

**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 Part III of the *Corporations Act*, R.S.O. 1990. C.38 and such other provisions of the Act that are applicable to corporations without share capital including amendments to the Act and regulations made under the Act and every statute, including the regulations thereunder, as may be substituted therefore, including the ONCA as applicable when declared in force.
- (b) “**Annual Meeting**” means an annual meeting of members called pursuant to Section 9.12.
- (c) “**Board**” means the Board of Directors of the Corporation.
- (d) “**By-law**” means this By-law and any by-law of the Ontario College in force and effect.
- (e) “**CFPC or National College**” means The College of Family Physicians of Canada and “**CFPC Board**” means the Board of Directors of CFPC.
- (f) “**Chief Executive Officer**” has the meaning set forth in Section 6.6.
- (g) “**Committee**” unless otherwise specified means any Committee, subcommittee, working group, or task force of the Corporation.
- (h) “**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.
- (i) “**Director**” means a member of the Board duly elected, acclaimed or appointed pursuant to the By-laws.
- (j) “**Executive Committee**” means the Executive Committee of the Board, more specifically described in Section Seven of this By-law, and “**Executive**” means any member of the Executive Committee of the Ontario College.
- (k) “**Governance and Nominating Committee**” means a committee established by the Board to provide advice on governance matters.
- (l) “**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.
- (m) “**Letters Patent**” means the Letters Patent dated October 31, 1991 granted to incorporate the Ontario College, as amended from time to time by supplementary letters patent and articles of amendment.

- (n) “**Meeting of Members**” means an Annual Meeting of Members or a Special Meeting of Members.
- (o) “**Member**” means a member of the Ontario College.
- (p) “**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.
- (q) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution, and after the ONCA comes into force, shall have the meaning ascribed to such term in the Act.
- (r) “**Officer**” means a person elected to one of the offices established by the By-laws.
- (s) “**Person**” means an individual, and for the purposes of Sections Eight, 9.19, 10.5, 10.6 and 11.2 “person” means an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative.
- (t) “**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 Ontario College or the affairs of the Ontario College, the Board, the Executive Committee, Committees or Members.
- (u) “**Special Meeting**” means a meeting of members called pursuant to Section 9.13.
- (v) “**Special Resolution**” means a resolution passed by not less than two-thirds of the votes cast on that resolution by the Members entitled to vote on such resolution at a Meeting of Members duly called which requires a Special Resolution, and after the ONCA comes into force, shall have the meaning ascribed to such term in the Act.

1.2 Interpretation

- (a) **Other Definitions.** Other than as specified in Sections 1.1(a) to (v), 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 the masculine, feminine, and neuter 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.

1.3 General Provisions

- (a) **Head Office.** The head office of the Ontario College shall be located in Ontario at the location specified in its Letters Patent, or following the ONCA coming into force, at such other location in Ontario as approved in accordance with the Act.
- (b) **Coat of Arms, Crest, Corporate Seal, and Logo.** The Ontario College'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 Ontario College 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 Ontario College 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 Objects of the Corporation and Relationship with the National College

- (a) **Objects.** The Ontario College shall be governed and operated in accordance with, and in furtherance of its objects in the Letters Patent which, as of the date of this By-law, are as follows:
 - (i) To support and advance the professional competence of Members of the Ontario College through the provision and accreditation of programs of continuing medical education;
 - (ii) To ensure the highest quality of health care for the people of Ontario by promoting and encouraging the highest standards in the practice of family medicine in Ontario;
 - (iii) To make representations to governments, agencies, commissions, inquiries and such other bodies as may be appropriate, and to enlighten the general public opinion and direct the formulation of public health care policy in the Province of Ontario;
 - (iv) To serve and further the interests in Ontario of the National College, provided such interests are not inconsistent with the laws of the Province of Ontario;

- (v) To maintain liaison with the undergraduate and graduate programs in medicine of the Ontario universities in order to promote high standards of training for family practice in Ontario;
- (vi) To establish awards and other recognitions of outstanding contributions and services to family practice in Ontario; and,
- (vii) To perform such other lawful things as are incidental or conducive to the purposes and objects of the Ontario College, which include generally the maintenance and improvement of the health of the citizens of Ontario, and the enhancement of the interests of the members of the medical and other health professions in Ontario.

