

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

BY-LAW NO.4

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BY-LAW NO. 4

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

Association of Family Health Teams of Ontario

1. INTERPRETATION

1.1 DEFINITIONS

In this By-law,

- (a) “**Act**” means the *Corporations Act* (Ontario);
- (b) “**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;
- (c) “**Board**” means the board of directors of the Corporation;
- (d) “**Conflict of Interest**” means any situation in which another interest or relationship impairs the ability of a Director to carry out the duties and responsibilities of a Director in an actual, potential, or perceived manner. Conflict of Interest includes, without limitation, the following areas that may give rise to a Conflict of Interest for the Directors of the Corporation, namely:
 - (i) *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;
 - (ii) *Undue influence* - interests that impede a Director in his or her duty to promote the best interest of the Corporation- participation or influence in Board decisions that selectively and disproportionately benefit particular agencies, companies and organizations, professional groups, or client from particular demographic, geographic, political, socio-economic, cultural, or other groups is a violation of the Director’s entrusted responsibility to the Corporation; or
 - (iii) *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;
- (e) “**Corporation**” means the corporation created under the Act named the “Association of Family Health Teams of Ontario”;
- (f) “**Director**” means a member of the Board;

- (g) “*Ex officio*” means membership “by virtue of the office”;
- (h) “**Executive Director**”, 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;
- (i) “**Management**” means the Executive Director or at the discretion of the Board anyone else involved in the day to day management of the Corporation;
- (j) “**Member**” means a member of the Corporation;
- (k) “**Ministry**” means the Ontario Ministry of Health and Long-Term Care;
- (l) “**Special Resolution**” shall have the meaning ascribed thereto in the Act.

1.2 INTERPRETATION

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

- (a) 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.
- (b) Words importing the singular number only shall include the plural and vice versa. Words importing the masculine gender shall include the feminine and neuter genders. Words importing persons shall include bodies corporate, corporations, partnerships, trusts and any number or aggregate of persons.
- (c) 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.
- (d) 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.

2. CORPORATION

2.1 MEMBERS OF THE CORPORATION

(a) Admission

Membership in the Corporation shall be limited to persons interested in furthering the Corporations objects and shall consist of:

- (i) those persons who have been appointed as a Director of the Corporation under section 3.1 in accordance with this By-law; and
- (ii) an incorporated or unincorporated family health team who has been approved by the Ministry;

and have been approved by a resolution of the Board.

(b) Membership – Corporate Entity

- (i) A family health team set out in clause 2.1(a)(ii) above, which is a corporate entity, shall be eligible to become a corporate Member of the Corporation if it meets all of the following criteria:

- (A) it has been approved by the Ministry as a family health team;
- (B) it has paid to the Corporation, thirty (30) or more days before the annual meeting in any year, the prescribed fee as determined by the Board; and
- (C) it has been approved by a resolution of the Board.

- (ii) Notwithstanding anything to the contrary contained in this By-law, a corporation's membership in the Corporation is automatically terminated in the event that the corporation ceases to be a family health team.

- (iii) Where the incorporated family health team is accepted as a Member of the Corporation, the family health team shall designate one individual to vote on behalf of the Corporation.

(c) Membership – Unincorporated Entity

- (i) Where a family health team set out in clause 2.1(a)(ii) above is an unincorporated entity, one representative from each unincorporated family health team shall be eligible to become a Member of the Corporation if all of the following criteria are met:

- (A) the unincorporated family health team has been approved by the Ministry;
- (B) the representative is at least 18 years of age;

- (C) the unincorporated family health team has paid to the Corporation, thirty (30) or more days before the annual meeting in any year, the prescribed fee as determined by the Board; and
 - (D) the representative and the unincorporated family health team have been approved by a resolution of the Board.
- (ii) Where the representative from the unincorporated family health team is accepted as a Member of the Corporation, the representative shall be eligible to vote on behalf of the unincorporated family health team.
 - (iii) Notwithstanding anything to the contrary contained in this By-law, a person's membership in the Corporation is automatically terminated in the event that the person ceases to be a representative of the family health team. In such case, the family health team may appoint another individual to complete the remainder of the term.
 - (iv) Notwithstanding anything to the contrary contained in this By-law, a membership in the Corporation is automatically terminated in the event that the unincorporated entity, of which the Member is a representative, ceases to be a family health team.
- (d) Any membership in the Corporation shall be effective for one year effective only from January 1st to December 31st in each year.
 - (e) Each Member (other than a Member under clause 2.1(a)(i)) 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 and approval of the application for membership has been given by resolution of the Board in accordance with subsection 2.1 (a). Members under clause 2.1(a)(i) shall not be entitled to a vote and shall not be required to pay a membership fee.
 - (f) Resignation and Termination of Membership
 - (i) The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon the Member's death or where the Member (or the unincorporated entity, of which the Member is a representative) ceases to be a family health team.
 - (ii) The membership of Members under clause 2.1(a)(i) shall terminate when such Member is no longer a Director.

