with the by-laws and the Act.



(e) Dealing with Conflict of Interest involving another Director

If a Director believes that any other Director is in a conflict of interest position, the Director making the allegation shall have the concern recorded in the minutes. If the Director alleged to have a conflict does immediately confirm the conflict of interest, the alleged conflict shall be managed pursuant to the “Procedures for Declaring and Resolving Conflicts of Interest”.

If the Board finds that the person is not in conflict, the Board will then vote on the matter and the votes of each Director shall be recorded.

### **3.13 CONFIDENTIALITY AND PUBLIC RELATIONS**

- (a) Every Director and officer shall respect the confidentiality of matters brought before the Board or before any committee or subcommittee of the Corporation.
- (b) The Chair of the Board is responsible for Board communications and may delegate authority to one or more Directors, officers or employees of the Corporation to make statements to the news media or public about matters that the Chair determines appropriate for disclosure to the media.

### **3.14 INDEMNIFICATION**

- (a) Every Director, officer, and committee member, their heirs, executors, administrators and estate, 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 all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved due to association with the Corporation.
- (b) The Corporation may advance money to a Director, officer or other individual referred to in paragraph (a) for the costs, charges and expenses of an action or proceeding referred to in that section, but the individual shall repay the money if the individual does not fulfil the conditions set out in paragraph (c).
- (c) The indemnity provided for in this section shall be applicable only if the Director, officer or other individual referred to in paragraph (a) acted honestly and 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, had reasonable grounds for believing that their conduct was lawful.

### **3.15 INSURANCE**

The Board shall cause to be purchased such insurance as it considers advisable and necessary to ensure that Directors, officers and committee members will be indemnified and saved harmless in accordance with this By-law. The premiums for such insurance coverage shall be paid from the funds of the Corporation.

### **3.16 REMUNERATION OF DIRECTORS**

- (a) The Directors of the Corporation shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his/her position as such, provided that a Director may be paid reasonable expenses incurred by him/her in the performance of his/her duties as a Director.
- (b) Nothing in this By-law shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

### **3.17 MEETINGS OF THE BOARD**

- (a) Call and Notice

#### Regular Meetings of the Board

- (A) There shall be at least four (4) regular meetings of the Board per annum.
- (B) The Board shall meet at a time, day and place in Ontario as the Board may from time to time determine.
- (C) The Secretary of the Board shall give notice of the meetings of the Board by written notice to the Directors (which notice may be given electronically) at least seven (7) days in advance. The notice of meeting shall specify any matter that constitutes a Board Exclusive Responsibility if any such matter is to be included on the meeting agenda.
- (D) Provided a quorum of Directors is present, a meeting of the Board may be held without notice, immediately following the annual meeting of the Members.
- (E) The declaration of the Secretary or Chair that notice has been given pursuant to the By-law shall be sufficient and conclusive evidence of the giving of such notice.
- (F) No error or omission in giving notice of a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve any or all proceedings taken or had thereat.

#### Special Meetings of the Board

- (G) The Chair may call special meetings of the Board.
- (H) The Secretary shall call a special meeting of the Board if three (3) Directors so request in writing.

- (I) Notice of a special meeting of the Board shall specify the purpose of the meeting, may be delivered, e-mailed, faxed or telephoned to each Director and shall be given at least twenty-four (24) hours in advance of the meeting. The notice of meeting shall specify any matter that constitutes a Board Exclusive Responsibility if any such matter is to be included on the meeting agenda.

(b) Electronic Meetings

Any Director may participate in a meeting of the Board by means of telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a person so participating in a meeting is deemed, for the purposes of the Act and this By-law, to be present at the meeting.

Any meeting of the Board may be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

(c) Chair

Board meetings shall be chaired by,

the Chair;

the Vice-Chair if the Chair is absent or unable to act; or

a Director elected by the Directors present if the Chair and Vice-Chair are both absent or unable to act.

(d) Voting

Business arising at any meeting of the Board shall be decided by a majority of votes, provided that,

- (A) at an in-person meeting, votes shall be taken by a show of hands in which case,
  - (I) the chair shall have a vote, and
  - (II) if there is an equality of votes, the motion is lost; or
- (B) at an in-person meeting, votes shall be taken by written ballot if so demanded by any voting Director present in which case,
  - (I) the chair shall have a vote, and
  - (II) if there is an equality of votes, the motion is lost; or
- (C) in the case of a meeting held entirely or partially by electronic means,

- (I) votes in favour of a resolution or motion are indicated by “yes” and votes not in favour of a resolution or motion are indicated by “no”,
- (II) the chair shall have a vote, and
- (III) if there is an equality of votes, the motion is lost.

