

**The Ontario College of Family Physicians, A Chapter
of The College of Family Physicians of Canada**

BY-LAW NO. 1

A By-law relating generally to the transaction of the business and affairs of
**THE ONTARIO COLLEGE OF FAMILY PHYSICIANS, A CHAPTER OF THE
COLLEGE OF FAMILY
PHYSICIANS OF CANADA**

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SECTION ONE INTERPRETATION

1.1 Definitions

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and where the context requires, includes the regulations made under it, as amended from time to time;
- (b) “**Articles**” means any instrument that incorporates the Corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent (including the Letters Patent), supplementary letters patent or special act;
- (c) “**Annual Meeting**” means an annual meeting of members called pursuant to Section 8.14.
- (d) “**Board**” means the Board of Directors of the Corporation.
- (e) “**Board Exclusive Matters**” means the following:
 - (i) Submitting to the Members any question or matter requiring approval of the Members;
 - (ii) Filling a vacancy among the Directors or in the position of Public Accountant;
 - (iii) Appointing additional Directors;
 - (iv) Issuing debt obligations except as authorized by the Board;
 - (v) Approving any annual financial statements;
 - (vi) Adopting, amending or repealing By-laws; or
 - (vii) Establishing contributions to be made or dues to be paid by Members.
- (f) “**By-law**” means this By-law and any by-law of the Corporation in force and effect.
- (g) “**CFPC**” or “**National College**” means The College of Family Physicians of Canada and “**CFPC Board**” means the Board of Directors of CFPC.
- (h) “**Chief Executive Officer**” has the meaning set forth in Section 5.6.
- (i) “**Committee**” unless otherwise specified means any Committee, subcommittee, working group, or task force of the Corporation.

- (j) “**Corporation**” means The Ontario College of Family Physicians, a Chapter of The College of Family Physicians of Canada. The Corporation may also be referred to as the “Ontario College” in these By-laws.
- (k) “**Director**” means a member of the Board duly elected, acclaimed or appointed pursuant to the By-laws.
- (l) “**Executive Committee**” means the Executive Committee of the Board, more specifically described in Section Six of this By-law, and “**Executive**” means any member of the Executive Committee of the Corporation.
- (m) “**Governance and Nominating Committee**” means a committee established by the Board to provide advice on governance matters.
- (n) “**In-Camera Meeting**” means a confidential Meeting of the Board or any of its Committees at which attendance is restricted to voting Directors/Committee Members plus others specifically invited by the Chair.
- (o) “**Letters Patent**” means the Letters Patent dated October 31, 1991 granted to incorporate the Corporation, as amended from time to time by supplementary letters patent and articles of amendment.
- (p) “**Meeting of Members**” means an Annual Meeting of Members or a Special Meeting of Members.
- (q) “**Member**” means a member of the Corporation.
- (r) “**ONCA**” means the *Not-for-Profit Corporations Act* 2010, S.O. 2010, c. 15 as declared in force, including amendments to the ONCA and regulations made under the ONCA and every statute, including the regulations thereunder, as may be substituted therefore.
- (s) “**Ordinary Resolution**” means a resolution that is submitted to a Members’ meeting and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or is consented to by each Member entitled to vote at a Members’ meeting or the Member’s attorney.
- (t) “**Officer**” means an individual elected or appointed pursuant to this By-law to one of the offices established by the By-laws.
- (u) “**Person**” means an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in their capacity as trustee, executor, administrator, or other legal representative.
- (v) “**Policies**” means the policies and procedures from time to time enacted by the Board to deal with details and procedures for the operation of the Corporation or

the affairs of the Corporation, the Board, the Executive Committee, Committees or Members.

- (w) **“Public Accountant”** means the person appointed to be an auditor of the Corporation or to conduct a review engagement of the Corporation, being a person permitted to conduct an audit or review engagement of the corporation under the *Public Accounting Act, 2004* and independent of the Corporation, any of its affiliates, and the directors and officers of the Corporation and its affiliates.
- (x) **“special business”** means all business transacted at a special meeting of the Members and all business transacted at an annual meeting of Members except for consideration of the financial statements; consideration of the audit or review engagement report, if any; an extraordinary resolution to have a review engagement instead of an audit or to not have an audit or a review engagement; election of Directors; and reappointment of the incumbent Public Accountant.
- (y) **“Special Meeting”** means a meeting of members called pursuant to Section 8.15.
- (z) **“Special Resolution”** means a resolution that is submitted to a special Members’ meeting duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or consented to by each Member entitled to vote at a Members’ meeting or the Member’s attorney.

1.2 Interpretation

- (a) **Other Definitions.** Other than as specified in Sections 1.1(a) to (z), words and expressions defined in the Act have the same meanings when used in this By-law.
- (b) **Interpretation.** In these By-laws where the context requires, words importing the singular include the plural and vice versa, and words importing gender include all genders. The headings are used for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of any By-law and should not be deemed to clarify or explain the effect of any such terms or provisions.
- (c) **Severability.** The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

1.3 General Provisions

- (a) **Registered Office.** The Corporation shall at all times have a registered office in Ontario at the location specified in its Articles. The Corporation may change the location of the registered office within a municipality or geographic township by resolution of the Directors. The Corporation may change the municipality or geographic township in which the registered office is located to another place in Ontario by special resolution.

