

NORTH PERTH FAMILY HEALTH TEAM

Bylaw No. 1

**(Approved March 29, 2007,
Amended June 25, 2009;
Amended June 24, 2010;
Amended June 25, 2015)**

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Purpose

The purpose of the North Perth Family Health Team (“the Corporation”) is to plan and coordinate the delivery of primary health care services within the community of North Perth. The Corporation is also committed to working with various community groups such as the Listowel Family Health Network, the Listowel Memorial Hospital, the South West CCAC and other community health organizations to ensure that the special primary health care needs of these populations are met.

Accountability

The Corporation is accountable to the Ontario Ministry of Health and Long-Term Care (the “**Ministry**”) for all capital, operating and interim funding received by the Ministry and is responsible for the provision of all interim and annual reports required by the Ministry.

The Corporation is also accountable to the citizens of North Perth to ensure that all reasonable efforts are made to plan and provide a comprehensive range of primary health care services that include family physician services, wellness and health promotion services, mental health services, 24-hour telephone health advisory services and a comprehensive range of chronic disease management services.

Objects

The objects of the Corporation are to provide comprehensive primary health care services through an interdisciplinary team of health care professionals to the North Perth community.

Definitions

In this By-Law, the following words and phrases shall have the following meanings, respectively:

- “**Act**” means the *Corporations Act* (Ontario) and, where the context requires, includes the regulations made under it;
- “**Agreement**” means the *Guide for Developmental Grant Application and Family Health Team Development Grant Agreement* submitted by the Steering Committee together with all other agreements with the Ministry of Health and Long-Term Care concerning the establishment and operation of the Corporation;
- “**Associates**” includes the parents, children, siblings, spouse or common law partner of the Director, as well as any organization, agency, company or individual (such as a business partner) with a formal business relationship to a Director;
- “**Board**” means the board of directors of the Corporation;
- “**By-Laws**” means any by-laws of the Corporation from time to time in effect, including this By-Law No. 1;
- “**Executive Director**” means the person appointed by the Board to manage and administer the day-to-day affairs of the Corporation;

- “**Committee**” means a committee of the Board or as otherwise specified in this By-Law;
- “**Community**” means the community of North Perth and adjacent communities served by the Corporation
- “**Corporation**” means the North Perth Family Health Team;
- “**Director**” means a member of the Board;
- “**ex officio**” means membership “by virtue of office” and includes all rights, responsibilities and power to vote, unless otherwise expressly specified in these By-Laws;
- “**Head Office**” means the head office of the Corporation at 172 Elizabeth Street East, Listowel, Ontario, N4W 2P4 or such other place as the Board determines by Special Resolution from time to time;
- “**Lead Physician**” means the physician designated as the Lead Physician by the Listowel Family Health Network;
- “**Letters Patent**” means the letters patent incorporating the Corporation dated February 2, 2007, and any supplementary letters patent of the Corporation;
- “**Medical Director**” means the physician appointed by the Board who is responsible for the supervision of the clinical care provided by the Professional Staff;
- “**Member**” means a member of the Corporation;
- “**Officer**” means those officers of the Corporation;
- “**Professional Staff**” means those physicians, nurses, nurse practitioners and other health care professionals who are employed by, or on contract with, the corporation for the purpose of providing primary health care services to the Community;
- “**Rules of Procedure**” means Wainberg and Nathan’s Company Meeting Glossary;
- “**Steering Committee**” means the ad hoc body that prepared and submitted the *Guide for Developmental Grant Application and Family Health Team Development Grant Agreement* to the Ministry of Health and Long-Term Care on February 2, 2005.

Interpretation

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

- Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and vice versa; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.
- The headings used in this By-Law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions hereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.
- Any references in this By-Law to any law, By-Law, rule, regulation, order or act of any government, governmental body or other regulatory body shall be construed to reference it as amended or re-enacted from time to time or to reference any successor to it.

Members of the Corporation

The Members of the Corporation shall be the Directors of the Corporation.

Resignation

A Member may resign from the Corporation by delivering a written resignation to the Secretary. A resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the resignation, whichever is later.

Annual Meetings

The Corporation shall hold an annual meeting of its Members within three months of the ending of the fiscal year for the Corporation. The annual meeting of the Members shall be held at the Head Office, or such other place within Ontario, on such day in each year and at such time as the Board may determine.