2.2 ANNUAL MEETING OF THE CORPORATION

(a) Time and Place

- (i) The annual meeting of the Corporation 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.

(b) Notice

- (i) 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 of the Corporation, if any, and to each Member entitled to notice of the meeting ten (10) days or more before the date of the meeting.

- (ii) Notice shall be validly given if given by telephone, or if in writing:

- (A) by pre-paid letter post;
- (B) by facsimile;
- (C) by email; or
- (D) by other electronic method

addressed to the person for whom intended at the last address shown on the Corporation's records; or in lieu of the foregoing whenever the number of Members is not less than one hundred (100):

- (E) by posting such notice on the Web Site maintained by the Corporation.

- (iii) Any notice shall be deemed given:

- (A) in the case of telephone, at the time of the telephone call;
- (B) in the case of letter post, on the third day after mailing;
- (C) in the case of posting on the Web Site, on the date of posting; and
- (D) in all other cases, when transmitted.

(c) Quorum

A quorum for the annual meeting of the Corporation shall be ten percent (10%) of the Members entitled to vote.

(d) Business

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

- (i) approval of the agenda;
- (ii) approval of the minutes of the previous annual meeting;
- (iii) report of the Chair of the Board;
- (iv) report of the auditor, if any;
- (v) report of the Executive Director
- (vi) appointment of the auditor to hold office until the next annual meeting and authority for Directors to fix the remuneration of the auditor; and
- (vii) election of Directors.

2.3 SPECIAL MEETINGS OF THE CORPORATION

(a) Time and Place

Special meetings of the Corporation 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.

(b) Notice

- (i) The Board or Chair may call a special meeting of the Corporation.
- (ii) Where not less than three (3) of the Members of the Corporation entitled to vote at a meeting proposed to be held, request the Directors, in writing, to call a special meeting of the Members, for any purpose connected with the affairs of the Corporation that is not inconsistent with the Act, the Directors of the Corporation shall call forthwith a special meeting of the Members of the Corporation for the transaction of the business stated in the requisition.
- (iii) The requisition shall state the general nature of the business to be presented at the meeting and shall be signed by the requisitionists and delivered to the Executive Director of the Corporation and may consist of several documents in like form signed by one of the requisitionists.
- (iv) Notice of a special meeting shall be given in the same manner as provided in subsection 2.2(b) or as required for a Special Resolution.
- (v) The notice of a special meeting shall specify the purpose or purposes for which it is called.

- (vi) If the Directors do not within twenty-one (21) days from the date of the deposit of the requisition call and hold such meeting, any of the requisitionists may call such meeting which shall be held within sixty (60) days from the date of the deposit of the requisition.

(c) Quorum

A quorum for a special meeting of the Corporation shall be a majority of the Members entitled to vote.

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.
- (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 ELECTRONIC MEETINGS

If all persons who are Members of the Corporation consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Members by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting; provided that at the outset of each such meeting, and whenever votes are required, the Chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

2.6 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.

2.7 MEETINGS OF THE CORPORATION

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

- (ii) the Vice-President if the President is absent; or
 - (iii) a Member of the Corporation elected by the Members present if the President and Vice-President 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.

3. BOARD OF DIRECTORS

3.1 BOARD COMPOSITION

- (a) The affairs of the Corporation shall be managed by a Board of twelve (12) Directors.
- (b) Candidates for election to the Board shall be nominated by the Board.
- (c) In making such nominations, the Board shall ensure a minimum of nine (9) Directors are from family health team Members, and endeavour to have Directors from all governance types of family health team Members (e.g. Physician Led, Community Led, Mixed, etc.) as well as Directors from different professions involved in family health team Members.
- (d) In making such nominations, the Board may also consider the inclusion of no more than three (3) Directors who are not associated with a family health team Member, but who have an interest in the family health team initiative and whose skills or expertise are, in the opinion of the Executive Committee, useful to the Corporation.

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 ATTENDANCE BY NON-DIRECTORS

The Board may, in its sole discretion, invite non-directors to attend specific meetings of the Board, without a vote, save and except with respect to those meetings, or parts of meetings, held in-camera.