A declaration by the chair that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

(e) Right of Dissent

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:

- (A) the Director requests a dissent to be entered in the minutes of the meeting;
- (B) the Director sends a written dissent to the secretary of the meeting before the meeting is terminated; or
- (C) the Director submits to the Corporation a written dissent immediately after the meeting is terminated.

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:

- (D) causes a dissent to be placed with the minutes of the meeting; or
- (E) submits a written dissent to the Corporation.

(f) Minutes

Minutes shall be recorded for all meetings of the Board.

(g) Quorum

A quorum for any meeting of the Board shall be a majority of the Directors entitled to vote.

There will be no representation by proxy at any Board meeting.

(h) Guests

All Board meetings are closed to the public, unless the Board determines otherwise for any specific Board meeting or part thereof. Any guest must be invited to a Board meeting by the Chair or by a resolution of a majority of the Board.

## **4. OFFICERS**

### **4.1 THE OFFICERS OF THE CORPORATION**

(a) The following shall be officers of the Corporation:

the Chair;

the Past Chair;

the Vice-Chair;

the Treasurer; and

the Secretary.

(b) Officers shall be nominated in accordance with the Board's nominations policy. Pursuant to that policy, the Board shall elect from among themselves a Chair, Vice-Chair, Secretary and Treasurer at the meeting immediately following each annual meeting of the Members.

(c) One person may hold more than one position, other than those of Chair and Vice-Chair.

(d) In a year in which the office of Chair is vacated, the Board shall appoint as Past Chair the person who was Chair immediately prior to the annual meeting, whether or not that person remains a Director. If that person is no longer a Director, they will be a non-voting guest of the Board and Executive Committee.

(e) No Director may serve as Chair or Vice-Chair for more than three (3) consecutive years in one office, provided however that following a break in the continuous service of at least one year the same person may be re-elected or re-appointed to any office. No Director may serve as Past Chair for more than one (1) year.

(f) The officers of the Corporation shall be responsible for the duties set forth in the By-law and they are not necessarily required to perform such duties personally, but they may delegate to others the performance of any or all such duties.

(g) Any officer of the Corporation shall cease to hold office upon resolution of the Board.

### **4.2 DUTIES OF EVERY OFFICER**

Every officer shall,

(a) be loyal to the Corporation;

(b) act honestly and in good faith with a view to the best interests of the Corporation;  
and

- (c) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

#### **4.3 DUTIES OF THE OFFICERS**

- (a) Duties of the Chair

The Chair shall:

preside at meetings of the Board or in their 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;

report to each annual meeting of Members of the Corporation concerning the management and operations of the Corporation;

report regularly and promptly to the Board issues that are relevant to their governance responsibilities;

ensure that the annual review of the Chief Executive Officer's performance and compensation is done in accordance with Board approved policy;

preside at meetings of the Executive Committee;

represent and speak on behalf of the Corporation;

be a member of all committees of the Board; and

perform such other duties as may from time to time be determined by the Board.

- (b) Duties of the Past Chair

The Past Chair shall provide guidance, advice and assistance to the Chair as required.

- (c) Duties of the Vice-Chair

The Vice-Chair shall have all the powers and perform all the duties of the Chair in the absence or disability of the Chair and perform any other duties assigned by the Chair or the Board.

- (d) Duties of the Treasurer

The Treasurer shall:

report to the Board of Directors;

oversee the management of the finances of the Corporation, and ensure that appropriate reporting mechanisms and control systems as established by the Board are in place, and monitor such mechanisms and systems for compliance;

ensure that systems for control for the care and custody of the funds and other financial assets of the Corporation and for making payments for all approved expenses incurred by the Corporation are in place, are functional and adequate and monitor for compliance with such systems;

ensure that appropriate banking resolutions and signing authority policies as established by the Board are in place and monitor for compliance with such resolutions and policies. Ensure that systems for control for regular review and revision as necessary of the banking resolutions and signing authority policies are in place, are adequate and functional and monitor for compliance with such resolutions and policies;

ensure that systems for control as established by the Board for the maintenance of books of account and accounting records are in place, are functional and adequate and monitor for compliance with such resolutions and policies;

review the financial results and the budget submitted to the Board by management and submit and recommend to the Board any changes to the budget;

oversee the management of the investment policy as established by the Board, and ensure that the investment policy as established by the Board is in place, and monitor for compliance with the policy;

review financial reports and financial statements and submit same at meetings of the Board, indicating the financial position of the Corporation;

review and submit to the Board for the approval of the Board, a financial statement for the past year;

ensure systems as established by the Board for the preparation and submission to the Board of compliance certificates confirming that wages and source deductions have been accomplished are in place, are functional and adequate and monitor for compliance with such systems;

where there is concern with respect to any of the above, shall report any such matters to the Board;

perform such other duties as determined by the Board; and

may delegate any of their duties that are appropriate and lawfully delegable, but remains responsible for the fulfillment of such duties.