Notice

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

- To each Member by prepaid mail at least ten (10) days in advance of the meeting by sending it to the last address as shown on the records of the Corporation; or
- To each Member by electronic communication (including facsimile or e-mail) at least ten (10) days in advance of the meeting by sending it to the last electronic communication address provided by the Member, but only if the Member has expressly consented to receiving notices in such manner.

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

The notice of an annual meeting shall contain sufficient information concerning any special business to permit the Member to form a reasoned judgment on the decision to be taken.

The following persons shall be invited to the annual meeting of the Corporation:

- Members
- Non-Director members of Committees
- The auditor
- The public
- Such other persons as determined by the Chair or by resolution of the Board.

Annual Meeting Business

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

- Approval of the minutes of the previous annual meeting
- Reading and/or the circulation of a report of the unfinished business from any previous meeting of the Corporation
- Reports from the Chair and Executive Director
- A report from the auditor, including presentation of audited financial statements and entering of the auditor's certificate into the record
- Report of the Executive Committee and election of Directors

- Appointment of the auditor, licensed under the Public Accountancy Act (Ontario), to hold office until the next annual meeting, together with a motion granting to the Directors the authority to fix the remuneration of the auditor.

Special business transacted at an annual meeting requires specific advance notice and may include: amendments to the By-Laws; Special Resolutions; or such other items of business identified in the notice of annual meeting.

Special Meetings

The Chair of the Board may call a special meeting of the Corporation. Not less than one-tenth (1/10) of the Members of the Corporation entitled to vote at a special meeting proposed to be held may, in writing, requisition the Directors to call a special meeting of the Members for any purpose connected with the affairs of the Corporation that is properly within the purview of the Members' role in the Corporation and that is not inconsistent with the Act. The requisition shall be deposited at the Head Office of the Corporation, may consist of several similar requisitions, each signed by one or more Members, and shall identify the purpose of the proposed meeting.

If the Directors, acting in their sole discretion, determine that the requisition:

- Meets the qualifications, the Directors shall call and hold such meeting within twenty-one (21) days from the date of the deposit of the requisition that met the one-tenth (1/10) threshold requirement; or
- Does not meet the qualifications set out above, the Directors shall provide the requisitioning Members with written notice of their determination within twenty-one (21) days of the date calculated pursuant to the clause above.

Special Meetings – Notice

Notice of a special meeting shall be delivered in the same manner as notice for an annual meeting. The notice of a special meeting shall state the purpose for which it is called.

Quorum

A quorum for a meeting of the Members (in person or by proxy) shall consist of 50% of the members plus one.

Chair

The chair of a meeting of the Corporation shall be:

- The Chair of the Board of Directors who also serves as the President of the Corporation²
- The Vice-Chair of the Board of Directors if the Chair is absent or unable to act
- A chair elected by the Members present if the Chair and Vice-Chair are absent or are unable to act. The Secretary shall preside at the election of the chair, but if the Secretary is not present, the Directors, from those present, shall choose a Director to preside at the election.

²Amended effective June 24, 2010

- If no Director is present or if all the Directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of their number to be the chair.

In the event of a tie vote at a meeting of the Members, the chair of the meeting shall be entitled, by virtue of the Act, to a second or tie-breaking vote.

Board Composition

The affairs of the Corporation shall be managed by a Board of Directors of nine (9) elected³ Directors. The composition of which shall be as follows:

- Three Directors from⁴ the Listowel Family Health Network
- One representative of the Municipality of North Perth
- One representative of the Listowel Memorial Hospital
- One representative from a community health service provider⁵
- Three other Directors elected by the Corporation.

Term of Office

Directors shall be elected in rotation for no more than⁶ a three (3) year term and at least three (3) Directors' terms shall expire each year.

Term of Office Restrictions

No person may be elected a Director for more terms than will constitute the greater of nine (9)⁷ consecutive years of service or three (3)⁸ consecutive terms; provided, however, that following a break in continuous service of at least one (1) annual term, the same person may be re-elected as a Director.

Termination of Office

The office of a Director shall automatically be vacated if:

- The Director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an assignment in bankruptcy or is declared insolvent;
- An order is made declaring the Director to be a mentally incompetent person or incapable of managing his or her affairs;
- The Director, by notice in writing to the Secretary of the Corporation, resigns his or her office, which resignation shall be effective at the time it is received by the Secretary of the Corporation or at the time specified in the notice, whichever is later;
- The Director dies;
- The Director ceases to meet the qualifications for Directors;
- The Director, if originally appointed as a representative of a community organization listed under "Board Composition", ceases to be affiliated with such community organization unless the Board agrees that it is in the best interests of the Corporation to allow the Director to remain on the Board for the remainder of the Director's term or such other period of time as the Board may so decide;

^{3 to 8} Amended effective June 25, 2015

- The Board, in its discretion, declares the Director's seat vacant because:
 - The Director has failed to comply with the Board's attendance policy; or
 - The Director has failed to comply with the Act, or the Corporation's By-Laws, policies or procedures, including without limitation, the confidentiality, conflict of interest and standard of care provisions contained in these By-Laws; or
 - The Director is not acting in the best interests of the Corporation;
- The Members, at a special meeting called for the purpose, vote by at least two-thirds (2/3) of the votes cast to remove a Director before the expiration of the Director's term of office.

Nominations to Board

Nominations for election as Director at the annual meeting of the Corporation will be made in accordance with the following process.

The Executive Committee shall request, at least 60 days in advance of the annual meeting, written nominations for vacant positions on the Board. If the vacancy is from one of the community organizations defined under "Board Composition", that organization will submit two (2) names for each vacant position. If the vacancy is from one of the community positions, then the Executive Committee will solicit names of interested citizens through procedures to be defined through board policy.

Nominations must be signed by at least one Member of the Corporation in good standing and accompanied by a written declaration, signed by the nominee, that the nominee will serve as a Director in accordance with this By-Law, if elected.

The Executive Committee will receive and review all nominations received. In accordance with its terms of reference, the Executive Committee shall prepare a report, including a recommended slate of nominees to the Board, to be presented at the annual meeting of the Corporation, and such report shall be forwarded to the Chair of the Board for consideration at least thirty (30) days prior to the annual meeting.

Vacancies

If a vacancy occurs at any time among the Directors (except through an increase in the number of Directors), such vacancy may, as long as there is a quorum of Directors then in office, be filled by the Directors if they shall see fit to do so; and any Director elected to fill any such vacancy shall hold office for the unexpired term of the Director who ceased to be a Director and who caused such vacancy.

Responsibilities of Directors of the Corporation

Every Director of the Corporation, in exercising his or her powers and discharging his or her duties, shall:

- Act honestly and in good faith with a view to the best interests of the Corporation
- Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Conflict of Interest

Every Director who, either directly or through one of his or her Associates, has or thinks he or she may potentially have a Conflict of Interest with respect to a proposed or current contract, transaction, matter or decision of the Corporation, shall disclose the nature and extent of the Conflict of Interest at the beginning of the Board meeting.

“Conflict of Interest” includes, without limitation, the following areas that may give rise to a conflict of interest for any of the Directors, namely:

- (i) Pecuniary or Financial Interest – a Director is said to have a pecuniary or financial interest in a decision when the Director (or his Associate) stands to gain by that decision, either in the form of, without limitation, money, gifts, benefits, favours, gratuities, patient referrals or other special considerations;
- (ii) Undue Influence – a Director’s participation or influence in Board decisions that selectively and disproportionately benefits particular agencies, companies, organizations, municipal or professional groups, or customers or stakeholders of the Corporation from a particular demographic, geographic, political, socio-economic, cultural or other group is a violation of the Director’s entrusted responsibility to act in the best interests of the Corporation as a whole;
- (iii) Adverse Interest – a Director is said to have an adverse interest to the Corporation when he or she is a party to a current, pending or threatened claim, application or proceeding against the Corporation; and
- (iv) Personal Relationship – a Director has or may be perceived to have personal interests that are inconsistent with those of the Corporation, creating conflicting loyalties”

Confidentiality/Public Relations

Every Director, Officer, and employee of the Corporation and every member of a Committee shall respect the confidentiality of matters brought before the Board or any such Committee or coming to his or her attention in the course of his or her duties, keeping in mind that unauthorized statements may adversely affect the interests of the Corporation.

The Chair of the Board is responsible for Board communications and may delegate authority to one or more Directors, Officers or to the Executive Director to make statements to the news media or public about matters that the Chair determines appropriate for disclosure. No statements respecting such matters shall be made to the public or the press by any Director, Officer, or employee except as authorized by the Chair of the Board.

Remuneration of Directors

The Directors of the Corporation shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from his or her position as such, provided that a Director may be paid reasonable expenses incurred by him or her in the performance of his or her duties as a Director.

Responsibilities of the Board

The Board shall be responsible for governing and overseeing the management of the affairs of the Corporation. In particular, the Board shall:

- Develop a comprehensive strategic plan for the organization that identifies the priority primary health care programs and services that are required in the community over the next five to ten years.
- Review the mission, vision and objectives of the Corporation on an annual basis to ensure that these goals are appropriate to meet the needs of the community and reflect the goals of the government.
- Develop effective working relationships with other health care providers in the area to ensure that services are provided in an effective and efficient manner.
- Ensure that all reports, plans and documentation required by the Ministry are submitted in an appropriate and timely manner.
- Develop effective financial management procedures to monitor expenditures and to report to the Ministry and other funding agencies on the status of financial resources.
- Develop effective policies and procedures to govern the organization.
- Develop processes for the assessment of the effectiveness of the Board, its committees and the individual Board Directors.
- Review the organizational structure of the Corporation on a regular basis to ensure that it is effective and efficient.
- Assume responsibility of the principal risks of the Corporation's business and ensure the implementation of appropriate systems to manage those risks.
- Subject to fiscal and human resources available to the Corporation, ensure that the services which are provided have properly qualified staff and appropriate facilities.
- Ascertain that methods are established for the regular evaluation of the quality of care, and that all Corporation services are regularly evaluated in relation to generally acceptable standards, and require accountability on a regular basis.
- Develop an effective public relations and communication strategy for the organization and provide regular communications to the community and other health care partners on the on-going development of the Corporation.
- Appoint an Executive Director and review the performance of the Executive Director on an annual basis.
- Delegate appropriate responsibility and authority to the Executive Director for the operation of the Corporation and the supervision of the practice of the Professional Staff in the Corporation.
- Monitor and measure corporate performance against the strategic and operating plans.
- Regularly review the functioning of the Corporation in relation to the objects of the Corporation as stated in the Letters Patent and the By-Laws, and demonstrate accountability for its responsibilities to the annual meeting of the Corporation.
- Retain overall accountability for the performance of the Corporation.

- Ensure ethical behaviour and compliance with laws and regulations, audit and accounting principles, and the By-Laws.
- Ensure the decision-making processes are transparent and that appropriate representation and input are achieved.

Principles of Governance

The Board is responsible for the governance of the Corporation. The Board shall provide strategic leadership to the Corporation in the establishment of and commitment to the Corporation's vision, mission and core values. The Board shall ensure that the Corporation provides the best possible health care. The Board serves the community in carrying out its responsibilities.

The Board shall constantly seek resources to meet the needs of the community served and shall ensure that the Corporation operates within its resources and monitors their efficient and effective use. The Board and its individual members shall be sensitive to the needs of the communities served and reflect the diversity of the communities served.

The Board shall establish a culture of open debate, forthright examination of all issues, and, when considering conflicting issues, shall act at all times in the best interests of the Corporation, while having regard for the needs of the community served.

The Board shall provide strategic leadership to the Corporation in realizing its mandate, vision and core values, focusing its energy on matters of policy rather than day-to-day operations, and maintaining at all times a clear distinction between Board and staff roles.

The Board shall carry on its duties in accordance with the Corporation's letters patent, supplementary letters patent, by-laws and all applicable legislation.

Meetings of the Board

The Board shall meet at the Head Office or another place in Ontario determined by the Board, at such time as the Board may from time to time determine.

There shall be at least six (6) regular meetings per year. Preferably, the Board will meet on a bi-monthly basis to receive reports from the Committees of the Board, the Officers of the Corporation and the Executive Director regarding the affairs and activities of the Corporation. At the beginning of each Board year, the Board shall determine the dates for the upcoming year's regularly scheduled meetings, and this schedule shall be circulated to all Directors.

Quorum

A quorum for board meetings shall consist of 50% of the directors plus one.

Notice of Regular and Special Meetings

Notice of regular Board meetings shall be sent by ordinary mail, electronic transmission or courier at least ten (10) days before the date on which the meeting is to be held.

Notice of a special meeting of the Board may be given by telephone and shall be given at least twenty-four (24) hours in advance of the meeting. The notice of a special meeting shall state the purpose for which it is called.

Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the annual meeting of Members at which the Board is elected.

Chair of Board Meetings

Board meetings shall be chaired by: the Chair of the Board; the Vice-Chair if the Chair is absent; or a Director elected by the Directors present if the Chair and the Vice-Chair are absent.

In the event of a tie vote at a meeting of the Board, the chair of the meeting shall be entitled to a second or tie-breaking vote.

Attendance of the Public

The general public may attend meetings of the Board, subject to the provisions in this By-law relating to Closed Sessions.

Members of the public who attend Board meetings shall not interfere with the orderly conduct of meetings and the Chair of the Board may expel any person for improper conduct at a meeting of the Board.

Closed Sessions

The public may attend meetings of the Board as guests. Notwithstanding any other provision in this By-Law, the Board may, at its option and without notice, choose to hold all or any part of a Board meeting *in camera*, if the subject matter under consideration involves:

- The disclosure of intimate, personal or financial information in respect of an employee or prospective employee; or a Director, Officer or Committee member of the Corporation;
- The acquisition or disposal of real estate;
- The deliberations or decisions in respect of negotiations with employees of the Corporation;
- Any legal proceeding or potential legal proceeding affecting the Corporation;
- Instructions given to or opinions received from professional advisors (e.g., lawyers, auditors, architects, etc.) to the Corporation; or
- Such other matter deemed by the Chair to be of a sensitive or confidential nature.

In addition to the guests identified above, the Board, by resolution and in its discretion, may allow guests (including employees and contractors) to attend all or part of the *in camera* portions of Board meetings, provided such guests agree to respect the confidentiality of such *in camera* discussions and such agreement is noted in the minutes of the meeting.

Matters discussed at *in camera* meetings of the Board are confidential and may not be disclosed to the public without the prior approval of the Board.

Board Officers

The Board shall elect at its first meeting following the annual meeting of the Corporation the following Officers of the Corporation from amongst the Directors:

- Chair of the Board
- Vice-Chair of the Board.
- Treasurer.

Upon the election of the Chair of the Board, the Director formerly serving as Chair shall serve as Past Chair, if that Director continues to serve on the Board.

The Executive Director shall serve as the Secretary of the Corporation, unless determined otherwise by resolution of the Board.

The Officers of the Corporation shall be responsible for the duties set forth in these By-Laws. They are not necessarily required to perform such duties personally, but they may delegate to others the performance of any or all such duties.

Any Officer of the Board shall cease to hold office upon resolution of the Board.

Term of Office Restrictions

No Director may serve as Chair or Vice-Chair for more than two (2) consecutive annual terms in one office; provided, however, that following a break in continuous service of at least one (1) annual term, the same person may be re-elected or re-appointed to the office.

The Board may, by a resolution passed by at least two-thirds (2/3) of the votes cast by the Directors present at the meeting, make an exception to the term of office restrictions contained in this Section when necessary or advisable to allow the Chair or Vice-Chair to carry out their terms of office or to continue in office until a successor is named.

Duties of the Chair of the Board

The Chair of the Board shall, without limitation:

- Preside at all meetings of the Board and act as chair of such meetings
- Report to each annual meeting of the Corporation, and at all such other times as the Chair may consider necessary, concerning the management and operations of the Corporation
- In consultation with the Executive Director, develop the agenda for Board meetings
- Where possible, ensure that appropriate Board and Committee information and supporting materials are provided to the Board and Committee members prior to the meeting
- Report regularly to the Board issues that are relevant to their governance responsibilities
- Be responsible for addressing issues associated with under-performance of individual Directors including, if applicable, their removal from the Board
- Ensure that the annual review of the Executive Director's performance and compensation is done in accordance with Board policy
- Represent the Corporation at public or official functions
- Be an ex officio member of all Committees of the Board
- When present, preside at meetings of the Executive Committee

- Serve as the Board's central point of official communication with the Executive Director and, as such, develop a positive, collaborative relationship with the Executive Director, including acting as a sounding board for the Executive Director on emerging issues and alternative courses of action
- Stay up-to-date about the Corporation and determine when an issue needs to be brought to the attention of the Board or a Committee
- Set a high standard for Board conduct by articulating and upholding rules of conduct set out in By-Laws and policies
- Intervene when necessary in instances involving Conflict of Interest, confidentiality and other Board policies
- Assume and perform such other duties as may from time to time be assigned by the Board
- Work closely with the Executive Director to ensure that the Board and its Committees function in accordance with the By-laws.

Duties of the Vice-Chair of the Board

The Vice-Chair of the Board shall have all the powers and perform all the duties of the Chair during the absence or disability of the Chair; and perform such other duties, if any, as may be from time to time assigned by the Board.

Duties of the Treasurer

The Treasurer of the Corporation shall:

- Oversee the management of the finances of the Corporation, and ensure that appropriate reporting mechanisms and control systems as established by the Board are in place, and monitor such mechanisms and systems for compliance.
- Ensure that systems for control for the care and custody of the funds and other financial assets of the Corporation and for making payments for all approved expenses incurred by the Corporation are in place, are functional and adequate, and monitor for compliance with such systems.
- Ensure that appropriate banking resolutions and signing authority policies as established by the Board are in place, regularly reviewed and updated, and monitor for compliance with such resolutions and policies.
- Ensure that systems for control as established by the Board for the maintenance of books of account and accounting records required by the Act are in place, are functional and adequate and monitor for compliance with such resolutions and policies.
- Review and submit to the Board for approval a financial statement for the past year.
- Submit quarterly certificates to the Board in respect of the previous quarter evidencing that all wages owing to employees and source deductions relating to the employees that the Corporation is required to deduct and remit to the proper authorities (including the *Income Tax Act*, Canada Pension Plan, the *Employment Insurance Act* and the *Employer Health Tax Act*) have been made and remitted to the proper authorities, and that all taxes collected pursuant to the *Excise Tax Act* (GST) and the *Retail Sales Tax Act* (Ontario) have been collected and remitted to the appropriate authorities.
- Where there is concern with respect to any of the above, review the matter with the Executive Director and report to the Board the results of those deliberations.
- Perform such other duties as may be assigned to the Treasurer by the Board.

Duties of the Secretary

The Secretary shall:

- Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Committees appointed or authorized by the Board.
- Give, or cause to be given, notice of all meetings of the Corporation, the Board and its Committees; keep a roll of names and addresses of the members of the Board; attend to correspondence of the Board.
- Ensure that all reports required by the Ministry and other provincial agencies are submitted in accordance with their requirements.
- Keep copies of all testamentary documents and trust instruments by which benefits are given to the use of the Corporation.
- At least semi-annually provide an accounting to the Board with respect to all funds held in trust by the Corporation.
- Chair the first meeting of the Directors of the Corporation following the annual meeting until such time as the Chair of the Board is elected by the Directors.
- Maintain custody of all minute books, documents and registers of the Corporation and ensure that the same are maintained as required by the Act and other applicable legislation.
- Be the custodian of the seal of the Corporation.
- Perform such other duties as may be required of the Secretary by the Board.

Duties of the Executive Director

The Executive Director shall be appointed by the Board in accordance with its approved selection process. The Board may at any time revoke or suspend the appointment of the Executive Director. The Executive Director shall:

- Be responsible to the Board for the management of all affairs of the Corporation as directed by the Board from time to time. The Executive Director's duties include the exercise of the authority delegated to the Executive Director by the Board through Board policies for the organization and operation of the Corporation.
- Serve as Secretary of the Corporation unless otherwise determined by resolution of the Board, and in such capacity shall attend all meetings of the Corporation, the Board and Committees.
- Be an ex-officio Director of the Corporation and attend all meetings of the Board and its Committees.
- Establish processes to monitor the quality of care provided by the Corporation and ensure that the organization adheres to accepted quality assurance, professional practice, patient and staff safety and clinical management standards.
- Work with the Board to plan, organize and implement a comprehensive range of primary health care programs and services that meet the needs of the community and are in keeping with the strategic plan for the Corporation.
- Maintain effective working relationships with all Professional Staff and community organizations and report to the Board on a regular basis regarding the status of these relationships.
- Ensure that a comprehensive public education and communication plan is developed for the organization and is implemented in accordance with an agreed upon implementation plan.
- Develop a plan to ensure that all employees and independent contractors understand and respect the values, culture and patient care philosophy of the Corporation.

- Represent the Corporation externally to the Ministry and to other community stakeholders as well as other organizations and agencies across the Province.
- Ensure that all reports are submitted to the Ministry and to other government agencies in a timely manner and in accordance with legal and statutory requirements.
- Report to the Board regarding any legal actions that have been or may be initiated against the Corporation or any of its Professional Staff and keep the Board apprised of these actions on a regular basis.
- Perform such other duties as may be required by the Board.

Responsibilities of the FHT Medical Director

The Board shall appoint a physician as a Medical Director. The Board at any time may revoke or suspend the appointment of the Medical Director. The Medical Director shall:

- Report to the Executive Director in respect of the clinical operations of the Corporation and the recommendations and actions of the Collaborative Practice Committee and any other matters about which the Executive Director should have knowledge.
- Recommend to the Executive Director, an alternate to act during his or her absence.
- Be the Chair of Patient Quality Care Committee.
- Together with the Executive Director ensure that there is an appropriate quality assurance and risk management system in place within the Corporation.
- Review the clinical practice of any professional within the Corporation when necessary.
- Investigate any patient complaints or situations at the request of the Executive Director.
- Assign, or delegate the assignment of, as may be appropriate, a member of the Professional Staff to discuss in detail with any member of the Professional Staff any matter which is of concern to the Medical Director and to report the discussion to the Executive Director.
- Perform any other functions requested by the Executive Director.

Indemnification of Directors and Officers

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

All costs, charges and expenses whatsoever which such Director, Officer or Committee member sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and

All other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

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

Notwithstanding any other provision of this By-Law, the *Charities Accounting Act* (Ontario) prohibits any indemnity being paid or insurance purchased if doing so would render the Corporation insolvent.

Committees of The Board

The Board may establish standing and special Committees whose members will hold their offices at the will of the Board. The standing Committees of the Board shall be: the Executive Committee; the Audit Committee; and such other standing or special Committees as the Board may from time to time deem necessary.

Two or more of the Standing Committees may be combined into one committee that will perform the duties as listed in these By-laws.

Special Committees shall be those Committees appointed for specific duties whose mandate shall expire with the completion of the tasks assigned. The Board shall prescribe terms of reference for any special Committee.

The members of any Committee (other than the Executive and Audit Committees) need not be Directors of the Corporation. The Board shall appoint members of all Committees and the chair of all Committees, taking into consideration the recommendations of the Executive Committee.

Executive Committee

The Executive Committee shall consist of:

- The Chair of the Board, who shall be chair of the Committee
- The Vice-Chair of the Board
- The Treasurer
- the Executive Director (non-voting)
- the Medical Director (non-voting).

The Executive Committee shall:

- Exercise the full powers of the Board in all matters of administrative urgency between regular meetings of the Board, reporting every action at the next meeting of the Board.
- Evaluate the Executive Director's performance and recommend his or her compensation, and set his or her goals and objectives.
- Perform such other duties as assigned from time to time by the Board .
- Request, review and report to the Board on nominations to the Board.

Audit Committee

To ensure independent oversight of both governance and management functions, the Audit Committee shall be composed of; the Treasurer of the corporation who will serve as the Chair of the committee¹; and two (2) other individuals who are not Directors. The Audit Committee will meet at least three (3) times yearly.

¹ Amended effective June 25, 2009

The Board shall strive to ensure that all members of the Committee have a working familiarity with basic finance and accounting practices, and at least one (1) member of the Committee shall have accounting or related financial management expertise. Committee members may enhance their familiarity with finance and accounting by participating in educational programs offered or supported by the Corporation.

The Audit Committee shall perform the following functions:

- Conduct the audit planning and preparation.
- Review the procedures for establishing remuneration and benefits, and for approving expenses.
- Receive and review the integrity and effect of policies regarding the financial operations, systems of internal control and reporting mechanisms and that they are in accordance with generally accepted accounting principles and provisions and their appropriateness to minimize potential financial risks.
- Enquire into the major financial risks faced by the Corporation, and the appropriateness of related controls to minimize their potential impact.
- Review the unaudited and audited financial statements of the Corporation whether interim or year end and report to the Board prior to the Board's approval thereof.
- Recommend, when appropriate, approval of the financial statements to the Board.
- Review the report of the external auditors on the annual financial statements.
- Monitor and evaluate the performance of the external auditors.
- Prepare a report to the Board of Directors discussing the actions it has taken and the assistance the Committee has had in fulfilling its duties during the past reporting period.
- Review the entire annual report for consistency with the financial statements.

The external auditors and any member of the Committee may call a meeting of the Committee as he or she determines necessary.

Meetings of the Committee are to be scheduled to take place on a regular basis, with opportunities for the external auditors and senior management to meet separately with the independent members of the Committee.

The Committee shall meet with the external auditors at least twice (2) a year, at the request of the auditors and as required by the Committee or the Board.

Other Committee Terms of Reference

The Board shall set out the terms of reference for such other Committees created by the Board in a Board Committee Policy, as amended by the Board from time to time.

Authorized Signing Officers

Contracts, documents, cheques, banking documents or instruments in writing requiring the signature of the Corporation may be signed by the Executive Director, provided the expenditure contemplated by the document has been specifically included in an annual operating budget approved by the Board; or for expenditures not approved by the Board, any two Officers and/or Directors, or such other person(s) authorized by the Board.

The Board may direct, by resolution, the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed.

Banking and Borrowing

Bank accounts of the Corporation shall be kept at such banks and in such places and shall be operated in such manner and by such persons as the Board shall from time to time determine by by-law. The Board may from time to time:

- Borrow money on the credit of the Corporation
- Issue, sell or pledge debt obligations (including bonds, debentures, debenture stock, notes or other like liabilities whether secured or unsecured) of the Corporation
- Charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation
- Delegate the powers conferred on the Board under this Sub-section to such Officer or Officers of the Corporation and to such extent and in such manner as the Directors shall determine.

Seal

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

Investments

The Board may invest in any investments that are authorized by the Corporation's investment policy. The Board shall develop the Corporation's investment policy.

Donations

No benefit given in trust to or to the use of the Corporation for endowment purposes shall be hypothecated, transferred or assigned to obtain credit or to receive funds except as allowed by the *Trustee Act* (Ontario).

The Secretary shall keep copies of all testamentary documents and trust instruments by which benefits are given, bequeathed or devised to, or to the use of, the Corporation.

Auditor

The Corporation shall at its annual meeting appoint an auditor who shall not be a member of the Board or an Officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the provisions of the *Public Accountancy Act* (Ontario), to hold office until the next annual meeting of the Corporation.

The auditor shall have all the rights and privileges as set out in the Act and shall perform the audit function as prescribed therein.

Fiscal Year

Unless otherwise ordered by the Board, the fiscal year of the Corporation shall terminate on March 31 in each year.

Notices

Any notice or other document required by the Act, the Letters Patent or the By-Laws of the Corporation to be sent to any Member or Director or to the auditor shall be delivered personally or sent by prepaid mail or facsimile to any such Member or Director at their latest addresses shown in the records of the Corporation and to the auditor at its business address, or if no address be given therein then to the last address of such Member or Director known to the Secretary; 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.

The signature to any notice may be written, stamped, typewritten, printed or partly written, stamped, typewritten or printed.

Where a given number of days notice or notice extending over any period is required to be given, the day of service or posting of the notice shall, unless it is otherwise provided herein, be counted in such number of days or other period.

A certificate of the Secretary, Treasurer or any other Officer of the Corporation in office at the time of the making of the certificate as to facts in relation to the mailing or delivery of any notice to any Member, Director, Officer or auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, Director, Officer or auditor of the Corporation, as the case may be.

Amendment of By-Laws

The Board may, by a majority vote, pass or amend the By-Laws of the Corporation from time to time. Where it is intended to pass or amend the By-Laws at a meeting of the Board, written notice of such intention shall be sent by the Secretary to each Director at his or her address as shown on the records of the Corporation by ordinary mail not less than ten (10) days before the meeting.

Where the notice of intention required is not provided, any proposed By-Laws or amendments to the By-Laws may nevertheless be moved at the meeting and discussion and voting thereon adjourned to the next meeting, for which no notice of intention need be given.

Effective Date

Except as expressly provided in the Act, the By-Laws or an amendment to the By-Laws passed by the Board have full force and effect from the time the motion was passed; or from such future time as may be specified in the motion.

Approval by Members

The By-Laws or an amendment to the By-Laws passed by the Board shall be presented for confirmation at the next annual meeting or to a special general meeting of the Members of the Corporation called for that purpose. The notice of such annual meeting or special general meeting shall refer to the By-Laws or amendment to be presented.

The Members at the annual meeting or at the special general meeting may confirm the By-Laws as presented or reject or amend them, and if rejected, they thereupon cease to have effect, and if amended, they take effect as amended.

Any amendment to the portion of the By-Laws relating to the borrowing powers of the Corporation is not effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of Members duly called for considering it.

Rejection

In any case of rejection, amendment, or refusal to approve the By-Laws or part of the By-Laws in force and effect in accordance with any part of this Section, no act done or right acquired under any such By-Laws is prejudicially affected by any such rejection.

ENACTED as By-Law No. 1 on the 29th day of March, 2007 and amended as of June 25th, 2015.

WITNESS the seal of the Corporation.

Chair

Secretary

CONFIRMED by the Members this 16th day of September 2010, with amendments confirmed on the 25th day of June, 2015.

Chair

Secretary