3.4 TERM OF DIRECTORS

- (a) At the first annual meeting, the Directors elected pursuant to section 3.1 shall retire in rotation as follows:
 - (i) four (4) Directors shall be elected for a term of three (3) years;
 - (ii) four (4) Directors shall be elected for a term of two (2) years; and
 - (iii) four (4) Directors shall be elected for a term of one (1) year.

Thereafter at each annual meeting, four (4) 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.

- (b) None of the above persons may be elected for more terms than will constitute nine (9) consecutive years of service.

3.5 QUALIFICATIONS OF DIRECTORS

- (a) No person may be a Director before reaching eighteen (18) years of age.
- (b) No undischarged bankrupt shall be a Director, and if a Director becomes a bankrupt, he or she ceases to be a Director.

3.6 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.

3.7 RESIGNATION BY A DIRECTOR

A Director may resign his or her office by communicating in writing to the Secretary of the Corporation, 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.

3.8 VACANCY

- (a) The office of a Director shall automatically be vacated if the Director,
 - (i) by notice in writing to the Secretary of the Corporation, resigns his or her 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;
 - (ii) dies; or
 - (iii) does not meet the qualifications set out in section 3.5 hereof.
- (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.

3.9 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:

- (i) 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;
- (ii) 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;
- (iii) to establish procedures for monitoring compliance with this By-law and applicable legislation;
- (iv) to establish policies which will provide the framework for the management and operation of the Corporation;
- (v) to establish the selection process for the engagement of an Executive Director and to hire the Executive Director in accordance with the process;
- (vi) annually to conduct the Executive Director's formal performance evaluation and to review and approve his or her compensation and to set his or her goals and objectives for the coming year;
- (vii) to delegate responsibility and concomitant authority to the Executive Director for the management and operation of the Corporation and require accountability to the Board;
- (viii) at any time to revoke or suspend the appointment of the Executive Director;
- (ix) 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;
- (x) to establish an investment policy consistent with the provisions of this By-law and monitor the control and management of these investments.

3.10 DUTIES AND RESPONSIBILITIES OF EVERY DIRECTOR

- (a) Every Director shall,
 - (i) be loyal to the Corporation;
 - (ii) exercise the powers and discharge the duties of the office honestly, in good faith and in the best interest of the Corporation; and
 - (iii) exercise the degree of 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,
 - (i) adhere to the Corporation's mission, vision and values;
 - (ii) work positively, co-operatively and respectfully as a member of the team with other Directors and with the Corporation's management and staff;
 - (iii) respect and abide by Board decisions;
 - (iv) complete the necessary background preparation in order to participate effectively in meetings of the Board and, if applicable, its committees;
 - (v) keep informed about,
 - (A) matters relating to the Corporation,
 - (B) the community served, and
 - (C) other health care services provided in the region;
 - (vi) participate in the annual evaluation of overall Board effectiveness; and
 - (vii) represent the Board, when requested.

3.11 CONFLICT OF INTEREST

- (a) Every Director who, either directly or through one of his or her Associates, has, or thinks he or she 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 "Procedures for Declaring and Resolving Conflict of Interest".
- (b) A conflict of interest may occur with respect to a proposed or current contract, transaction, matter or decision of the Corporation, or any other matter that competes for the interest of the Director.
- (c) Directors must avoid actual or potential conflict of interest, including but not limited to those identified in the definition of "Conflict of Interest" in this By-law.
- (d) 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.
- (e) If the Director (or his or her Associates) becomes interested in a contract, transaction, matter or decision after the Board meeting at which it is first raised, the Director shall make a declaration at the next Board meeting.

- (f) In the case of an existing contract, transaction, matter or decision the declaration shall be made at the first meeting of the Board after the member becomes a Director or the interest comes into being.
- (g) After making such a declaration no interested Director shall vote or be present at the vote or during the discussions, or otherwise attempt to influence the voting on a contract, transaction, matter or decision, (including discussing the matter with other Directors) nor shall the member be counted in any required quorum with respect to the vote.
- (h) 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 he or she may realize from the contract, transaction, matter or decision.
- (i) If the Director fails to make a declaration of his or her interest in a contract, transaction, matter or decision as required by the By-law, this shall be considered grounds for termination of his or her position as a Director and Member of the Corporation.
- (j) The failure of any member to comply with the Conflict of Interest By-law of the Corporation does not, in or of itself, invalidate any contract, transaction, matter or decision undertaken by the Board.
- (k) If a Director believes that any other Director is in a Conflict of Interest position with respect to any contract, transaction, matter or decision, the Director shall have the concern recorded in the minutes. Where through action of the Director alleged to have a conflict, does not resolve the concern of the Director or the Board, the alleged conflict or potential conflict shall be managed pursuant to the “Procedures for Declaring and Resolving Conflicts of Interest”.
- (l) If the Board finds that the person is not in conflict, the Board will then vote on the contract, transaction, matter or decision and the votes of each Director shall be recorded.
- (m) Every declaration of a Conflict of Interest and the general nature thereof shall be recorded in the minutes of the Board.
- (n) 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”.