1.5 By-Laws/Amendments

- (a) **Make, Amend, or Repeal By-laws.** The Board of Directors may by resolution, make, amend, or repeal any By-laws of the Corporation from time to time in accordance with the Act. Any such By-law, amendment, or repeal shall, subject to the Act, be effective from the date of approval of the resolution by the Board, until the next Meeting of Members where it may be confirmed, rejected, or amended by the Members in accordance with the Act. In advance of approval by the Members, the Bylaws will be reviewed and approved by the CFPC Board. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

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 persons, 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 **Banking Arrangements.** The banking business of the Corporation, including the borrowing of money and the giving of security therefore, shall be transacted with such banks; trust companies; or other bodies, corporate or organizations, as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of powers as the Board may from time to time prescribe. Notwithstanding the foregoing, until

the ONCA comes into force, borrowing by the Corporation is to be authorized by a special by-law approved by a Special Resolution at a Special Meeting (and for greater certainty any borrowing by-laws in effect as of the date of this By-law or in effect when the ONCA comes into force shall continue in effect until replaced, amended or superseded).

- 2.4 Income and Property.** The income and property of the Corporation shall be applied solely towards the promotion of its objects.
- 2.5 Books of Account.** The Ontario College 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 Ontario College.
- 2.6 External Audit.** The books of account shall be audited annually by an external certified Public Accountant.

SECTION THREE RELATIONSHIP WITH THE COLLEGE OF FAMILY PHYSICIANS OF CANADA

3.1 Consistency with National By-laws

Should there be any discrepancy between the Ontario College By-laws and CFPC by-laws, the Ontario College shall take such steps as it deems appropriate to amend its By-laws to align with the CFPC by-laws, provided, however, the Ontario College shall not be required to make any changes to its By-laws that are contrary to the Act or any other laws applicable to the Ontario College.

SECTION FOUR BOARD OF DIRECTORS

- 4.1 Number of Directors.** 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). The following terms shall apply after the ONCA comes into force if the Letters Patent address the number of Directors:
- (a) If the Letters Patent do not provide for a minimum and maximum number of Directors, the Board shall consist of the fixed number of Directors specified in the Letters Patent, if applicable;
 - (b) If the Letters Patent provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by Special Resolution; or
 - (c) If the Special Resolution empowers the Directors to determine the number, by resolution of the Board.

In the case of a public benefit corporation, the number of Directors may not be fewer than 3, at least 2 of whom are not officers or employees of the Corporation or its affiliates.

- 4.2 Qualification.** No person shall be qualified for election or acting as a Director if such person 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 Ontario law, or has the status of a bankrupt. Additionally, no physician shall be qualified for election or acting as a Director unless such person 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 his or her election or appointment as a Director.
- 4.3 Consent.** No person shall hold office as a Director unless such person, if present at the Meeting of Members when the election took place, did not refuse to hold office as a Director or, if absent at such Meeting of Members, consented to hold office in writing before the election or within ten (10) days after the election, or acted as a Director after the election Notwithstanding the foregoing, after the ONCA comes into force, no person shall hold office as a Director unless such person, if required, consents to hold office in accordance with the Act.
- 4.4 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 he or she acts as a Director, the period of time he or she acts as President, President Elect and/or Past President shall not be counted in the calculation of the consecutive period which he or she acts as a Director.

- 4.5 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 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.
- 4.6 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 his or her 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 his or her 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.
- 4.7 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.

4.8 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, after the ONCA comes into force, 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.

4.9 Meeting by Means of Electronic Communication. If all the Directors of the Corporation consent generally or in respect of a particular meeting, a Director may participate in a Meeting of the Board or of a Committee of the Board by telephonic or electronic means 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 and enables the votes to be gathered in a manner that permits their subsequent verification. A Director participating in such a meeting by such means is deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all Meetings of the Board and of Committees.

4.10 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.

