

CONSTITUTION AND BY-LAWS

OF THE

Federation of Medical Regulatory Authorities of Canada

Fédération des ordres des médecins du Canada

As Amended and Approved by the Members on 7 January 2014


1.0 The Name

1.1 FMRAC

- The name of this organization is the Federation of Medical Regulatory Authorities of Canada / la Fédération des ordres des médecins du Canada (“FMRAC”).

1.2 Seal



1.2.1 The Seal of FMRAC bearing the following design  is and shall continue to be until changed by the Board, the Seal of FMRAC.

1.2.2 The Seal shall be in the custody of the Executive Director and shall be affixed to all documents required to be sealed on behalf of FMRAC.

2.0 Purpose, Mission, Guiding Principles and Objects

FMRAC has a purpose, mission, guiding principles and objects that are periodically reviewed and updated.

3.0 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**Affiliate**" means an association, organization or agency with which FMRAC maintains formal links on issues of common interest or concern and is so identified by resolution of the Board of Directors;

"**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**Atlantic Region**" means the Provinces of New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador and the Territory of Nunavut.

"**Board**" means the board of directors of the Corporation;

"**By-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**Director**" means an individual elected as a director pursuant to the provisions of Article 6.2 herein;

“Medical Regulatory Authority” means any agency established by provincial or territorial legislation to regulate the practice of medicine;

"Meeting of the Members" includes an annual meeting of the Members or a special meeting of the Members; "special meeting of the Members" includes a meeting of any class or classes of Members and a special meeting of all Members entitled to vote at an annual meeting of the Members;

“Member” means a body confirmed in compliance with section 4.1;

“Membership Fee” means a membership fee which may be charged by the Board and payable by a Member pursuant to Articles 4.2 and 5.2.9;

“Officers” means the Officers of FMRAC who shall be the President, President-Elect, Immediate Past President and Executive Director;

“Ontario” means the Province of Ontario;

"Ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"Proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

“Québec” means the Province of Québec;

“Region” means one of the Atlantic Region, Ontario, Québec and the Western Region;

“Registrar” means the most senior staff person of a Member whose responsibilities include maintaining a register of licensed physicians and acting as the chief administrative officer;

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;

"Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and

“Western Region” means the Provinces of British Columbia, Alberta, Saskatchewan, Manitoba and the Territories of the Yukon and the Northwest Territories.

4.0 Conditions of Membership

- 4.1 Provincial and territorial Medical Regulatory Authorities in Canada shall be eligible for membership in FMRAC and membership shall be confirmed by the Executive Director upon the receipt of a written request and upon payment of any Membership Fees.
- 4.2 Membership fees payable by Members shall be determined annually by a resolution of the board.
 - 4.2.1 Membership fees shall be payable annually.
 - 4.2.2 Membership fees shall be based on the number of physicians registered to practise in the Member's jurisdiction who hold a full time license and are a resident of the jurisdiction.
 - 4.2.3 Membership fees shall be set from time to time for the purpose of covering the operational costs of FMRAC.
- 4.3 Affiliate status may be conferred on any association, organization or agency in accordance with policies as determined from time to time by resolution of the Executive Committee.
- 4.4 Rights and Obligations of Membership
 - 4.4.1 Members may be referred to as "Member of the Federation of Medical Regulatory Authorities of Canada" and as such may receive and transmit communication through the office of FMRAC.
 - 4.4.2 The costs of FMRAC shall be borne primarily by the Members, in accordance with the provisions set in Article 4.2.
 - 4.4.3 Membership is automatically renewed on the first of January of each year, unless terminated upon the happening of any of the following events:
 - (1) The Member organization ceases to exist;
 - (2) The Member organization withdraws from FMRAC by delivering a written resignation to the President and/or Executive Director of FMRAC. Any such resignation shall require a minimum of one-year notice or, payment of all Membership fees and annual assessments in lieu thereof.

5.0 Powers of the Board

5.1 Affairs Conducted by the Board

The affairs of FMRAC shall be conducted by the Board. Directors shall be elected in accordance with the provisions in Article 6.1 herein.