- (b) **Coat of Arms, Crest, Corporate Seal, and Logo.** The Corporation's Coat of Arms, Crest, Corporate Seal, and Logo shall each exist in a form approved by the Board. The custody of the Corporate Seal shall be entrusted to the Chief Executive Officer or designate to be affixed to documents as directed by the Executive, the Board, or the President.
- (c) **Certificates and Awards.** The Board may establish from time to time the nature, design and criteria for bestowal of certificates and awards to signify service to the Corporation to mark distinguished, meritorious or special achievements or performance in practice, education or research in family medicine.
- (d) **Ethics.** The "Code of Ethics" of the Corporation shall be the Code of Ethics as enacted by the Board from time to time.
- (e) **Rules of Order and Meeting Procedure.** All Board Meetings, Annual Meetings or Special Meetings of Members, and Committee Meetings shall follow Robert's Rules of Orders or such other rules of procedure as determined by the Board.

1.4 Amendments To Articles and By-laws

- (a) **Amending the Articles.** Pursuant to the Act, a special resolution of the Members is required to make any amendment to the Articles of the Corporation with respect to the matters listed in section 103(1) of the Act.
- (b) **Making, Amending or Repealing the By-laws.** Unless the Articles or the By-laws otherwise provide, the Directors may by resolution make, amend or repeal any By-law that regulates the activities or affairs of the Corporation, except in respect of a matter referred to in sections 103 (1) (g), (k) or (l) of the Act. The Directors shall submit the By-law, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the By-law, amendment or repeal by ordinary resolution. The By-law, amendment or repeal is effective from the date of the resolution of the Directors. The By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members or if it is rejected by the Members. If confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. If rejected by the Members, it thereupon ceases to have effect and the Corporation shall revert to the By-law in force immediately prior thereto, provided that no act done or right acquired under any such By-law is prejudicially affected by any such rejection or refusal to approve. If a By-law, amendment or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed or confirmed as amended by the Members.

SECTION TWO AFFAIRS OF THE CORPORATION

- 2.1 Financial Year.** Until changed by the Board, the financial year of the Corporation shall end on the last day of March in each year.

- 2.2 Execution of Instruments.** Deeds, transfers, assignments, contracts, obligations, certificates, and other instruments may be signed on behalf of the Corporation by two individuals, one of whom holds the office of President or Chief Executive Officer, and the other of whom holds one of the said offices or the office of Secretary-Treasurer, or any other office created by By-law or by the Board. In addition, the Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Any signing Officer may affix the corporate seal, if any, to any instrument requiring the seal.
- 2.3 Income and Property.** The income and property of the Corporation shall be applied solely towards the promotion of its objects.
- 2.4 Books of Account.** The Corporation shall cause to be kept books of account and accounting records in respect of all financial and other transactions in order to properly record the financial affairs and conditions of the Corporation.
- 2.5 External Audit.** The books of account shall be audited annually by an external certified Public Accountant appointed in accordance with the Act.

SECTION THREE BOARD OF DIRECTORS

- 3.1 Number of Directors.** In accordance with the Articles, the number of Directors shall be a minimum of 13 and a maximum of 16, with such number determined by Special Resolution (or if the Special Resolution empowers the Directors to determine the number, by resolution of the Board).
- 3.2 Qualification.** No person shall be qualified for election or acting as a Director if such person is not an individual, is less than 18 years of age, has been declared incapable by a court in Canada or elsewhere, has been found incapable of managing property under the *Substitute Decisions Act, 1992* or under the *Mental Health Act*, or has the status of a bankrupt. Additionally, no physician shall be qualified for election or acting as a Director unless such individual is a member in good standing with the College of Physicians and Surgeons of Ontario. A Director must be a Member or must be established as a Member within ten (10) days of their election or appointment as a Director. A Board decision as to whether or not an individual is qualified to be a Director is final.
- 3.3 Consent.** An individual elected or appointed to hold office as a Director shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the ten (10) day period referred to in this section, the election or appointment is valid.
- 3.4 Election of Directors in Rotation.** Except where an election is held to fill the unexpired position of a term, or to ensure appropriate laddering of terms, newly elected Directors shall be elected for three-year terms. Subject to the exceptions below, no Director shall be a Director for a consecutive period exceeding the greater of six (6) years or the sixth (6th) Annual Meeting electing Directors following the initial election of such Director.

If a Director is also appointed as President, President Elect, and/or assumes the role of Past President during the period they act as a Director, the period of time they act as President, President Elect and/or Past President shall not be counted in the calculation of the consecutive period which they act as a Director.

3.5 Removal of Directors. Subject to the Act, the Members may by ordinary resolution passed at a Special Meeting of Members remove any Director from office, except any ex-officio Director, and the vacancy created by such removal may be filled at the same Meeting of Members, failing which it may be filled by the Board.