(e) Duties of the Secretary

The Secretary shall:

attend meetings of Members, meetings of the Directors including closed sessions and meetings of the standing and special 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;

give, or cause to be given, all notices as required by the By-law of the Corporation of all meetings of the Corporation, the Board and its committees, if any;

attend to correspondence of the Board;

prepare all reports required under any applicable act or regulation of the Province of Ontario;

be the custodian of all minute books, documents and registers of the Corporation required to be kept by the provisions of the Act and all minutes, documents and records of the Board and its committees;

keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation;

be the custodian of the seal of the Corporation;

perform such other duties as may from time to time be determined by the Board; and

may delegate any of their duties that are appropriate and lawfully delegable, but remains responsible for the fulfillment of such duties.

## **5. COMMITTEES OF THE BOARD**

### **5.1 ESTABLISHMENT AND MEMBERSHIP OF COMMITTEES OF THE BOARD**

(a) At the first meeting of the Board following the annual meeting of the Members, the Board shall establish the following committees:

Executive Committee; and

any other committees as the Board deems necessary.

(b) The Board may establish ad hoc committees from time to time.

(c) The functions, duties, responsibilities and powers of committees shall be provided in the resolution of the Board by which such committee is established or in terms of reference adopted by the Board.

(d) Members of the Board shall chair all committees.

(e) The Board may delegate decision-making authority to a committee on the following conditions:

the Board may not delegate any Board Exclusive Responsibility to a committee; and



only Directors may be voting members of that committee.

## **5.2 PROCEDURES FOR MEETINGS OF COMMITTEES**

### **(a) Attendees at Meetings of Committees**

Unless otherwise determined by the Board, only members of a committee or subcommittee of the Board, the Chair and the Secretary, may attend meetings of such committees or subcommittees.

### **(b) Call for Meetings of Committees**

Meetings of committees or subcommittees of the Board shall be held at the call of the Chair; the chair of the committee of the Board or at the request of any two (2) members of the committee of the Board.

### **(c) Voting at Meetings of Committees**

Business arising at any meeting of a committee or subcommittee of the Board, shall be decided by a majority of votes, provided that,

at any in-person meeting and subject to clause 5.2(c)(ii), votes shall be taken by a show of hands, in which case,

- (A) the chair shall have a vote; and
- (B) if there is an equality of votes, the chair shall not exercise a second vote in order to break a tie;

at any in-person meeting where any voting member so demands, votes shall be taken by written ballot, in which case,

- (C) the chair shall have a vote; and
- (D) if there is an equality of votes, the motion is lost;

in the case of an electronic meeting, votes in favour of a resolution or motion are indicated by “yes” and votes not in favour of a resolution or motion are indicated by “no” and,

- (E) the chair shall have a vote,
- (F) if there is an equality of votes, the motion is lost.

### **(d) Minutes of Meetings of Committees**

Minutes shall be recorded for all meetings of committees or subcommittees of the Board.

### **(e) Quorum for Meetings of Committees**

A quorum for any meeting of a committee of the Board or subcommittee of the Board, except the Executive Committee, shall be a majority of the members of the committee or subcommittee entitled to vote.

(f) Electronic Meetings

Any committee member may participate in a meeting of the committee by means of telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a person so participating in a meeting is deemed, for the purposes of the Act and this By-law, to be present at the meeting.

Any meeting of a committee may be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

### **5.3 MEMBERSHIP AND TERMS OF REFERENCE**

(a) Executive Committee

Membership

(A) The Executive Committee shall consist of:

(I) the Chair;

(II) the Past Chair (subject to paragraph (B) below);

(III) the Vice-Chair;

(IV) the Secretary;

(V) the Treasurer; and

(B) If the Past Chair is not a Director and therefore a non-voting guest of the Executive Committee or if there is no Past Chair, the Board may elect one Member-at-large from among themselves to be a voting member of the Executive Committee.