3.12 CONFIDENTIALITY AND PUBLIC RELATIONS

Every Director and officer shall respect the confidentiality of matters brought before the Board or before any committee or subcommittee of the Corporation. 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.

3.13 INDEMNIFICATION

Every Director or officer of the Corporation and every member of a committee, and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against,

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

3.14 MEETINGS OF THE BOARD

- (a) Call and Notice
 - (i) 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 in accordance with clauses 2.2(b)(ii) and (iii) of the meetings of the Board to the Directors at least seven (7) days in advance.
 - (D) A meeting of the Board may be held without notice, immediately following the annual meeting of the Corporation.
 - (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.

(ii) Special Meetings of the Board

- (A) The President may call special meetings of the Board.
- (B) The Secretary shall call a special meeting of the Board if three (3) Directors so request in writing.
- (C) 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.

(b) Electronic Meetings

If all persons who are members of the Board or a consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of the Board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting; provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

(c) Chair

Board meetings shall be chaired by,

- (i) the President;
- (ii) the Vice-President if the President is absent or unable to act; or
- (iii) a Director elected by the Directors present if the President and Vice-President are both absent or unable to act.

(d) Voting

- (i) Business arising at any meeting of the Board shall be decided by a majority of votes, provided that,
 - (A) 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) 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) Except in the case of an electronic meeting where 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”:
 - (I) the chair shall have a vote, and
 - (II) if there is an equality of votes, the motion is lost; or
 - (III) Votes shall be taken by written ballot at the next person meeting if so demanded by any voting Director present in which case,
 - 1) the chair shall have a vote, and
 - 2) if there is an equality of votes, the motion is lost.
- (ii) 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) Minutes

Minutes shall be recorded for all meetings of the Board.

(f) Quorum

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

4. OFFICERS

4.1 THE OFFICERS OF THE CORPORATION

- (a) The following shall be officers of the Corporation:
 - (i) the President;
 - (ii) the Past President
 - (iii) the Vice-President;
 - (iv) the Treasurer; and
 - (v) the Secretary.
- (b) The Directors shall elect a President of the Board from among themselves, at the meeting immediately following each annual meeting of the Corporation.
- (c) The Board shall appoint as Past President the person who was President immediately prior to the annual meeting, if that person remains a Director.
- (d) The Board shall appoint from among themselves a Vice-President of the Board, a Secretary, and a Treasurer at the meeting immediately following each annual meeting of the Corporation. One person may hold more than one position, other than those of President and Vice-President.
- (e) No Director may serve as President or Vice-President 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 President 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) 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.

4.3 DUTIES OF THE OFFICERS

- (a) Duties of the President

The President shall:

- (i) preside at meetings of the Board or in his or her absence at any meeting the Vice-President shall preside thereat, or in the absence of both the President and the Vice-President, any Director appointed by the Directors at the meeting shall preside at that meeting;
- (ii) report to each annual meeting of Members of the Corporation concerning the management and operations of the Corporation;
- (iii) report regularly and promptly to the Board issues that are relevant to their governance responsibilities;
- (iv) ensure that the annual review of the Executive Director's performance and compensation is done in accordance with Board approved policy;
- (v) preside at meetings of the Executive Committee;
- (vi) represent and speak on behalf of the Corporation;
- (vii) be an *Ex officio* member of all committees of the Board; and
- (viii) perform such other duties as may from time to time be determined by the Board.

- (b) Duties of the Past President

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

- (c) Duties of the Vice-President

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

- (d) Duties of the Treasurer

The Treasurer shall:

- (i) report to the Board of Directors;

- (ii) 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;
- (iii) 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;
- (iv) 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;
- (v) 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;
- (vi) 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;
- (vii) 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;
- (viii) review financial reports and financial statements and submit same at meetings of the Board, indicating the financial position of the Corporation;
- (ix) review and submit to the Board for the approval of the Board, a financial statement for the past year;
- (x) 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;
- (xi) where there is concern with respect to any of the above, shall report any such matters to the Board; and
- (xii) perform such other duties as determined by the Board.
- (xiii) The Treasurer may delegate any of his or her duties that are appropriate and lawfully delegable, but remains responsible for the fulfillment of such duties.