3.6 Vacation of Office. A Director ceases to hold office on death, on removal from office by the Members, on becoming disqualified for election or acting as a Director, on receipt of their written resignation by the Corporation, or, if a time is specified in such resignation, at the time so specified, whichever is later. A quorum of the Board may appoint a qualified individual to fill a vacancy in the Board. Where vacancies occur on the Board by reason of resignation, death, disqualification or otherwise during the term of a Director, the term of office of any individual appointed or elected in their place shall continue for the balance of the term of the Director replaced. Where two or more nominees are to be elected to replace two or more Directors having different unexpired portions of their respective terms of office remaining, the Board shall determine to which term each nominee is to be elected.

A Director who has resigned or been removed shall not be entitled to give a statement giving reasons for resigning or for opposing the removal of the Director if a meeting is called for that purpose.

3.7 Appointments and Filling Vacancies. With respect to filling any vacancies that occur in the Board:

(a) As long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled for the remainder of the term of the Director replaced by the Directors then in office, if they shall see fit to do so, but if such Directors determine not to fill such a vacancy, then such vacancy shall be filled at the next Annual Meeting at which the Directors for the ensuing year are elected.

(b) If there is not a quorum of Directors, the remaining Directors shall forthwith call a Special Meeting of the Members to fill the vacancies and if they fail to call such meeting or if there are no Directors then in office, the meeting may be called by any Member.

So long as there is a quorum of Directors in office, Directors may appoint one or more additional Directors to hold office for a term expiring not later than the close of the next annual Members' meeting, but the total number of Directors so appointed shall not exceed one-third (1/3) of the number elected at the previous annual Members' meeting.

3.8 Action by the Board. The Board shall manage, or supervise the management of, the activities and affairs of the Corporation. The powers of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all the Directors entitled to vote on that resolution at a Meeting of the Board. If there is a vacancy in the

Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

- 3.9 Calling of Meetings.** Meetings of the Board shall be held from time to time at such time and at such place as determined by the Board or the President.
- 3.10 Notice of Meeting.** Notice of the time and place of each Meeting of the Board shall be given to each Director not less than forty-eight (48) hours before the time when the meeting is to be held if the notice is given personally, is delivered, or is communicated by telephone, facsimile, or other electronic means. A notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting except any proposal relating to a Board Exclusive Matter.
- 3.11 First Meeting of New Board.** Provided a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.
- 3.12 Regular Meetings.** The Board may appoint one (1) or more days for regular Board meetings at a place and time named. A copy of any Board resolution fixing the place and time of regular Board meetings shall be given to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because the meeting is intended to deal with a Board Exclusive Matter, in which case the notice must specify that matter.
- 3.13 Meeting by Means of Electronic Communication.** If all the Directors have consented, a Board meeting or a meeting of a committee of Directors may be held by such telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Director participating in the meeting by those means is deemed to be present at the meeting.
- 3.14 Board Meeting Provisions.** All Board and Committee meetings shall be subject to the following provisions:
- (a) Minutes of every meeting shall be prepared by the Secretary-Treasurer, the secretary of a Committee or by another person approved by the participants and kept at the registered office of the Corporation.
 - (b) Except for the minutes of meetings specified by the Board as held in camera, all minutes shall be open to inspection by any Member in good standing;
 - (c) Minutes of all Board meetings shall be available to all Directors; and minutes of each Committee meeting shall be available to the members of the Committee and to the Directors upon request.
- 3.15 Chair.** The Chair of any Meeting of the Board shall be the first mentioned of the following Officers as have been appointed and who is a Director and is present at the meeting: President, President Elect. If no such Officer is present, the Directors present shall choose one of such Directors to be Chair.

- 3.16 Quorum.** The quorum for the transaction of business at any Meeting of the Board shall consist of a majority of the Directors or such greater number of Directors as the Corporation may from time to time determine. No person shall act for an absent Director at a Meeting of the Board.
- 3.17 Guests and Observers.** Guests and observers may attend Board Meetings at the discretion of the Chair but are not permitted to vote and do not count for quorum.
- 3.18 Votes to Govern.** At all Meetings of the Board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the Chair of the meeting shall not be entitled to a second or tie-breaking vote. Notwithstanding the foregoing, resolutions related to Member fees and/or the removal of Officers shall require the approval of two-thirds or more of the Directors voting on such resolution.
- 3.19 Dissent of Director at Meeting.** A Director who is present at a meeting of the Board or of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting, unless
- (a) the Director's dissent is entered in the meeting minutes;
 - (b) the Director requests that their dissent be entered in the meeting minutes;
 - (c) the Director gives their dissent to the meeting secretary before the meeting is terminated; or
 - (d) the Director submits their written dissent immediately after the meeting is terminated to the Corporation.

A Director who votes for or consents to a resolution is not entitled to dissent under this section.

- 3.20 Dissent of Absent Director.** 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, the Director has:
- (a) caused their written dissent to be placed with the meeting minutes; or
 - (b) submitted their written dissent to the Corporation.
- 3.21 Conflict of Interest.** A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has 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 shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

- 3.22 Remuneration and Expenses.** Subject to the Articles, a Director may receive reasonable remuneration for serving as a director. In addition, a Director may be reimbursed for reasonable expenses incurred in the performance of the Director's duties as such on the Board or on a Committee. A Director shall not be prohibited from receiving compensation for services provided to the Corporation in another capacity, and for greater certainty, the Corporation may pay the President and President-Elect compensation for acting in such capacity.
- 3.23 Agenda.** The agenda of each Board meeting shall include reports from the Executive Committee and other Committees, along with other business as determined by the Board.
- 3.24 Motions and Resolutions.** A motion or resolution approved in writing, including electronically-transmitted text, so long as it is signed by all Directors, shall be as valid and effective as if it had been passed at a Meeting of the Board, duly called and constituted. Such resolution may be in two (2) or more counterparts, which together shall be deemed to constitute one (1) resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Board and shall be effective on the date stated thereon or on the latest date stated on any counterpart.
- 3.25 Policies.** The Board may establish Policies to direct the operations and activities of the Corporation and shall monitor and evaluate such operations and activities to ensure compliance with the Corporation's objects, By-laws and strategic directions, provided that any such Policies shall be consistent with the provisions of the Act, the Articles and the By-laws.

SECTION FOUR ELECTION OF DIRECTORS

- 4.1 Elections at the Annual Meeting.** Elections for Directors shall be held at a Meeting of Members or otherwise as set out in these By-laws.
- 4.2 Election of the Directors.**

The election of the Directors shall be conducted under the direction of the Secretary-Treasurer in accordance with the following procedure and the Policies from time to time passed by the Board in respect thereof:

- (a) The Governance and Nominating Committee, if applicable, will prepare the slate of nominees to fill any vacancies on the Board for election as Directors. The slate of nominees shall be presented to the Board in accordance with the Policies. The Past President, if appointed, while serving in that capacity, is to continue to be a Director and consequently, the slate shall reflect the inclusion of the Past President as a Director.
- (b) The slate of nominees for election as Directors may indicate the Director who is to be nominated as President Elect.

- (c) A slate of nominees confirmed by the Board shall be presented to the Members for election or acclamation at an Annual Meeting of Members.
- (d) In the event that, as a result of the nomination process described in this Section 4.2, the total number of Directors is required to be changed from that number previously authorized by special resolution, such increase or decrease in the total number of Directors must be first authorized by special resolution passed by the Members at the Annual Meeting of Members and thereafter, the slate of nominees confirmed by the Board may be presented to the Members for election as Directors.
- (e) Notwithstanding the foregoing, at the first Meeting of Members electing Directors after the approval of this By-law, the slate of nominees presented to the Members for election shall be for the entire Board and shall reflect the terms set forth in Section 3.4.

4.3 Term for Board Directors. Board Directors shall assume the duties of their positions immediately following election at the Annual Meeting for a term as set out in Section 3.4.

4.4 Conduct of Elections. All matters relating to the conduct and administration of elections including the appointment of scrutineers and the counting of ballots shall be governed by Policies established by resolution of the Board and administered by the Secretary-Treasurer.

SECTION FIVE OFFICERS

5.1 Appointment. The Officers of the Corporation shall be those individuals appointed by the Board to the following offices: (a) President and (b) Secretary-Treasurer. In addition, the Board may appoint individuals to the following offices: (a) President Elect and (b) Past President, and such other offices as the Board may by resolution determine. The Board may specify the duties of and, in accordance with this By-law, delegate to such Officers powers to manage the activities and affairs of the Corporation.

5.2 President. The President shall be the senior Officer and a designated spokesperson for the Corporation and, subject to the authority of the Board, shall have general supervision of the activities of the Corporation and such other powers and duties as the Board may specify. The President shall be the chair of the Board and shall be deemed to be the Chair for the purposes of the Act.

5.3 Past President. The Past President, if appointed, shall have such powers and duties as the Board may specify.

5.4 President Elect. In the absence or disability of the President, the President Elect, if appointed, shall perform the duties of the President. In the absence or disability of the Secretary-Treasurer, the President Elect, if appointed, shall perform the duties of this Officer. A nominee for the office of President Elect shall have served as a Director for a minimum of one year prior to their election and notwithstanding Section 3.4, may have served a maximum of two consecutive three-year terms as a Director prior to their election.

- 5.5 Secretary-Treasurer.** The Secretary-Treasurer shall ensure the keeping of proper accounting records and shall be responsible for the deposit of money, the safekeeping of securities, and the disbursement of the funds of the Corporation. The Secretary-Treasurer shall render to the Board whenever required an account of all transactions as Treasurer and of the financial position of the Corporation and shall have such other powers and duties as may be specified by the Board. The Secretary-Treasurer shall enter or cause to be entered in records kept for that purpose minutes of all Board proceedings and shall give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, and Public Accountants.
- 5.6 Chief Executive Officer.** The Board may from time to time also appoint a Chief Executive Officer. If appointed, the Chief Executive Officer shall be a full-time employee of the Corporation and, subject to the authority of the Board, shall have general supervision of the activities and affairs of the Corporation and such other powers and duties as the Board may specify. The Chief Executive Officer shall carry out such duties and responsibilities as assigned by the Board and/or the President. The Chief Executive Officer shall be accountable to the Board through the President for the day to day operations of the Corporation and the provision of services to the Members. The Chief Executive Officer shall be a designated spokesperson for the Corporation. The Chief Executive Officer shall be a signing officer of the Corporation.
- 5.7 Powers and Duties of Officers.** The powers and duties of all Officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the President may specify. The Board and (except as aforesaid) the President may, from time to time, vary, add to, or limit the powers and duties of any Officer.
- 5.8 Term of Office.** The Board, in its discretion, may remove any Officer of the Corporation by resolution passed by at least two-thirds (2/3rds) of the votes cast at a meeting of the Board of which notice specifying the intention to pass such resolution has been given in advance of the meeting. Each Officer appointed by the Board shall hold office until a successor is appointed, the Officer resigns, or the Board removes the Officer, whichever occurs first. The Board in its discretion will determine the term of each officer, but the expectation is that the term of the President will be two years, the term of the President Elect will be two years and the term of the Past President will be one (1) year.

SECTION SIX COMMITTEES

- 6.1 Executive Committee.** Subject to the requirements of the Act, the Board will establish an Executive Committee, to be comprised of the President, Past President, if appointed, President Elect, if appointed, Secretary-Treasurer, and/or such other Directors as the Board may determine from time to time, that may exercise the powers of the Board between meetings of the Board, subject to the restrictions, if any, imposed from time to time by the Board and:

- (a) the President shall serve as the chair of the Executive Committee and will report on all activities of the Executive Committee to the Board at each meeting; and
- (b) the Chief Executive Officer may, at the pleasure of the Board, serve as a non-voting member on the Executive Committee

provided that Board Exclusive Matters may not be delegated to the Executive Committee or any other committee.

6.2 Other Committees. The Board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. The Board may fix any remuneration for committee members who are not also Directors. The Board may from time to time appoint such advisory bodies as it may deem advisable.

6.3 Audit Committee. If the Board adopts an audit committee, the following provisions shall apply:

- (a) a majority of the audit committee members must not be officers or employees of the Corporation or of any of its affiliates;
- (b) the audit committee shall review the Corporation's financial statements before they are approved by the Directors; and
- (c) the Public Accountant is entitled to notice of the time and place of any audit committee meeting.

6.4 Transaction of Business. The powers of a Committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all Members of such Committee who would have been entitled to vote on that resolution at a meeting of such Committee.

6.5 Quorum and Procedure. Unless otherwise determined by the Board, each Committee shall have power to fix its quorum at not less than a majority of its members, and to regulate its procedure.

SECTION SEVEN

INDEMNIFICATION: PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS

7.1 Limitation of Liability. All Directors and Officers of the Corporation in exercising their powers and discharging their duties shall 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. Subject to the foregoing, and without limiting any defences available to a Director or an Officer, no Director or Officer shall be liable for:

- (a) the acts, omissions, failures, neglects, or defaults of any other Director, Officer, or employee;
- (b) any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation;
- (c) the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested;
- (d) any loss, damage, or expense arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the moneys, securities, or effects of the Corporation shall be deposited;
- (e) any loss, damage, or expense arising from any error of judgment or oversight on the part of such Director or Officer; or
- (f) any other loss, damage, or expense arising from the execution of the duties of office or in relation thereto.

7.2 Indemnity. The Corporation shall indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Corporation's request as a Director or Officer or in a similar capacity of another entity, 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 proceeding in which the individual is involved because of that association with the Corporation or such other entity.

7.3 Advance of Costs. The Corporation shall advance moneys to a Director, Officer or other individual for the costs, charges, and expenses of a proceeding referred to in Section 7.2. The individual shall repay the moneys if the individual does not fulfill the conditions of acting honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be, and if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing their conduct was lawful.

7.4 Limitation. The Corporation shall not indemnify an individual unless a) the individual acted honestly and in good faith with a view to the best interests of the Corporation, or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request, and b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful, and c) the individual has complied with the Act, the Articles and the By-laws.

7.5 Additional Circumstances. The Corporation shall also indemnify an individual referred to in 7.2 in such other circumstances as the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

- 7.6 **Insurance.** The Corporation may purchase and maintain insurance for the benefit of Directors and Officers as the Board may from time to time determine.

SECTION EIGHT MEMBERS AND MEETINGS OF MEMBERS

- 8.1 **Membership Classes.** Subject to the Articles, there shall be four classes of Membership: Practising Members, Non-Practising Members, Learner Members and Associate Members. Practising Members are entitled to vote at the Meetings of Members so long as they fulfill the requirements set out in section 8.2. Non-Practising Members, Learner Members and Associate Members shall not be entitled to receive notice of, attend or vote at Meetings of Members but may participate on, vote on and chair committees.

- 8.2 **Practising Members.** Subject to Section 8.7, a person qualifies to be eligible as a Practising Member if they satisfy the following qualification requirements, and pays the fees as set by the OCFP Board:

- (a) A licensed physician in good standing, engaged in the practice of family medicine including patient care, teaching, research and/or administrative practice including individuals in the first year of practice; or a licensed physician in good standing whose primary practice is a specialty other than family medicine and who holds certification from the Royal College of Physicians and Surgeons of Canada or another certifying body recognized by the CFPC;
- (b) who pays annual fees set by the CFPC Board;
- (c) who fulfills CPD requirements as determined from time to time by CFPC Board; and
- (d) who is a member of both the Corporation and the CFPC.

- 8.3 **Non-Practising Members.** Subject to Section 8.7, a person qualifies to be eligible as a Non-Practising Member if they satisfy the following qualification requirements:

- (a) No longer actively engaged in providing medical care to patients, nor actively involved in any other medical or medically related field or endeavour; or
- (b) An individual of distinction and not a family physician, who has made outstanding contributions to family medicine; or
- (c) A member of the public with a role on the CFPC Board and/or its Committees.

Non-Practising members:

- (a) Are not required to pay annual CFPC fees or fees to the Corporation;
- (b) Are not required to fulfill CPD requirements; and

- (c) Are members of both the CFPC and the Corporation.

8.4 Learner Members Subject to Section 8.7, a person qualifies to be eligible as a Learner Member if they satisfy the following qualification requirements, and pays the fees as set by the OCFP Board:

- (a) A physician enrolled as a resident in an approved postgraduate training program in family medicine; or
- (b) A physician who was previously a practising family physician of the College and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine; or
- (c) An international medical graduate (IMG) who is enrolled in a Canadian provincial ministry of health- and/or university-approved assessment/training program leading to the attainment of a license to practise in Canada; or
- (d) An individual enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who has an interest in family medicine.

Learner members:

- (a) Are not required to pay annual CFPC fees or fees to the Corporation;
- (b) Are not required to fulfill CPD requirements, with the exception of a resident who may voluntarily register for CPD; and
- (c) Are members of both the CFPC and the Corporation.

8.5 Associate Member Subject to Section 8.7, a person qualifies to be eligible as an Associate Member if they satisfy the following qualification requirements, and pays the fees as set by the OCFP Board:

- (a) A health care professional or an individual who works in collaboration with family physicians in clinical practice or academic departments of family medicine;
- (b) who pays an annual fee as determined by the CFPC; and
- (c) who is not required to fulfill CPD requirements.

8.6 Membership classes, designations and status. Membership classes and special designations and requirements for granting, maintaining, suspending, revoking and restoring membership as set forth in this By-law reflect the classes, special designations and requirements established by CFPC. If the CFPC makes any amendments to such classes, special designations and requirements, the Corporation shall take such steps as it deems appropriate to amend its Articles and By-laws to conform to the CFPC classes, special designations and requirements for granting, maintaining, suspending, revoking and restoring membership.

- 8.7 Requirements for the Granting of Membership.** A person shall become a Member upon:
- (a) Acceptance as a member of the National College;
 - (b) Obtaining their designation or affiliation with the National College;
 - (c) Receipt by the Corporation of payment of the Corporation membership fee according to the applicable class of membership; and
 - (d) Member registration with the Corporation and confirmation thereof by resolution of the Board.
- 8.8 Maintenance of Membership.** To maintain membership in good standing with the Corporation, a Member must be a member in good standing with the CFPC and comply with the Corporation's requirements related to membership fees and obligations.
- 8.9 Membership Fees.** Practising Members and Associate Members shall pay an annual membership fee to the Corporation as determined by the Board annually.
- 8.10 Special Levees.** The Board may from time to time by resolution passed by at least two-thirds (2/3) of the Directors establish a special levy of Members for such purposes as the Board deems appropriate.
- 8.11 Suspending, Revoking & Restoring of Membership.** A Member shall cease to be a Member of the Corporation if their membership in the National College is suspended or revoked. If an individual's membership status with the National College is restored, provided such Member has paid all outstanding fees to the Corporation, the Corporation shall restore that individual as a Member of the Corporation.
- 8.12 Member Discipline or Expulsion.** A committee of Directors established by the Board shall have the power to discipline or expel a Member in the following circumstances:
- (a) the Member violates any provision of the Articles, By-law or Policies; or
 - (b) the Member is carrying out any conduct which may be detrimental to the Corporation as determined by the committee in its sole discretion; or
 - (c) the Member's conduct damages the Corporation's property, or the property of a Member, Director, officer, employee, contractor or agent of the Corporation, or the property of a user of the Corporation's facilities or a participant in the Corporation's programs; or
 - (d) the Member fails to promptly report to the Corporation any damage to property described above, whether material or otherwise; or
 - (e) the Member interferes with the membership entitlements of other Members or the rights and privileges of users of the Corporation's facilities or participants in the Corporation's programs; or

- (f) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

All disciplinary action or expulsion of a Member shall be done in good faith and in a fair and reasonable manner.

