

BY-LAW NO. 1

“ _____ ” Family Practice Network Inc.

**A BY-LAW RELATING GENERALLY TO THE
TRANSACTION OF THE BUSINESS AND AFFAIRS OF THE**

“ _____ ” FAMILY PRACTICE NETWORK INC.

(THE “CORPORATION”)

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1. **INTERPRETATION**

1.1 **Definitions**

In these By-laws and the Articles of the Corporation, unless the context otherwise requires:

- (a) **“Address of the Corporation”** means the address of the Corporation as filed from time to time with the Registrar;
- (b) **“Articles”** means the Articles of Incorporation of the Corporation as filed with the Registrar;
- (c) **“Associate Members”** has the meaning specified in Part 2 of these By-laws;
- (d) **“Board”** means the Board of Directors of the Corporation;
- (e) **“Board Resolution”** means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter; or
 - (ii) a resolution that has been submitted to all Directors and consented to in writing by 2/3 of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,
- (f) **“By-laws”** means the By-laws of the Corporation;
- (g) **“Chair”** means the Person elected to the office of chairperson of the Corporation in accordance with Part 12 of these By-laws;
- (h) **“College”** means the College of Physicians and Surgeons of Newfoundland and Labrador, and includes a successor thereto;
- (i) **“Corporation”** means the “_____” Family Practice Network Inc.;
- (j) **“Corporations Act”** means the *Corporations Act*, RSNL 1990 Ch. C-36, as amended from time to time, and includes any successor legislation thereto;
- (k) **“Directors”** means those Persons who are, or who subsequently become, directors in accordance with these By-laws and have not ceased to be directors;
- (l) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
 - (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
 - (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;

- (m) **“Family Practice Networks (FPN)”** means the initiative created and supported by the FPRC to organize physicians at the sub-regional or regional level in order to address common health care goals in their communities.
- (n) **“Family Practice Renewal Committee (FPRC)”** means the governance committee for the Family Practice Renewal Program.
- (o) **“Family Practice Renewal Program”** means the program governed jointly by the NLMA and the Department of Health and Community Services, NL whose mandate is to develop and implement initiatives to support family physician participation in an integrated system of primary health care.
- (p) **“FPRP Staff Support”** means a staff person of the FPRP, whose role is to support and advise physicians participating in FPRP initiatives.
- (q) **“Fee For Service”** means a method of physician payment whereby the physician submits claims for services provided in accordance with the MCP Payment Schedule;
- (r) **“General Meeting”** means a meeting of the Members, and includes any annual general meeting and any special or extraordinary general meetings of the Corporation;
- (s) **“General Members”** has the meaning specified in Part 2 of these By-laws;
- (t) **“General Practitioner”** means a Medical Practitioner who is trained to provide primary health care to patients in the Province of Newfoundland and Labrador;
- (u) **“Geographic Area”** means the geographic area or areas encompassed by the Corporation, as determined from time to time by the Board in consultation with the FPRC;
- (v) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5th Supp.), c.1 as amended from time to time;
- (w) **“Executive Director”** means a Person appointed by the Board under section 13.1;
- (x) **“Medical Practitioner”** has the meaning specified in the *Medical Act, 2011*, SNL 2011 chapter M-4.02 and means a person who is registered under the *Medical Act, 2011* or who holds or has held a license;
- (y) **“Medical Resident”** means a person who holds a medical degree granted by an accredited medical school and who is in the process of completing post-graduate education and training.
- (z) **“Member”** or **“Members”** means those Persons who are, or who subsequently become, members of the Corporation in accordance with these By-laws and, in either case, have not ceased to be members;
- (aa) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (bb) **“NLMA”** means the Newfoundland and Labrador Medical Association;

- (cc) “**Officer**” or “**Officers**” has the meaning specified in Part 12 of these By-laws;
- (dd) “**Ordinary Resolution**” means:
 - (i) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by not less than the threshold required by the *Corporations Act*,
- (ee) “**Person**” means a natural person;
- (ff) “**Registered Address**” of a Member or Director means the address of that Person as recorded in the register of Members or the register of Directors;
- (gg) “**Registrar**” means the Registrar of Companies for the Province of Newfoundland and Labrador;
- (hh) “**Salaried**” means a method of payment whereby the physician receives regular payment and benefits from an employer in accordance with the Physician Memorandum of Agreement between the Province of NL and the NLMA;
- (ii) “**Secretary**” means the Executive Director or other Person appointed by the Board in accordance with Part 12 of these By-laws;
- (jj) “**Sessional**” means payment for clinical time spent rendering insured services in lieu of fee-for-service;
- (kk) “**Special Resolution**” means:
 - (i) a resolution, of which the notice required by the *Corporations Act* and these By-laws has been provided, passed by a majority of not less than 2/3 of votes cast in respect of the resolution by those Members entitled to vote; or
 - (ii) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting of the Corporation,
- (ll) “**Treasurer**” means a Person elected to the office of treasurer of the Corporation in accordance with Part 12 of these By-laws.