(C) The Chief Executive Officer may have a right of attendance at meetings of the Executive Committee at the discretion of the members of the Executive Committee.

Functions

(A) The Executive Committee shall:

(I) in between meetings of the Board, exercise the full powers of the Board in all matters of administrative urgency, reporting every action at the next meeting of the Board; and

- (II) study and advise or make recommendations to the Board on any matter as directed by the Board.

### Quorum

A quorum for a meeting of the Executive Committee shall be a majority of the Executive Committee members.

### (b) Additional Committees

The Board may, at any meeting, establish additional committees of the Board and appoint the chair and members of any such committee.

The Board shall prescribe terms of reference for any committee established under this section.

The Board may appoint additional members who are not Directors to all committees of the Board established under this section, and those persons shall be entitled to vote.

The Board may by resolution dissolve any committee established under this section at any time.

If the Board establishes an audit committee, a majority of the members of that committee cannot be either officers or employees of the Corporation.

## **6. CHIEF EXECUTIVE OFFICER**

### **6.1 APPOINTMENT OF THE CHIEF EXECUTIVE OFFICER**

- (a) The Chief Executive Officer 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 Chief Executive Officer may have such other name as the Board determines appropriate for management purposes.

### **6.2 DUTIES OF THE CHIEF EXECUTIVE OFFICER**

The Chief Executive Officer 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 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 and in the case of the Executive Committee, shall attend meetings at the discretion of the members of the Executive Committee;
- (m) attend meetings of Board committees attend meetings of Board Committees as necessary to fulfill his/her duties or as requested by the Board or members of the Board Committee; and
- (n) perform such other duties as may be directed from time to time by the Board.

## **7. SIGNING OFFICERS**

- (a) Any two officers or Directors jointly shall sign on behalf of the Corporation and are authorized to affix the corporate seal to all contracts, agreements, conveyances, mortgages, instruments or other documents, as may be required by law or as authorized by the Board.
- (b) The Board may direct, by resolution, the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed.

## **8. AUDITOR**

- (a) The Corporation shall, at the annual meeting of Members, appoint an Auditor who shall not be a Director or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accounting Act* (Ontario), to hold office until the next annual meeting of the Members.
- (b) Subject to the Articles, the Board shall fill any vacancy in the office of Auditor that occurs between annual meetings.
- (c) The Auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.
- (d) In addition to making the report at the annual meeting of the Members, the Auditor shall from time to time report to the Board on the audit work with any necessary recommendations.
- (e) The Auditor shall receive notice of the annual meeting in accordance with section 2.2(b).

## **9. BOOKS AND RECORDS**

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:

- (a) the Articles and By-laws, and amendments to them;
- (b) minutes of meetings of the Members, the Board, and any committee;
- (c) resolutions of the Members, the Board, and any committee;
- (d) register of Directors and their consents to serve as such;
- (e) register of officers;
- (f) register of Members;
- (g) accounting records adequate to enable the Board to ascertain the financial position of the Corporation with reasonable accuracy on a quarterly basis; and
- (h) a record of each Corporation's ownership interests in land, if any, kept in accordance with section 92.1 of the Act.

## **10. AMENDMENTS TO BY-LAW**

- (a) Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-laws of that regulate the activities or affairs of the Corporation.

- (b) Subject to the Act, any such By-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of the Members where it may be confirmed, rejected or amended by the Members by majority vote. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of the Members or if it is rejected by the Members at the meeting.
- (c) A By-law or an amendment to a By-law that requires a Special Resolution of the Members is effective only when confirmed by Members.

## **11. SEAL**

The corporate seal of the Corporation shall be such as the Board may by resolution from time to time adopt, and shall be entrusted to the Secretary of the Corporation (or delegate) for safekeeping.

## **12. FISCAL YEAR OF THE CORPORATION**

Unless otherwise ordered by the Board, the fiscal year end of the Corporation shall be March 31st.

## **13. BORROWING BY-LAW**

The Directors may, from time to time,

borrow money from a bank on the credit of the Corporation;

issue, sell or pledge securities of the Corporation;

charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts and rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation;

if authorized by Special Resolution, issue debentures; and

authorize any Director, officer or employee of the Corporation to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and as to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

**ENACTED** as a By-Law of the Corporation this \*\* day of \*\*, 2022.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary

**CONFIRMED** by the Members this \*\* day of \*\*, 2022.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary