

BY-LAW NO. 1

A by-law relating generally to the conduct of the affairs of the
BLACK PHYSICIANS' ASSOCIATION OF ONTARIO
(the "Corporation")

Section 1 - General

1.01 Definitions

In this by-law, unless the context otherwise requires:

- a) "Act" means the Corporations Act, R.S.O. 1990, c. C.38 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b) "Annual meeting" means a meeting of the members of the corporation which the directors must call annually.
- c) "Board" means the board of directors of the Corporation;
- d) "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- e) "Chair" means the chair of the Board;
- f) "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- g) "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- h) "'Member" means a member of the Corporation;
- i) "Members" means the collective membership of the Corporation;
- j) "Officer" means an officer of the Corporation; and
- k) "Special Meeting" means a special meeting of the Members, other than an annual meeting, called from time to time by the directors of a corporation.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Head Office

1.04 The Head Office of the Corporation shall at all times have a registered office at the location that the articles provide that the head office is to be situated. The location of the head office may, by resolution of directors, be changed to another location within Ontario.

1.05 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.06 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors of which at least one shall be the President, Vice-President or Treasurer. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Section 2 – Directors

2.01 Qualifications

A Director must not be less than eighteen (18) years of age, must be an individual, must have power under law to contract and shall be a voting member of the Corporation.

2.02 Composition of Board

The affairs of the Corporation shall be managed by a Board of Directors. Each member of the Board of Directors, at the time of his or her election or appointment, or within (10) days thereafter and throughout his or her term of office, shall be a voting member of the Corporation.

The following Directors are also Officers of the Corporation, and are elected to the Board: President, Vice-President, Secretary, Treasurer, and Director of Professional Development.

The Immediate Past President shall serve on the Board in an *ex-officio* capacity.

The Board shall appoint a Chair from among the Directors by a simple majority of votes.

2.03 Election or Appointment and Removal of Directors

At the first meeting of Members, and at each succeeding annual meeting at which an election of Directors is required, the following Directors, who also served as Officers of the Corporation,

shall be elected by the Members: President, Vice-President, Secretary, Treasurer, and Director of Professional Development.

Directors who do not also serve as Officers shall be appointed by the Directors at the first meeting of the Board following an annual meeting of Members.

A person shall not be entitled to hold office as a Director if he or she is not a member in good standing, and has not attended at least one annual meeting within the past two (2) annual meetings.

The Directors of the Corporation may remove any Director from office before the expiration of their term, for cause, by resolution passed by at least 2/3 of the votes cast at a meeting held in accordance with Section 9.

2.04 Term

Directors shall be elected or appointed to hold office for a term expiring not later than the close of the second annual meeting of Members following their election or appointment.

In the case of the Immediate Past President (*ex-officio*), the term of office expires when he/she no longer holds the office of the Immediate Past President.

2.05 Vacancies

The office of a Director shall be vacated immediately:

- a) if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- b) if the Director dies or becomes bankrupt;
- c) if the Director is found to be incapable of managing property by a court or under Ontario law; or
- d) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members entitled to vote removing the Director before the expiration of the Director's term of office.

2.06 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a) a quorum of Directors may fill a vacancy among the Directors;
- b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member entitled to vote;

- c) if the vacancy occurs as a result of the voting Members removing a Director, the voting Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.07 Committees

Committees may be established by the Board as follows:

- a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.08 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act; and
- c) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Directors may be called by the Chair or Vice-Chair or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the

Directors by giving not less than five days' notice to each Director, stating the time and place of the meeting.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, or if the Chair is unable to preside at a Board meeting, the Directors present shall choose a Director to act as Chair of the meeting.

3.05 Quorum

Five (5) directors present at a meeting of the Board constitutes a quorum for the transaction of business by the board.

3.06 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

3.07 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.02 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 - Officers

5.01 Officers

The Officers of the Corporation shall be President, Vice-President, Secretary, Treasurer, and Director of Professional Development, and any other such Officers as the Board may, by by-law, determine.

The Officers of the Corporation also serve as Directors of the Corporation. Any two offices may be held by the same person.

The Officers shall be elected at an annual meeting of Members at which an election of Directors is required. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

A person shall not be entitled to hold office as an Officer if he or she is not a member in good standing and has not attended at least one annual meeting within the past two (2) annual meetings.

5.02 Term

The Officers of the Corporation shall hold office for a term of two years from the date of appointment or election or until their successors are elected or appointed in their stead.

5.03 Duties

The Officers of the Corporation shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the President

The President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.06 Duties of the Vice- President

If the President is absent or is unable or refuses to act, the Vice-President shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.08 Duties of the Secretary

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.09 Duties of Director of Professional Development

The Director of Professional Development shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

5.10 Duties of the Immediate Past President

The Immediate Past President shall perform such duties and provide such advice as from time to time is requested by the President or Board of Directors.

5.11 Office Held at Board's Discretion

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

Section 6 – Protection of Directors

6.01 Protection of Directors

No Director of the Corporation shall be liable for damages caused by any other Director or other person acting on behalf of the Corporation.

Every Director of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and his or her heirs, executors, administrators, estate and effects, respectively shall from time to time and at all times, be indemnified and saved harmless out of the funds of the of the Corporation, from and against:

- (a) all losses, costs, charges and expenses which such Director or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against such a Director, or in respect of any act, omission, deed, matter or thing whatsoever, made, done, permitted or omitted to be done by such Director, in or about the execution of such director's office or in respect of any such liability; and
- (b) all other costs, charges and expenses which such Director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director's own willful neglect or default.

Section 7 – Conflict of Interest

7.01 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of the Board or vote on any resolution to approve any such contract or proposed transaction.

Section 8 – Members

Section 8.01 Members

Membership in the Corporation shall consist of two classes of Members, namely 'Class A Members' and 'Class B Members'. The Board may, by resolution, approve the admission of the Members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. The following conditions of Membership shall apply:

8.02 Membership

Class A Members

Class A Members shall be individuals who have applied and been accepted for Class A Membership in the Corporation. Class A Members must fall within one of the following categories of membership:

- a) Ontario-licensed physicians with over 3 years of practice experience
- b) Ontario-licensed physicians with less than 3 years of practice experience
- c) Ontario-based physician trainees (residents or fellows)

- d) Retired Physicians or those granted emeritus status
- e) Non-physician members of the Board

The term of Membership of a Class A Member shall be one year, subject to renewal in accordance with the policies of the Corporation.

Each Class A member is entitled to receive notice of, attend and vote at all meetings of Members, and each Class A member shall be entitled to one (1) vote at such meetings.

Class B Members

Class B Members shall be individuals who have applied and been accepted for Class B Membership in the Corporation. Class B Members are those who are not members of the Board, and fall within one of the following categories of membership:

- a) Students
- b) Non-physician health professionals
- c) Other Professionals (i.e. working outside of the health sector)
- d) Physicians Working Outside of Ontario

The term of Membership of a Class B Member shall be one year, subject to renewal in accordance with the policies of the Corporation.

Subject to the Act, a Class B Member shall not be entitled to receive notice of or vote at meetings of the Members of the Corporation.

Section 8.03 Maintaining and Terminating Membership

Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

The maintenance of membership requires payment of the annual membership fee. Membership fees vary according to membership category, and are set by the Board.

8.04 Disciplinary Act or Termination of Membership for Cause

- a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
- b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days

before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 9 – Members’ Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor’s report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and subsequent special meetings;
- c) consideration of the financial statements;
- d) report of the auditor or person who has been appointed to conduct a review engagement;
- e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
- f) election of Directors; and
- g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member’s proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Directors may call a special meeting of voting Members of the Corporation. The Board shall convene a special meeting on written requisition of not less than one-tenth of the voting Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

9.03 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or Members’ meeting shall be given in the manner specified in the Act to each voting Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the voting

Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the voting Member of the right to vote by proxy.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the voting Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the voting Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a) each voting Member shall be entitled to one vote at any meeting;
- b) votes shall be taken by a show of hands among all voting Members present and the chair of the meeting shall have a vote;
- c) an abstention shall not be considered a vote cast;
- d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any voting Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the

articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered personally to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given 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.

10.02 Computation of Time

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 not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section- 11 – Adoption and Amendment of By-laws

This bylaw may be amended by a majority vote of the Board and voting Members.

SCHEDULES

Schedule A

Position Description of the President

Role Statement

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The President ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Agendas. Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

Direction. Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal. Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Work Plan. Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation. Serve as the Board's primary contact with the public.

Reporting. Report regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct. Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship. Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning. Ensure succession planning occurs for senior management, if any, and Board.

Committee Membership. Serve as member on Board committees determined by the Board from time to time.

Schedule B

Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds. The treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Directors.

Financial Statement. Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Schedule C

Position Description of the Secretary

Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct. Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management. Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings. Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

Schedule D

Position Description of the Director of Professional Development

Role Statement

The Director of Professional Development works collaboratively with the president and senior management, if any, to support the Board in achieving its professional development initiatives.

Responsibilities

The Director of Professional Development shall:

- a. plan and supervise the Annual Continuing Professional Development Conference.
- b. present an annual budget to the Treasurer.
- c. organize various professional development activities with the assistance of the Board.
- d. establish and maintain a mentorship network for the members of the association.
- e. perform such other duties as the Board may determine from time to time.
- f. report on his/her assigned duties to the Board.