1.2 **Corporations Act Definitions**

Except as otherwise provided, the definitions in the *Corporations Act* on the date these By-laws become effective apply to these By-laws and the Articles.

1.3 **Plural and Singular Forms**

In these By-laws, a word defined in the plural form includes the singular and vice-versa.

2. MEMBERSHIP

2.1 Membership Classes

Subject to the Articles, there shall be two classes of membership in the Corporation, namely, (i) General Members (voting) and (ii) Associate Members (non-voting).

Membership in the Corporation shall be restricted to individuals interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation, in accordance with these By-laws.

2.2 Eligibility for Membership

To be eligible as a General Member of the Corporation, a Person must:

- (a) be a practicing General Practitioner who delivers the majority of their services in a defined Geographic Area whether on a Sessional, Fee For Service, Salaried or other basis, and whether delivering full service, specialized services (e.g. obstetrical, ER, hospitalists) or services at a walk-in clinic; and
- (b) be licensed and in good standing with the College; and
- (c) complete and submit an application in the prescribed form to the Board of Directors.

To be eligible as an Associate Member of the Corporation, a Person must:

- (a) be a Medical Resident holding a full or educational license, practicing in the Geographic Area and enrolled in a family physician residency program in the Province of NL; or]
- (b) be a retired General Practitioner in good standing with the College; and
- (c) complete and submit an application in the prescribed form to the Board of Directors.

In the case of any ambiguity or doubt regarding the eligibility of a Person for General Membership or Associate Membership in the Corporation, such ambiguity or doubt shall be resolved by the Board in its discretion and the Board's decision shall be final.

2.3 Application for Membership

An eligible Person may apply to the Board to become a Member in such form and manner as may be determined by the Board.

The Board may, by Board Resolution, accept, postpone or refuse an application for membership. A Person becomes a Member on the date of the Board Resolution or such later date as specified therein.

2.4 **Membership not Transferable**

Membership is not transferable by a Member.

2.5 **Term of Membership**

Subject to section 2.6, there shall be no limit on the term of membership.

2.6 **Cessation of Membership**

A Person immediately ceases to be a Member:

- (a) upon the date of:
 - (i) delivering their resignation in writing to the Address of the Corporation; or
 - (ii) the effective date of the resignation stated thereon,
 whichever is later; or
- (b) upon ceasing to be eligible for more than 60 consecutive days; or
- (c) upon their death.

3. **MEMBERSHIP RIGHTS AND OBLIGATIONS**

3.1 **Rights of Membership**

A General Member in good standing has the following rights of membership by class:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to serve on committees of the Corporation, as invited;
- (d) to exercise a vote on matters for determination at General Meetings;
- (e) to nominate for the election of Directors;
- (f) to be nominated to stand for election as a Director;
- (g) to participate in the programs and initiatives of the Corporation, in accordance with such criteria as may be determined by the Board from time to time.

An Associate Member in good standing has the following rights of membership by class:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to serve on committees of the Corporation, as invited;
- (d) to nominate for the election of Directors;

- (e) to be nominated to stand for election as a Director;
- (f) to participate in the programs and initiatives of the Corporation, in accordance with such criteria as may be determined by the Board from time to time.

3.2 **Dues**

There shall be no annual membership dues.

3.3 **Standing of Members**

All Members shall be deemed to be in good standing.

3.4 **Compliance with Articles, By-laws and Policies**

Every Member shall, at all times:

- (a) uphold the Articles and comply with these By-laws, the regulations and the policies of the Corporation in effect from time to time;
- (b) abide by such codes of conduct and ethics adopted by the Corporation; and
- (c) further and not hinder the purposes, aims and objects of the Corporation.

3.5 **Discipline of Members**

Following an appropriate investigation or review of a Member's conduct or actions, the Corporation may, in accordance with the Regulations and policies established by the Board, reprimand, censure, suspend or expel (collectively "disciplinary action") a Member for conduct which, in the reasonable opinion of the Board:

- (a) is improper or unbecoming for a Member;
- (b) is contrary to section 3.4; or
- (c) is likely to endanger the reputation or hinder the interests of the Corporation.

The Corporation shall provide notice of any proposed disciplinary action of a Member to the Member in question, accompanied by a brief statement of the reasons for the disciplinary action.

A Member who is the subject of a proposed disciplinary action shall be provided a reasonable opportunity to respond to such proposed disciplinary action at or before the time the matter is decided.

3.6 **No Distribution of Income to Members**

The activities of the Corporation shall be carried on without purpose of gain for its members and any income, profits or other accretions to the Corporation shall be used in promoting the purposes of the Corporation.

4. MEETINGS OF MEMBERS

4.1 Time and Place of General Meetings

The General Meetings of the Corporation shall be held at such time and place, in accordance with the *Corporations Act*, as the Board decides.

4.2 Annual General Meetings

An annual general meeting shall be held at least once in every calendar year and in accordance with the requirements of the *Corporations Act*.

4.3 Extraordinary General Meeting

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

4.4 Calling of Extraordinary General Meeting

The Corporation shall convene an extraordinary general meeting by providing notice in accordance with the *Corporations Act* and these By-laws in any of the following circumstances:

- (a) at the call of the Chair;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Members in accordance with the *Corporations Act*.

4.5 Notice of General Meeting

The Corporation shall provide notice of every General Meeting to each Member as follows:

- (a) by e-mail sent to the address provided by each Member who has provided the Corporation with an e-mail address not less than 10 days and not more than 50 days prior to the date of the General Meeting; and
- (b) where a Member has not provided an e-mail address to the Corporation or the Member otherwise requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Member so requesting by mail, courier or personal delivery to each Member entitled to vote at the meeting, of not less than 15 days and not more than 55 days prior to the date of the General Meeting.

4.6 Contents of Notice

Notice of a General Meeting shall specify the place, the day and the time of the meeting and shall include the text of every Special Resolution to be proposed or considered at that meeting.

If the Board has determined to hold a General Meeting that shall include participation by Electronic Means, the notice of that meeting must inform Members that they may participate by Electronic Means and provide instructions on how this may be done.

4.7 **Omission of Notice**

The inadvertent omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

5. **PROCEEDINGS AT GENERAL MEETINGS**

5.1 **Business Required at Annual General Meeting**

The following business is required to be conducted at each annual general meeting of the Corporation:

- (a) the adoption of an agenda;
- (b) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (c) consideration of the report of the Directors;
- (d) consideration of the financial statements and the report of the auditor thereon, if any;
- (e) the appointment of an auditor;
- (f) the election/appointment of Directors; and
- (g) the consideration of any Members' proposals submitted in accordance with the *Corporations Act*.

The annual general meeting may include other business as determined by the Board in its discretion.

5.2 **Attendance at General Meetings**

In addition to Members, Directors and the Corporation's auditor, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the assembly at the invitation of the Person presiding as chair, or by Ordinary Resolution.

5.3 **Electronic Participation in General Meetings**

The Board may determine, in its discretion, to hold any General Meeting in whole or in part by Electronic Means, so as to allow some or all Members to participate in the meeting remotely.

Where a General Meeting is to be conducted using Electronic Means, the Board must take reasonable steps to ensure that all participants are able to communicate and participate in the

meeting adequately and, in particular, that remote participants are able to participate in a manner comparable to participants present in person, if any.

Persons participating by permitted Electronic Means are deemed to be present at the General Meeting.

5.4 Registration of Members

Every Member attending a General Meeting must register their attendance prior to the call to order for the meeting in such manner as may be established by the Board from time to time.

5.5 Quorum

A quorum at a General Meeting (unless a greater number of Members are required to be present by the *Corporations Act*) shall be the greater of ten percent (10%) of the Members or five (5) Members, each of whom is entitled to vote at the meeting.

5.6 Lack of or Loss of Quorum

If a quorum is not present within 30 minutes (or such lesser time as may be determined by the Person presiding as chairperson) from the time appointed for a General Meeting, the meeting will be terminated and, except where the meeting was convened on the requisition of Members, the Board will reconvene the meeting at a later date with notice provided in accordance with section 4.5. If at any time during a General Meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.7 Chair

The Chair, and in the absence of the Chair, the Vice-Chair, shall preside as chairperson at all General Meetings.

If at any General Meeting the Chair or Vice-Chair are not present within 15 minutes after the time appointed for the meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

5.8 Chair to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the Person presiding as chairperson shall have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the *Corporations Act* and these By-laws.

5.9 Adjournment

A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

5.10 Notice of Adjournment

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than 14 days, in which case notice of the adjourned meeting shall be given pursuant to section 4.5.

5.11 Minutes of General Meetings

The Secretary or such other Person designated by the Board shall ensure that minutes are taken for all General Meetings.

6. VOTING BY MEMBERS

6.1 Ordinary Resolution Sufficient

Unless the *Corporations Act*, these By-laws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members shall be decided by an Ordinary Resolution.

6.2 Entitlement to Vote

Each voting Member is entitled to one (1) vote on matters for determination by the Members. No other Person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

6.3 Voting Other than at General Meeting

The Board may, in its sole discretion, conduct a vote of the Members other than at a General Meeting, whether by mail-in ballot or Electronic Means, provided in each case that the Corporation provides each Member in good standing with notice of:

- (a) the text of the resolutions to be voted on;
- (b) the open and closing dates for casting a vote; and
- (c) instructions on how a Member may cast a vote.

6.4 Voting Methods

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or
- (c) by vote conducted by Electronic Means.

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than 10% of the votes present may request a secret ballot, and where so requested the vote in question shall then be conducted by

written ballot or other means whereby the tallied votes can be presented anonymously in such a way that it is impossible for the assembly to discern how a given Member voted.

6.5 Voting by Proxy

Voting by proxy is not permitted.

6.6 Voting by Chair

The Person presiding as chairperson of a General Meeting may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members.

The chairperson of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.

7. DIRECTORS

7.1 Management of Property and Affairs

The Board shall have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Corporation.

7.2 Composition of Board

The Board shall be composed of a minimum of five (5) and a maximum of nine (9) Directors, as follows, each of whom shall be elected or appointed in accordance with these By-laws:

- (a) One (1) Director only, may be an Associate Member;
- (b) All remaining Directors shall be General Members.

A Director who is eligible for one of the above categories on election, but who later ceases to be eligible for that category shall remain in office until the next annual general meeting, at which an election may be held for the vacated position.

The Board may, by Board Resolution, fix the number of Director positions within the range set above from time to time, provided that the lowering of the number shall not require any Director to resign or cease office, but shall take effect at the next election of Directors.

7.3 Invalidation of Acts

No act or proceeding of the Board is invalid by reason only of there being less than the required number of Directors in office.

7.4 Duties of Directors

Every Director shall:

- (a) further and not hinder the purposes, aims and objects of the Corporation;
- (b) act honestly and in good faith with a view to the best interests of the Corporation;
- (c) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (d) act in accordance with the *Corporations Act*;
- (e) uphold the Articles and comply with these By-laws, the Regulations and the policies of the Corporation in effect from time to time; and
- (f) abide by such codes of conduct and ethics adopted by the Corporation.

7.5 Qualifications of Directors

In addition to those qualifications for Directors set out in the Corporations Act, only those Persons eligible for membership in the Corporation may serve as elected Directors.

7.6 Term of Directors

The applicants for incorporation shall serve as the first Directors of the Corporation and shall hold office until the first annual general meeting. Thereafter new Directors shall be elected at the annual general meeting in accordance with these By-laws.

At the first annual general meeting, the elected Directors shall be divided into two groups. One-half (1/2) of the elected Directors, rounded down, shall serve a two (2) year term. The remaining elected Directors shall serve a three (3) year term. Thereafter, the term of office of each Director shall be three (3) years. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which they were elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these By-laws.

For purposes of calculating the duration of a Director's term of office, the term shall be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting their term of office shall be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting.

7.7 Consecutive Terms

A Person may be elected as a Director for consecutive terms, however, any director who has served two consecutive terms of office is not eligible for re-election to the Board until a period of at least one (1) year has elapsed since the end of their second consecutive term.

Notwithstanding the foregoing, a Director who is also an officer and whose term as Director has expired may serve the remainder of their term as officer.

7.8 Extension of Term to Maintain Minimum Number of Directors

Every Director serving a term of office shall retire from office at the close of the annual general meeting in the year in which their term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below five (5), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

7.9 Appointment to fill Vacancy

If a Director ceases to hold office before the expiry of their term, the Board, by Board Resolution, may appoint a Member qualified in accordance with section 7.5 and otherwise eligible for that category of director position to fill the resulting vacancy.

The position occupied by an appointed replacement Director shall become available for election at the next annual general meeting and each such appointed replacement Director shall continue in office until the conclusion of the next annual general meeting unless sooner ceasing to be a Director. The appointed replacement Director may run for the vacant position.

7.10 Removal of Director

A Director may be removed before the expiration of their term of office by Ordinary Resolution of the Members at a special meeting, in accordance with the provisions of the *Corporations Act*.

7.11 Ceasing to be a Director

A Person shall immediately and automatically cease to be a Director:

- (a) upon the date which is the later of:
 - (i) the date of delivering their resignation in writing to the Chair or to the Address of the Corporation; and
 - (ii) the effective date of the resignation stated therein; or
- (b) upon the expiry of their term, unless re-elected or re-appointed; or
- (c) upon the date such Person is no longer qualified pursuant to section 7.5; or
- (d) upon their removal; or
- (e) upon their death.

7.12 Transition of Directors' Terms

Each Person who is a Director on the date these By-laws become effective shall continue as a Director for the term to which they were most recently elected.

8. NOMINATION AND ELECTION OF DIRECTORS

8.1 Nomination of Directors

Nominations for election as a Director must be made in accordance with the applicable provisions of these By-laws, including this section, and such policies and procedures as are established by the Board from time to time, provided that such policies or procedures do not conflict with these By-laws.

All nominations are subject to the following rules:

- (a) A nomination must be made in writing, in a form established by the Corporation.
- (b) A nominee who is a Member must be in good standing to be nominated and must remain in good standing in order to stand for election.
- (c) A nominee must be qualified in accordance with section 7.5 in order to stand for election;
- (d) A Member may nominate themselves, and the nomination must be signed by the Member nominated and one (1) other Member.
- (e) A Member may not nominate more nominees than the total number of Director positions available for election.
- (f) Nominations must be submitted in advance of an election, in accordance with such deadlines as may be established by policy. Nominations shall not be permitted from the floor at a General Meeting.

8.2 Elections Generally

Directors shall be elected by acclamation or by vote of the Members, in accordance with the applicable provisions of these By-laws and such election policies and procedures as are established by the Corporation from time to time.

8.3 Election at Annual General Meeting

Election of Directors shall normally take place at, or prior to, the annual general meeting and Directors so elected shall take office commencing at the close of such meeting.

8.4 Election by Acclamation

In elections where the number of eligible nominees at the close of the nomination period is equal to or less than the number of positions for Directors that shall become vacant at the close of the next annual general meeting, then the eligible nominees are deemed to be elected by acclamation and no vote shall be required.

8.5 Election by Secret Ballot

In elections where there are more eligible nominees than vacant positions for Directors at the close of the nomination period, election shall be by secret ballot and the following rules shall apply:

- (a) The secret ballot may be conducted by written ballot or Electronic Means, either at or prior to the annual general meeting, all at the discretion of the Board.
- (b) Ballots shall be sent or otherwise made accessible to all Members in good standing, and only to those Persons.
- (c) Each ballot shall include the name of each eligible nominee and the number of vacancies to be filled.
- (d) No Member shall vote for more Directors than the number of vacant positions. Any ballot shall be deemed to be void if it records votes for more nominees than there are vacant positions.
- (e) Ballots shall be counted following the close of the election period by scrutineers appointed by the Board.
- (f) Nominees shall be deemed to be elected in order of those nominees receiving the most votes.
- (g) In the event of a tie between two or more eligible nominees for the final vacant position, the scrutineers shall place one ballot marked for each tied nominee into a suitable container and the Chair shall draw one ballot from the container at random, which nominee selected shall be elected to the final vacant position.
- (h) The results of an election by secret ballot shall be announced to all Members following the counting of the ballots.

8.6 Nomination and Election Policies

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines are necessary or prudent for the Corporation, provided that no such policy and procedure is valid to the extent that it is contrary to the *Corporations Act* or these By-laws.

9. POWERS AND RESPONSIBILITIES OF THE BOARD

9.1 Powers of Directors

The Board may exercise all such powers and do all such acts and things as the Corporation may exercise and do, and which are not by these By-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Corporation; and
- (b) these By-laws and the Articles.

Without limiting the generality of the foregoing, the Board shall have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Corporation. The Board shall also have the power to enter into trust arrangements or contracts on behalf of the Corporation in furtherance of the purposes of the Corporation.

9.2 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Corporation as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the *Corporations Act*, the Articles or these By-laws.

9.3 Remuneration of Directors and Officers and Reimbursement of Expenses

Subject to the *Corporations Act*, Directors may receive remuneration from the Corporation for acting in their capacity as Directors, in accordance with the policies established by the Board and approved by the FPRC. In addition, a Director may be reimbursed for all expenses necessarily and reasonably incurred by such Director while engaged in the affairs of the Corporation, provided that all claims for reimbursement are in accordance with established policies.

10. PROCEEDINGS OF THE BOARD

10.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

10.2 Regular Meetings

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board. Once the schedule for regular meetings is determined and notice given to all Directors, no further notice of those meetings is required to be provided to a Director unless:

- (a) that Director was not in office at the time notice of regular meetings was provided; or
- (b) the date, time or place of a regular meeting has been altered.

10.3 Ad Hoc Meetings

The Board may hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the Chair; or
- (b) by request of any two (2) or more Directors.

10.4 Notice of Board Meetings

At least two (2) days' notice shall be sent to each Director and the Board's FPRP Staff Support , of:

- (a) an ad hoc board meeting; or
- (b) a change to a regular board meeting for which notice was previously provided.

However, no formal notice shall be necessary if all Directors and the FPRP Staff Support were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a general meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

If a meeting of the Board shall permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means and provide instructions on how to do so.

10.5 Attendance at Board Meetings

Every Director and the Board's FPRP Staff Support is entitled to attend each meeting of the Board.

No other Person is entitled to attend meetings of the Board, but the Board may invite any Person or Persons to attend one or more meetings of the Board as advisors, observers or guests.

10.6 Participation by Electronic Means

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means, so as to allow some or all parties to participate in the meeting remotely.

Where a meeting of the Board is conducted by Electronic Means, the Corporation must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

10.7 Quorum

Quorum for meetings of the Board shall be a majority of the Directors currently in office.

10.8 Director Conflict of Interest

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Corporation, or a matter for consideration by the Directors:

- (a) shall be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) shall disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;
- (c) may not vote on the contract, transaction or matter;
- (d) shall absent themselves from the meeting or portion thereof:
 - (i) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
 - (ii) in any case, during the vote on the contract, transaction or matter; and
- (e) shall refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the *Corporations Act* or these By-laws.

10.9 Chair of Meetings

The Chair, and in the absence of the Chair, the Vice-Chair, shall preside as chairperson at all General Meetings.

If at any General Meeting the Chair or Vice-Chair are not present within 15 minutes after the time appointed for the meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

10.10 Chair to Determine Procedure

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chair shall have the authority to interpret and apply such rules of order as the meeting has adopted and determine matters in accordance with those rules, as well as the *Corporations Act* and these By-laws.

10.11 Minutes of Board Meetings

The Secretary or such other Person provided for in these By-laws or otherwise, designated by the Board, shall ensure that minutes are taken for all meetings of the Board.

11. DECISION MAKING AT BOARD MEETINGS

11.1 Questions Decided by Consensus

Unless otherwise required by the *Corporations Act* or the Articles, questions arising at any meeting of the Board shall be decided by a consensus of the Directors present at the meeting. A consensus will be considered to have been reached when no Director objects to the question on the floor before the meeting. Should the Chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question then the Chair of the meeting shall refer the question to be decided by a vote of the Directors. In such event, each Director is entitled to exercise one (1) vote. In case of an

equality of votes, the Chair of the meeting in addition to an original vote shall not have a second or casting vote, and the question shall be considered a lost motion.

Consensus decision-making cannot be used to dispense with or remove the auditor, to adopt, amend or repeal a By-law, or to make any decision that requires a Special Resolution of the Members.

11.2 Resolution in Writing

A Board Resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with minutes of the proceedings of the Board and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

11.3 Procedure for Voting

Except where expressly provided for in these By-laws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the Chair:

- (a) by show of hands;
- (b) by written ballot;
- (c) by roll-call vote or poll; or
- (d) by Electronic Means.

On the request of any one (1) or more Directors, a vote shall be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

12. OFFICERS

12.1 Officers

The officers of the Corporation are the Chair, Vice-Chair and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create. The above required officers must be Directors.

The Board may, by Board Resolution, create and remove such other officers of the Corporation as it deems necessary and determine the duties and responsibilities of all officers.

12.2 Election of Officers

At each meeting of the Board immediately following an annual general meeting, the Board shall elect the officers.

12.3 **Term of Officer**

The term of office for each officer shall be one (1) year, commencing on the date the Director is elected as an officer in accordance with section 12.2 and continuing until the first meeting of the Board held after the next following annual general meeting. A Director may be elected as an officer for consecutive terms.

12.4 **Removal of Officers**

A Person may be removed as an officer by Board Resolution.

12.5 **Replacement**

Should the Chair or any other officer for any reason be unable to complete their term, the Board shall remove such officer from their office and shall elect a replacement without delay.

12.6 **Duties of Chair**

The Chair shall supervise the other officers in the execution of their duties and shall preside at all meetings of the Corporation and of the Board.

12.7 **Duties of Vice-Chair**

The Vice-Chair will assist the Chair in the performance of their duties and will, in the absence of the Chair, perform those duties. The Vice-Chair shall also perform such additional duties as may be assigned by the Board.

12.8 **Duties of Treasurer**

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the *Corporations Act* and the *Income Tax Act*, and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

13. **EXECUTIVE DIRECTOR**

13.1 **Appointment of Executive Director**

The Board may, by Board Resolution, appoint a Executive Director as it determines necessary from time to time and the Board shall be responsible to supervise the Executive Director in the performance of that individual's duties.

13.2 Duties of Executive Director

The Executive Director, if any is appointed, shall be the senior employee of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The Executive Director shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation and, subject to Board approval, shall have the authority to hire and supervise employees as deemed necessary.

The Executive Director, if any is appointed, shall be the Secretary of the Corporation and shall be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Corporation and the Board;
- (b) the keeping of minutes of all meetings of the Corporation and the Board;
- (c) the custody of all records and documents of the Corporation, except those required to be kept by the Treasurer;
- (d) the maintenance of the register of Members; and
- (e) the conduct of the correspondence of the Corporation.

The Executive Director may be removed by Resolution of the Board.

13.3 Where No Executive Director Appointed

Where no Executive Director has been appointed by the Board, the Board shall assume the duties of the Executive Director specified in these By-laws except that the Treasurer (or other Director appointed by the Board) shall assume the duties of Secretary.

14. INDEMNIFICATION

14.1 Indemnification of Directors and Officers

Subject to section 14.3 and the provisions of the *Corporations Act*, a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Director or Officer, by reason of such party holding or having held authority within the Corporation:

- (a) is or may be joined as a party to such legal proceeding or investigative action;
or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

14.2 **Advancement of Expenses**

To the extent permitted by the *Corporations Act* and subject to section 14.3, all costs, charges and expenses incurred by a Director or Officer with respect to any legal proceeding or investigative action may be advanced by the Corporation prior to the final disposition thereof, in the discretion of the Board, and upon receipt of an undertaking satisfactory in form and amount to the Board by or on behalf of the Director or Officer to repay such amount unless it is ultimately determined that the Director or Officer is entitled to indemnification hereunder.

14.3 **Indemnification Prohibited**

Notwithstanding section 14.1, the Corporation shall not indemnify a Director or Officer against any costs, charges and expenses, including legal and other fees, incurred in connection with any legal proceeding or investigative action, if such Director or Officer:

- (a) has already been reimbursed for such expenses;
- (b) has been judged by a court, in Canada or elsewhere, or by another competent authority to have committed any fault or to have omitted to do anything that they ought to have done;
- (c) in relation to the subject matter of the legal proceeding or investigative action, did not act honestly and in good faith with a view to the best interests of the Corporation or any subsidiary of the Corporation; or
- (d) in the case of a legal proceeding other than a civil proceeding, did not have reasonable grounds for believing that their conduct, in respect of which the legal proceeding or investigative action was brought, was lawful.

14.4 **Indemnification not Invalidated by Non-Compliance**

The failure of a Director or Officer of the Corporation to comply with the provisions of the *Corporations Act*, or of the Articles or these By-laws, shall not invalidate any indemnity to which they are entitled under this Part.

14.5 **Indemnification Deemed Term**

Each Director or Officer of the Corporation on being elected or appointed shall be deemed to have contracted with the Corporation upon the terms of the foregoing indemnities.

14.6 **Purchase of Insurance**

The Corporation shall purchase and maintain insurance for the benefit of any or all Directors, Officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent of the Corporation.

15. COMMITTEES

15.1 Creation and Delegation to Committees

The Board may create such standing and special committees or working groups as may from time to time be required. Any such committee shall limit its activities to the purpose or purposes for which it is appointed and shall have no powers except those specifically conferred by a Board Resolution.

The Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

15.2 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of the committees shall be governed *mutatis mutandis* by the rules set out in these By-laws governing proceedings of the Board.

15.3 Dissolution of Committee

The Board may dissolve any committee by Board Resolution.

16. EXECUTION OF INSTRUMENTS

16.1 No Seal

The Corporation may have a corporate seal but is not required to use the seal for the purpose of executing documents.

16.2 Execution of Instruments

Contracts, documents or instruments in writing requiring the signature of the Corporation may be signed as follows:

- (a) by the Chair, together with one other director, or
- (b) in the event that the Chair is unavailable to provide a signature, by any two Directors

and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.

The Board shall have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

16.3 **Signing Officers**

The Board shall, from time to time by Board Resolution, appoint signing officers who shall be authorized to sign cheques and all banking documents on behalf of the Corporation.