4.11 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 to:

- (a) Submit to the Members any question or matter requiring approval of the Members;
- (b) Fill a vacancy among the Directors or in the office of Public Accountant, or appoint additional Directors;
- (c) Issue debt obligations except as authorized by the Board;
- (d) Approve any annual financial statements;
- (e) Adopt, amend or repeal By-laws; or

- (f) Establish contributions to be made or dues to be paid by Members.
- 4.12 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.
- 4.13 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 Ontario College.
 - (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.
- 4.14 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.
- 4.15 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 Board may from time to time determine. No person shall act for an absent Director at a Meeting of the Board.
- 4.16 Guests and Observers.** Guests and observers may attend Board Meetings at the discretion of the Chair but are not permitted to vote.
- 4.17 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.
- 4.18 Conflict of Interest.** A Director of the Corporation shall disclose to the Corporation, in the manner and to the extent provided in the Act, if applicable, any interest that such Director has in a material contract or transaction, whether made or proposed, with the Corporation, if such Director a) is a party to the contract or transaction, b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or c) has a material interest in a party to the contract or transaction. Such Director shall not vote on any resolution to approve the same, except as provided in the Act.

- 4.19 Remuneration and Expenses.** Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from such position, provided that 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.
- 4.20 Executive Committee.** The Executive Committee of the Ontario College shall serve as the Executive Committee of the Board. Between Meetings of the Board the Executive may act on behalf of the Board to the extent permitted by law and to the extent authorized by the Board.
- 4.21 Board Powers.** The Board may from time to time establish or discontinue a Committee, set and amend its terms of reference and vary its number and composition.
- 4.22 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.
- 4.23 Motions and Resolutions.** When the ONCA comes into force, 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.
- 4.24 Policies.** The Board may establish Policies to direct the operations and activities of the Ontario College and shall monitor and evaluate such operations and activities to ensure compliance with the Ontario College's objects, By-laws and strategic directions.

SECTION FIVE ELECTION OF DIRECTORS

- 5.1 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.
- 5.2 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, 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 5.2, 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 4.4.

5.3 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 4.4.

5.4 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 SIX OFFICERS

6.1 Appointment. The Officers of the Ontario College shall be those individuals appointed by the Board to the following offices: (a) President, (b) President Elect, (c) Past President, and (d) Secretary-Treasurer. 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.

6.2 President. The President shall be the senior Officer and a designated spokesperson for the Ontario College 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.

6.3 Past President. The Past President shall be a designated spokesperson for the Ontario College and shall have such other powers and duties as the Board may specify.

6.4 President Elect. The President Elect shall be a designated spokesperson for the Ontario College. In the absence or disability of the President, the President Elect shall perform the duties of the President. In the absence or disability of the Secretary-Treasurer, the President Elect 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 his or her election and

notwithstanding Section 4.4, may have served a maximum of two consecutive three-year terms as a Director prior to his/her election.

- 6.5 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.
- 6.6 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 Ontario College 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 Ontario College and the provision of services to the Members. The Chief Executive Officer shall be a designated spokesperson for the Ontario College. The Chief Executive Officer shall be a signing officer of the Ontario College.
- 6.7 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.
- 6.8 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 but may, at the discretion of the Board, be two years.

SECTION SEVEN ONTARIO COLLEGE COMMITTEES

- 7.1 Executive Committee.** Subject to the requirements of the Act, the Board will establish an Executive Committee, to be comprised of the President, Past President, President Elect, 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.

7.2 Committees of the Board. The Board may establish or discontinue one (1) or more Committees of the Board, however designated, set and amend its terms of reference, vary the membership and the configuration of the Committee, and determine the actions which require the ratification of the Board, and delegate to any such Committee any of the powers of the Board except those which pertain to actions which, a Committee of the Board has no authority to exercise. Rules of order for a Committee are as outlined in Section 1.3(e). The Board may from time to time appoint such advisory bodies as it may deem advisable.

7.3 Transaction of Business. The powers of a Committee of the Board may be exercised by a meeting at which a quorum is present or, after the ONCA comes into force, 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.

7.4 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 EIGHT

INDEMNIFICATION: PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS

8.1 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.

8.2 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.

8.3 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 8.2. 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 his or her conduct was lawful.

8.4 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.

8.5 Additional Circumstances. The Corporation shall also indemnify an individual referred to in 8.2 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.

8.6 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 NINE MEETINGS OF MEMBERS

9.1 Membership Classes. There shall be two general classes of Membership as determined by the CFPC Board: a class of Voting Members and a class of Non-Voting Members. Voting

Members, subject to section 9.4, are entitled to vote at the Meetings of Members. Non-Voting Members shall not have any voting rights except as permitted under the Act.