- 5.2 The Board has the powers, rights, and privileges conferred upon and vested in corporations by the Act and in addition it may do the following things for the purposes of FMRAC:
- 5.2.1 Govern the affairs of FMRAC.
 - 5.2.2 Establish and support the development of funds, trusts, and conveniences calculated to serve the Members, and to benefit employees or ex-employees of FMRAC or the dependants or relatives of such persons, and grant pensions and allowances, and make payments toward insurance or pensions for such persons.
 - 5.2.3 Subscribe, apply or guarantee payment of money for the advancement of medical education or research or for objects considered by the Board beneficial to or in the interests of the public and/or the medical profession.
 - 5.2.4 Establish and award scholarships and prizes.
 - 5.2.5 Print, publish, sell or distribute reports of FMRAC, its Members or such other information or material as the Board may determine.
 - 5.2.6 Purchase, acquire, take, hold, possess land, tenements or personal property and sell, mortgage, lease or dispose of same.
 - 5.2.7 Collect and accept money to be used to further the purpose and goals of FMRAC.
 - 5.2.8 Invest money in stocks, bonds, or debentures eligible for the investment by insurance companies under the "Insurance Companies Act (Canada)".
 - 5.2.9 Establish membership fees.
 - 5.2.10 Expend such monies as it considers necessary to conduct the affairs of FMRAC.
 - 5.2.11 Lease or purchase real property; enter into contracts and leases, including contracts of employment and personal service contracts.
 - 5.2.12 Purchase insurance to indemnify individuals who serve at the request of FMRAC on Boards and Committees or assume specific tasks on behalf of FMRAC.

6.0 The Board

- 6.1 The Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by ordinary resolution.

6.2 Election of Directors

The Directors of the Corporation shall be elected by the Members at an annual Meeting of the Members. A Director, if otherwise qualified, is eligible for election for consecutive terms.

The Nominating Committee shall develop a slate of candidates for consideration for election to the Board of Directors by the Members at an annual meeting of the Members. Such slate shall be included in the Notice of the Meeting of the Members to be sent to the Members pursuant to Article 8.5. In developing a slate of Directors for consideration by the Members, at the annual Meeting of the Members, or at a Special Meeting of the Members if need be, the Nominating Committee shall develop a slate of Directors based on guidelines which shall take into consideration the following:

- 6.2.1 One of the proposed candidates shall be the Registrar of the College of Physicians and Surgeons of British Columbia;
- 6.2.2 One of the proposed candidates shall be the Registrar of the College of Physicians and Surgeons of Alberta;
- 6.2.3 One of the proposed candidates shall be the Registrar of the College of Physicians and Surgeons of Saskatchewan;
- 6.2.4 One of the proposed candidates shall be the Registrar of the College of Physicians and Surgeons of Manitoba;
- 6.2.5 One of the proposed candidates shall be the Registrar of the College of Physicians and Surgeons of Ontario;
- 6.2.6 One of the proposed candidates shall be the Registrar of the Collège des médecins du Québec;
- 6.2.7 One of the proposed candidates shall be the Registrar of the College of Physicians and Surgeons of New Brunswick;
- 6.2.8 One of the proposed candidates shall be the Registrar of the College of Physicians and Surgeons of Prince Edward Island
- 6.2.9 One of the proposed candidates shall be the Registrar of the College of Physicians and Surgeons of Nova Scotia;
- 6.2.10 One of the proposed candidates shall be the Registrar of College of Physicians and Surgeons of Newfoundland and Labrador;
- 6.2.11 One of the proposed candidates shall be the Registrar of the Yukon Medical Regulatory Authority;

6.2.12 One of the proposed candidates shall be the Registrar of the Northwest Territories Medical Regulatory Authority;

6.2.13 One of the proposed candidates shall be the Registrar of the Nunavut Medical Regulatory Authority.

6.2.14 Nominations from the Floor are prohibited.

Should the Nominating Committee not be successful in identifying one or more candidates in accord with this Article then so long as there is an overall quorum for Directors such position shall be left vacant until the next annual Meeting of the Members.

6.3 Functions and Duties of the Board

The Board shall govern, determine, control and administer the affairs of FMRAC and without limiting the generality of the foregoing may:

6.3.1 Enter into, or make or cause to be entered into or made, contracts or agreements which FMRAC may lawfully enter into or make.

6.3.2 Authorize committees of the Board from time to time to exercise and carry out any of the powers conferred by this By-law.

6.3.3 Establish membership fees.

6.3.4 Expend such monies as it considers necessary to conduct the affairs of FMRAC.

6.3.5 Make By-laws, resolutions and rules for the exercise and carrying out of powers and without limiting the generality thereof may make rules respecting:

(i) The management of FMRAC and the appointment of members to committees.

(ii) The representation from other associations, organizations or agencies on the Board.

(iii) The reimbursement guidelines for officers, committee members, appointed delegates and staff of FMRAC.

(iv) The conduct of the affairs of FMRAC Board and committees including the duties to be performed by the officers and members thereof.

6.3.6 Review the By-laws at least every three years and provide a report to the Members.

6.4 Term of Office

Directors shall be elected to hold office for a term expiring not later than the close of the second annual Meeting of the Members following the election. Directors are eligible for re-election.