In the event a disciplinary or expulsion action is taken against a Member, the Member shall be given at least fifteen (15) days' notice of said disciplinary action or termination, with reasons; and be given an opportunity to be heard by the committee, orally or in writing, not less than five (5) days before the disciplinary action or termination of membership becomes effective. The provisions of this section 8.12 of this By-law are in addition to any Policies adopted by the Board from time to time.

8.13 Cessation of Membership. A person will cease to be a Member upon:

- (a) ceasing to be a member of the National College;
- (b) transferring to another chapter of the National College;
- (c) withdrawing from the Corporation by submitting a written resignation to the Secretary- Treasurer at the registered address of the Corporation;
- (d) being expelled;
- (e) otherwise in accordance with this By-law; or
- (f) their death.

Subject to the Articles or By-law, upon any termination of membership, the Member's rights, including any rights in the Corporation's property, automatically cease to exist.

8.14 Annual Meetings. The Board shall call an Annual Meeting of Members not later than fifteen (15) months after holding the last preceding Annual Meeting of Members, and, in any event, no later than six (6) months after the end of the financial year. The Annual Meeting of Members shall be held for the purpose of considering the financial statements and audit or review reports, electing Directors and Officers, appointing a Public Accountant, and for the transaction of such other business as may properly be brought before the Meeting of Members.

8.15 Special Meetings. The Board shall have power to call a Special Meeting of Members at any time. With respect to the calling and conduct of Special Meetings of the Members:

- (a) A Special Meeting may be called by the Board from time to time at such time and place in Ontario designated by the Board.
- (b) Subject to the Act, a Special Meeting must be called by the Board, in accordance with the Act, at such time and place as the Board may designate upon receipt by the Secretary-Treasurer of a written request to call such a meeting signed by at least

ten percent (10%) of the Practising Members and stating the item or items of business to be presented at the meeting.

- (c) The notice of a Special Meeting must state the business to be transacted at the meeting.

8.16 Place of Meetings. Meetings of Members shall be held in locations in Ontario determined by the Board.

8.17 Audited Report to Members. A copy of the audited annual report will be made available to Members no less than twenty-one (21) days before the Annual Meeting.

8.18 Participation in Meeting by Electronic Means. Any person entitled to attend a Meeting of Members may participate and vote in the Meeting of Members, by means of a telephonic, electronic, or other communication facility, if the Corporation makes available such a communication facility, which facility permits all participants to communicate adequately with each other during the Meeting of Members. A person participating in a Meeting of Members by such means is deemed to be present at the Meeting of Members. Members' meetings may be held entirely by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

8.19 Notice of Meetings. Notice in writing of the time and place of each Meeting of Members shall be given not less than 10 days and not more than 50 days before the date of the Meeting of Members to each Director, to the Public Accountant, and to each Member who at the close of business on the day immediately preceding the day on which notice is given is entered in the register of Members of the Corporation. Notice of a Meeting of Members called for any purpose other than consideration of the financial statements and Public Accountant's report and Board's report, election of Directors, and reappointment of the incumbent Public Accountant shall state the general nature of the business to be transacted at the Meeting in sufficient detail to permit the Members to form a reasoned judgment thereon and shall state the text of any special resolution to be submitted to the Meeting of Members. Notice of a Meeting of Members adjourned for less than thirty (30) days is not required if the time and place of the adjourned Meeting of Members is announced at the original Meeting of Members.

8.20 Chair, Secretary-Treasurer, and Scrutineers. The Chair of any Meeting of Members shall be the first mentioned of such of the following Officers as have been appointed and who is present at the Meeting of Members: President, President Elect. If no such Officer is present within fifteen (15) minutes from the time fixed for holding the Meeting of Members, the persons present and entitled to vote shall choose one of their number to be Chair. If the Secretary-Treasurer of the Corporation is absent, the Chair shall appoint some person, who need not be a Member, to act as secretary of the Meeting of Members. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution or by the chair with the consent of the Meeting of Members.

8.21 Persons Entitled to be Present. The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at such Meeting of Members; the Directors; the

Public Accountant. Any other person may be admitted only on the invitation of the Chair of the Meeting of Members or with consent of the Meeting of Members.