9.2 Voting Members. Subject to Section 9.6, a person qualifies to be eligible as a Voting Member if he or she satisfies one of the following qualification requirements, and pays the Ontario fees as set by the OCFP Board:

- (a) Active Member – An individual shall be a licensed physician in good standing, engaged in the practice of family medicine; who pays annual fees as set by the CFPC Board, fulfills Continuing Professional Development (“CPD”) requirements as determined from time to time by CFPC Board, and belongs to both the CFPC and the Ontario College. (Some exceptions regarding Chapter membership exist, as outlined in the CFPC Board Policy);
- (b) Affiliate Specialist Member – An individual shall be 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; who pays annual fees set by the CFPC Board and fulfills CPD requirements as determined from time to time by CFPC Board, and who has chosen to belong to both the Ontario College in addition to belonging to the CFPC.;
- (c) Life Member – An individual shall be an Active Member or a Retired Member, aged 70 or older and a CFPC member in good standing for the previous 10 years. His/her entitlements/privileges shall relate to Active or Retired status;
- (d) Resident Member – An individual shall be a physician enrolled as a resident in an approved postgraduate training program in family medicine; or is a physician who was previously a Member of the CFPC and is now enrolled as a resident in an approved postgraduate training program in a medical discipline other than family medicine; who pays an annual fee as set by the CFPC, fulfills CPD requirements as determined from time to time by CFPC, and belongs to both the Ontario College and CFPC;
- (e) Retired Member – An individual shall be a physician who is no longer actively engaged in providing medical care to patients or actively involved in any other medical or medically related field of endeavour; who does not pay an annual fee, is not required to fulfill CPD requirements as determined from time to time by CFPC, and belongs to both the Ontario College and CFPC;
- (f) Senior Member – A Senior Member shall be a licensed physician who has reached 10 consecutive years of membership in good standing immediately prior to reaching the age of 65 or older, who is actively engaged in providing medical care to patients, or who is active in another medical or medically related field of endeavour; who pays an annual fee as set by the Board, fulfills CPD requirements as determined from time to time by the Board, and belongs to both the College and a Chapter.

- (g) Sustaining Member – An individual shall be a physician who is not actively engaged in providing medical care to patients, but who is actively engaged in another medical or medically related field of endeavour; who pays an annual fee as set by the CFPC, fulfills CPD requirements as determined from time to time by CFPC, and belongs to both the Ontario College and CFPC.

9.3 Non-Voting Members. Subject to Section 9.6, a person qualifies to be eligible as a Non-Voting Member if he or she satisfies one of the following qualification requirements, and pays the Ontario fees as set by the OCFP Board:

- (a) Associate Member – Shall be another health professional or an individual who works in collaboration with family physicians in clinical practice or academic departments of family medicine; who pays an annual fee as determined by the CFPC, and do not fulfill CPD requirements. An Associate Member has chosen to become both a Member of the Ontario College in addition to being a Member of the CFPC.
- (b) Honorary Member – Shall be an individual of distinction, not a family physician in Canada, who has made an outstanding contribution to the discipline of family medicine, or the CFPC, or the health and well-being of the population in and outside of Canada. An Honorary Member is not required to pay annual fees or fulfill CPD requirements and has chosen to become both a Member of the Ontario College in addition to being a Member of the CFPC.
- (c) Public Member – Shall be a member of the Public with a role on the CFPC Board and/or its Committees; who does not pay annual fees or fulfill CPD requirements, and who has chosen to become both a Member of the Ontario College in addition to being a Member of the CFPC.
- (d) Student Member – An individual shall be enrolled in a Canadian university faculty of medicine undergraduate program leading to the MD degree who formally indicates an interest in the CFPC membership; pays an annual fee as determined by the CFPC, and is not required to fulfill CPD requirements. Student Members belong to both the Ontario College and CFPC.

9.4 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 Ontario College shall take such steps as it deems appropriate to amend its By-laws to conform to the CFPC classes, special designations and requirements for granting, maintaining, suspending, revoking and restoring membership.

9.5 Membership. CFPC Members residing and/or practicing within Ontario and belonging to the Active, Resident, Retired, Senior, Students, or Sustaining CFPC membership class shall, subject to Section 9.2 and Section 9.6, be a Member of the Ontario College falling

within the Active, Resident, Retired, Senior, Student or Sustaining Member qualifications, as applicable. Ontario College Membership shall be optional for CFPC Members in the following classes: Affiliate Specialist, Associate, Honorary, Public.