17. **FINANCIAL MATTERS AND REPORTING**

17.1 **Fiscal Year**

The fiscal year end of the Corporation shall be December 31st in each year.

17.2 **Accounting Records**

The Corporation shall maintain such financial and accounting records and books of account as are required by the *Corporations Act* and applicable laws.

17.3 **When Audit Required**

The Corporation shall conduct an audit or review of its annual financial statements if:

- (a) it is required to do so by law;
- (b) the Directors determine by Board Resolution that it is in the best interests of the Corporation to conduct an audit or review engagement;
- (c) the Members require the appointment of an auditor by Ordinary Resolution; or
- (d) the FPRC requests an audit;

in which case the Corporation shall appoint an auditor qualified in accordance with, and shall comply with all relevant provisions of the *Corporations Act* and these By-laws.

17.4 **Appointment of Auditor at Annual General Meeting**

If the Corporation determines to conduct an audit or review engagement, an auditor shall be appointed at an annual general meeting, to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the *Corporations Act* or until the Corporation no longer wishes to appoint an auditor.

17.5 **Vacancy in Auditor**

Except as provided in section 17.6, the Board shall fill any vacancy occurring in the office of auditor and an auditor so appointed shall hold office until the next annual general meeting.

17.6 **Removal of Auditor**

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the *Corporations Act*.

17.7 **Notice of Appointment**

An auditor shall be promptly informed in writing of such appointment or removal.

17.8 **Restrictions on Appointment**

A Person who is not independent of the Corporation shall not be appointed or act as the auditor for the Corporation.

17.9 **Auditor's Report**

The auditor, if any is appointed, must prepare a report on the financial statements of the Corporation in accordance with the requirements of the *Corporations Act* and applicable law.

17.10 **Participation in General Meetings**

The auditor is entitled in respect of a General Meeting to:

- (a) receive every notice relating to the meeting that a Member is entitled to;
- (b) attend the meeting; and
- (c) to be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

18. **NOTICE GENERALLY**

18.1 **Method of Giving Notice**

Except as otherwise provided in these By-laws, a notice may be given to a Member or a Director either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where the member has provided a fax number or electronic mail address, by fax or electronic mail, respectively.

18.2 **When Notice Deemed to have been Received**

A notice sent by mail shall be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice shall only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail shall be deemed to have been given on the day it was so delivered or sent.

18.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given shall not be counted in the number of days required.

19. MISCELLANEOUS

19.1 Dissolution

Upon winding-up or dissolution of the Corporation, the funds and property remaining after the payment of all costs, charges and expenses properly incurred in the winding-up or dissolution, including the remuneration of the liquidator, and after payment to employees of the Corporation of any arrears of salaries or wages, and after the payment of any debts of the Corporation, shall be distributed to the Family Practice Renewal Program, through the accounts of the Newfoundland and Labrador Medical Association.

19.2 Inspection of Documents and Records

The documents and records of the Corporation, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, shall be open to the inspection of any Director or any member of the FPRC or designated staff, at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing reasonable notice, to examine any of the following documents and records of the Corporation at the Address of the Corporation during the Corporation's normal business hours:

- (a) the Articles and these By-laws, and any amendments thereto;
- (b) the statement of directors and registered office of the Corporation;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the register of Directors;
- (g) the register of Members;
- (h) the Corporation's certificate of incorporation, and any other certificates, confirmations or records furnished to the Corporation by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Corporation;
- (j) the written consents of Directors to act as such; and
- (k) the disclosure of a Director regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member shall not be entitled or have the right to examine or inspect any other document or record of the Corporation. However, subject to such policies as the Board may establish, a Member in good standing may request, in writing delivered to the Address of the Corporation, to examine any other document or record of the Corporation and the Board may allow the Member to examine the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member is allowed to examine may be provided on request by the Member for a reasonable production fee to be determined by the Board.

19.3 Right to become Member of other Corporation

The Corporation shall have the right to subscribe to, become a member of, and cooperate with any other corporation or association whose purposes or objectives are in whole or in part similar to the Corporation's purposes.

20. BY-LAWS

20.1 Entitlement of Members and Public to Copy of By-laws

A copy of these By-laws shall be posted to the Corporation's website.

20.2 Special Resolution required to Alter By-laws

These By-laws shall not be altered except by Special Resolution.

20.3 Effective Date of Alteration

Any alteration to the By-laws or Articles shall take effect on the date notice of the alteration is filed with the Registrar in accordance with the *Corporations Act*.

THESE BY-LAWS ADOPTED BY SPECIAL RESOLUTION DATED: _____,
2017.