- 8.22 Quorum.** A quorum for the transaction of business at a Members' meeting is fifteen (15) Members entitled to vote at the meeting, including persons present by telephonic or electronic means or by proxy if permitted by the By-law. If a quorum is present at the opening of a Members' meeting, the Members present may proceed with the meeting's business, even if quorum is not present throughout the meeting. If a quorum is not present at the opening of any Meeting of Members, the Members present may adjourn the Meeting of Members to a fixed time and place but may not transact any other business.
- 8.23 Right to Vote.** At any Meeting of Members every person shall be entitled to vote who is at the record date for the determination of members entitled to vote at a Meeting of Members entered in the books of the Corporation as a Practising Member.
- 8.24 Absentee Voting by Mail or by Telephonic or Electronic Means.** Members entitled to vote at a Members' meeting may vote by mail or by telephonic or electronic means in accordance with the Act.
- 8.25 Absentee Voting by Proxy.** The Corporation may send, or otherwise make available, a form of proxy to each Member who is entitled to receive meeting notice concurrently with or before giving the Members' meeting notice. Directors may, by resolution, fix a time (not exceeding 48 hours, excluding Saturdays and holidays) before any meeting or continuance of an adjourned Members' meeting before which time proxies to be used at that Members' meeting must be deposited with the Corporation, and such time shall be specified in the meeting notice. A proxyholder shall be a Member.
- 8.26 Show of Hands.** Any question at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a ballot on such question is required or demanded. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot on such question is so required or demanded, a declaration by the Chair of the Meeting of Members that the vote upon the question has been carried, carried by a particular majority, or not carried and an entry to that effect in the minutes of the Meeting of Members shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of such question, and the result of the vote so taken shall be the decision of the Members upon such question.
- 8.27 Ballots.** On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken on such question, the Chair may require, or any Member who is present and are entitled to vote may demand, a ballot on such question. A ballot so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. Upon a ballot each Member present in person or represented by proxy and entitled to vote shall have one vote and the result of the ballot shall be the decision of the Members upon such question.

- 8.28 Required Vote and Abstentions.** Unless any By-law or the Act otherwise provides for approval by Special Resolution, at any Meeting of Members every question shall be determined by the majority of the votes duly cast on the question. An abstention shall not be considered a vote cast.
- 8.29 Casting Vote.** In the case of an equality of votes at any Annual Meeting or Special Meeting of the Members, whether by a show of hands or at a closed ballot, the person chairing the Meeting shall not cast a second or tie-breaking vote.
- 8.30 Adjournment.** The Chair at a Meeting of Members may, with the consent of the Meeting of Members and subject to such conditions as the Meeting of Members may decide, adjourn the Meeting of Members from time to time and from place to place, but no such adjournment shall be more than thirty (30) days.

SECTION NINE NOTICES

9.1 Methods of Providing Notices and Documents

- (a) Whenever under the provisions of the By-law notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by personal delivery or by electronic means to:
- (i) each Director at their latest address as shown in the Corporation's records or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current;
 - (ii) to each Member, officer, or committee member at their latest address as shown in the Corporation's records; or
 - (iii) to the Corporation's auditor or the person appointed to conduct a review engagement of the Corporation at its business address.

A notice so delivered shall be deemed to have been received when it is delivered personally or to the address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth (5th) day after it was deposited in a post office or public letter box, or as otherwise prescribed by the *Act*; and a notice so sent by any electronic means shall be deemed to have been sent and received in the manner and at the time specified in the *Electronic Commerce Act, 2000* (Ontario).

- (b) The Secretary-Treasurer may change or cause to be changed the recorded address of any Member, Director, officer, auditor or committee member in accordance with any information believed by them to be reliable.
- (c) Notwithstanding the foregoing provisions with respect to mailing, if it may reasonably be anticipated that, due to any strike, lock out, or similar event involving an interruption in postal service, any notice will not be received by the addressee by no later than the fifth (5th) business day following its mailing, then the mailing

of the notice shall not be an effective means of sending it but rather any notice must then be sent by an alternative method that may reasonably be anticipated will cause the notice to be received reasonably expeditiously by the addressee.

- 9.2 Mechanical Signatures.** The signature of any Director or Officer of the Corporation to any notice or document to be given by the Corporation may be written or mechanically reproduced.
- 9.3 Computation of Time.** In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the day of giving the notice shall be excluded and the day of the meeting or other event shall be included.
- 9.4 Undelivered Notices.** If any notice given to a Member is returned on two consecutive occasions because the Member cannot be found, the Corporation shall not be required to give any further notices to such Member until informed in writing by the Member of a new address.
- 9.5 Omissions and Errors.** The accidental omission to give any notice to any Member, Director, Officer, Public Accountant or member of a Committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any Meeting held pursuant to such notice or otherwise founded on such notice.
- 9.6 Waiver of Notice.** Any Member, Director, Officer, Public Accountant or Member of a Committee of the Board, or any other person entitled to receive notice of a Meeting of Members or any other notice from the Corporation, may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the By-laws, or otherwise. Any such waiver or abridgement, whether given before or after the Meeting of Members or other event of which notice is required to be given, shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a Meeting of Members or of the Board or a Committee of the Board which may be given in any manner.

SECTION TEN EFFECTIVE DATE AND REPEAL

- 10.1 Effective Date.** This By-law is effective on the date shown in the certificate of amendment issued by the Director appointed under section 5 of the Act.
- 10.2 Repeal of By-laws.** All previous By-laws are repealed as of the coming into force of this By-law. Such repeal shall not affect the previous operation of any By-law so repealed, or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or predecessor charter documents of the Corporation obtained pursuant to, any such By-law prior to its repeal. All Officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of this By-law and all resolutions of the Members or the Board or a Committee of the Board with continuing effect passed under

any repealed By-law shall continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.

This By-law was made by the Directors of the Corporation on _____ and was confirmed without variation by the Members of the Corporation on _____ .

Signature to be applied upon confirmation

Secretary-Treasurer

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