9.6 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 Ontario College of payment of the Ontario College membership fee according to the applicable class of membership; and
- (d) Member registration with the Ontario College and confirmation thereof by resolution of the Board.

9.7 Maintenance of Membership. To maintain membership in good standing with the Ontario College, a Member must be a member in good standing with the National College and comply with the Ontario College's requirements related to membership fees and obligations.

9.8 Membership Fees. The Members shall pay an annual membership fee to the Ontario College. The Board shall determine the membership fee for Members annually with the Board having the discretion to change differing amounts within the Voting Member class depending upon the qualification category of such Voting Member and differing amounts within the Non-Voting Member Class depending upon the qualifications of such Non-Voting Members. Membership fees for all other classes of membership shall bear the same relationship to the Active membership fee as has been established by the CFPC.

9.9 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.

9.10 Suspending, Revoking & Restoring of Membership. A Member shall cease to be a Member of the Ontario College if his or her 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 Ontario College, the Ontario College shall restore that individual as a Member of the Ontario College.

9.11 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 Ontario College by submitting a written resignation to the Secretary- Treasurer at the registered address of the Ontario College, provided that the person is an Affiliate, Specialist, Associate, Honorary and Public member; or

(d) her or his death.

9.12 Annual Meetings. The Board shall call an Annual Meeting of Members a) not later than eighteen (18) months after the Corporation comes into existence, and b) subsequently, 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.

9.13 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 Voting 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.

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

9.15 Audited Report to Members. A copy of the audited annual report must be sent out to Members no less than twenty-one (21) days before the Annual Meeting.

9.16 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, enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member votes. A person participating in a Meeting of Members by such means is deemed to be present at the Meeting of Members.

9.17 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.

- 9.18 Chair, Secretary, 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 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.
- 9.19 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 of the Corporation; and others who, although not entitled to vote, are entitled or required to be present at the Meeting of Members. 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.
- 9.20 Quorum.** The quorum for the transaction of business at any Meeting of Members shall be thirty (30) persons present in person, each being a Member entitled to vote at a Meeting of Members or a duly appointed proxyholder or representative for a Member so entitled. If a quorum is present at the opening of any Meeting of Members, the Members present may proceed with the business of the Meeting of Members notwithstanding that a quorum is not present throughout the Meeting of Members. 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.
- 9.21 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 Voting Member.
- 9.22 Proxies.** Votes at meetings may be given in person or via proxy and at every meeting at which a Member is entitled to vote, every person appointed by proxy to represent such Member or such Member and one or more other Members shall have one vote on a show of hands. Upon a closed ballot, every person appointed by proxy shall have one vote for each Member who is entitled to vote at the meeting and is represented by such proxy holder. A proxy shall be executed by the Member or his attorney authorized in writing and the person appointed by proxy need not be a Member. The Chair of any meeting of Members may, subject to the Act and any Policies made in respect thereof, in his/her discretion accept any legible form of proxy as the authority of any person claiming to vote on behalf of and

to represent a Member notwithstanding that no proxy conferring such authority has been lodged with the Ontario College, and any votes given in accordance with such proxy accepted by the Chair of the meeting shall be valid and shall be counted.

- 9.23 Votes to Govern.** 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.
- 9.24 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.
- 9.25 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.
- 9.26 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.
- 9.27 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 TEN NOTICES

10.1 Methods of Providing Notices and Documents

- (a) Any notice or other document required by the Act, the Letters Patent or the By-laws to be sent to any Member or Director or to the auditor shall be given in accordance with the provisions of the Act.

- (b) The notice or document must be delivered personally or sent by mail or by any legible form of transmission (electronic or otherwise) to any such Member or Director at his/her latest Mailing Address as shown in the records of the Ontario College and to the auditor at its business address.
- (c) If no address be shown in the records of the Ontario College, then such notice or document shall be delivered or sent to the last address of such Member or Director known to the Secretary Treasurer, provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.2 Mechanical Signatures. The signature of any Director or Officer of the Ontario College to any notice or document to be given by the Ontario College may be written or mechanically reproduced.

10.3 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.

10.4 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.

10.5 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.

10.6 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 ELEVEN EFFECTIVE DATE AND REPEAL

11.1 Effective Date. This By-law shall come into force when made by the Board.

11.2 Repeal of By-laws. All previous By-laws (other than banking and borrowing 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

TOR01: 7865871: v1