(e) Duties of the Secretary

The Secretary shall:

- (i) 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 President, 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;
- (ii) 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;
- (iii) attend to correspondence of the Board;
- (iv) prepare all reports required under any applicable act or regulation of the Province of Ontario;
- (v) 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;
- (vi) keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation;
- (vii) be the custodian of the seal of the Corporation; and
- (viii) perform such other duties as may from time to time be determined by the Board.

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 Corporation, the Board shall establish the following committees:
 - (i) Executive Committee; and
 - (ii) any other committees as the Board deems necessary.
- (b) The Board may, in its sole discretion, create an advisory committee for each family health team model to address issues specific to the model for which it was created.

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 President 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 President; 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,

(i) 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;

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

(A) the chair shall have a vote; and

(B) if there is an equality of votes, the motion is lost;

(iii) 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,

(A) the chair shall have a vote,

(B) if there is an equality of votes, the motion is lost; and

(C) votes shall be taken by written ballot at the next in-person meeting if so demanded by any voting member present in which case:

(I) the chair shall have a vote, and

(II) 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

If all persons who are members of a committee consent thereto generally or in respect of a particular meeting and each has adequate access, such persons may participate in a meeting of a committee by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a person participating in such a meeting by such means is deemed to be present at the meeting; provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall call roll to establish quorum, and shall, whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, unless a majority of the persons present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place.

5.3 MEMBERSHIP AND TERMS OF REFERENCE

(a) Executive Committee

(i) Membership

(A) The Executive Committee shall consist of:

(I) the President;

(II) the Past President;

(III) the Vice-President;

(IV) the Secretary;

(V) the Treasurer; and

(VI) if there is no Past President, one Member-at-large who shall be elected by the Board from among themselves.

(B) The Executive Director may have a right of attendance at meetings of the Executive Committee at the discretion of the members of the Executive Committee.

(ii) 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.

(B) The Executive Committee shall nominate persons for election to the Board to fill any vacancies on the Board.

(C) In selecting persons as nominees for election to the Board, the Executive Committee shall:

- (I) consider the names of all persons submitted in accordance with this By-law;
- (II) consider the potential contribution of any person nominated in relation to the function of family health teams generally in Ontario and the Corporation in particular in providing services to the family health teams in accordance with the goals and objectives of the Corporation.

(iii) Quorum

A quorum for a meeting of the Executive Committee shall be a majority of the individuals listed in clause 5.3(a)(i) above.

(b) Additional Committees

- (i) The Board may, at any meeting, establish additional committees of the Board and appoint the chair and members of any such committee.
- (ii) The Board shall prescribe terms of reference for any committee established under this section.
- (iii) 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.
- (iv) The Board may by resolution dissolve any committee established under this section at any time.

6. EXECUTIVE DIRECTOR

6.1 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.

6.2 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 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. BONDING - FIDELITY INSURANCE

- (a) The Board may require that Directors, officers and employees, as the Board may designate, shall secure from a guarantee company, a bond of fidelity of an amount approved by the Board.
- (b) The Corporation shall pay the expenses of any fidelity bond or policy secured under this section.

8. 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) Board authorization shall be obtained for any individual or group of officers, Directors or employees prior to execution of any contracts, agreements, conveyances, mortgages, instruments or other documents and prior to affixing the corporate seal.

9. AUDITOR

- (a) Unless the Corporation satisfies the requirements of the Act for an exemption from the audit requirements of the Act, the Members of the Corporation shall at each annual meeting appoint an auditor who shall not be a Director 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 Accountancy Act of Ontario*, to hold office until the next annual meeting of the Corporation.
- (b) Any such auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

- (c) In addition to making the report at the annual meeting of the Corporation, any such auditor shall from time to time report to the Board on the audit work with any necessary recommendations.
- (d) Any such auditor shall have the right to attend general meetings of the Corporation.

10. AMENDMENTS TO BY-LAW

This By-law may be amended or repealed or other by-laws enacted in the manner contemplated in, and subject to the provisions of, the Act.

11. SEAL

The seal of the Corporation shall be in the form impressed hereon.

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,

- (a) borrow money from a bank on the credit of the Corporation;
- (b) issue, sell or pledge securities of the Corporation;
- (c) 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;
- (d) if authorized by Special Resolution, issue debentures; and
- (e) 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 and sealed with the corporate seal this _____ day of _____, 20____.

President

Secretary

CONFIRMED by the Members in accordance with the *Corporations Act* (Ontario) on the _____ day of _____, 20____.

President

Secretary