6.5 Vacancy on the Board

In the event of a vacancy due to resignation or inability to serve, so long as there is a quorum in place at the time, the Board may name a replacement Director to complete the unexpired portion of the term of the Director in question. Such a replacement Director shall wherever possible be the Deputy Registrar (or equivalent) from the same medical regulatory authority as the Director who has resigned or is no longer able to serve.

6.6 Director Eligibility

6.6.1 A Director must satisfy the following pre-requisites in order to be eligible for election:

6.6.1.1 Directors should have an understanding of the mandate and function of medical regulatory authorities.

6.6.1.2 Directors must conduct themselves with good moral character and personal integrity.

6.7 Director Ineligibility

6.7.1 A Director shall no longer be eligible to hold office in the following circumstances:

6.7.1.1 If a Director dies.

6.7.1.2 If a Director resigns, by delivering a written resignation to the President and/or Executive Director of FMRAC.

6.7.1.3 If a Director is removed by the Members of the Corporation by a special resolution at a special meeting of the Members called for such purpose.

7.0 Officers of FMRAC

7.1 The officers of FMRAC shall be the President, President-elect, Immediate Past President and Executive Director.

7.2 The officers shall hold office at the pleasure of the Board and be charged to carry out the Purpose and Objects of FMRAC.

- 7.3 An Executive Director shall be appointed as the Chief Executive Officer of FMRAC and shall hold office at the pleasure of the Board or pursuant to the terms of any contract between the Executive Director and FMRAC.
- 7.4 The President:
- 7.4.1 Shall be the senior officer.
 - 7.4.2 Shall normally serve for a one-year term.
 - 7.4.3 Shall preside at all meetings of the Board and the Executive Committee and shall be an ex officio member of all committees of the Board.
 - 7.4.4 Has the authority to delegate to any member of the Board such authority and/or duties as may be required to conduct the affairs of FMRAC.
 - 7.4.5 Shall be responsible for liaison with other associations, organizations and agencies for promoting the purpose or goals of FMRAC or, with the approval of the Board, the interests of a Member.
 - 7.4.6 If for any reason a vacancy occurs in the office of the President, the President-elect shall assume the presidency for the balance of the term.
- 7.5 The President-elect:
- 7.5.1 Shall be elected annually by the Members at the Annual Meeting of the Members.
 - 7.5.2 Shall normally serve a one-year term.
 - 7.5.3 Shall, in the absence of the President, act for the President.
 - 7.5.4 Shall assume the office of President at the conclusion of the next Annual Meeting of the Members.
 - 7.5.5 If for any reason a vacancy occurs in the office of the President, the President-elect shall assume the presidency for the balance of the term.
 - 7.5.6 If for any reason a vacancy occurs in the position of President-elect, the Board may appoint an alternate pending the next meeting of the Nominating Committee to elect Officers of FMRAC.
- 7.6 The Immediate Past President:
- 7.6.1 Shall normally serve for a one-year term.
 - 7.6.2 In the event that the office of Immediate Past President becomes vacant, the preceding Immediate Past President shall serve as Immediate Past President. If the preceding Immediate Past President is unable to serve, the Board shall appoint

a member of the Board to assume the duties of Immediate Past President.

7.7 The Executive Director:

- 7.7.1 Shall assume those duties requested by the President.
- 7.7.2 Shall provide to the Board or any committee thereof information on any subject as requested.
- 7.7.3 Shall report to the Board upon the conduct of the office of the Executive Director.
- 7.7.4 Shall ensure the timely publication of communication from FMRAC and among Members.
- 7.7.5 Perform all duties set out in a job description which shall be approved from time to time by the Board.
- 7.7.6 Shall be subject to the direction of the Board through the President.
- 7.7.7 Collect all assessments and account for all monies on behalf of FMRAC.
- 7.7.8 Conduct all official correspondence on behalf of FMRAC.
- 7.7.9 Be an ex officio, non-voting member of all committees except the Nominating Committee.
- 7.7.10 Shall give notice of all meetings of the Members and of the Board.
- 7.7.11 Shall ensure that the decisions of the Members, Board and Board committees are duly recorded.
- 7.7.12 Shall perform all functions of a Secretary in accord with the requirements of the Act as amended and the By-law herein.
- 7.7.13 Shall be the custodian of the FMRAC seal.

8.0 Meetings of the Members

- 8.1 Meetings of the Members shall be held on such date and at such place as determined by the Members.

- 8.2 Annual Meetings of the Members shall be held at such time, on such day, at such place, in each year as the Members may from time to time determine for the purpose of receiving the reports and statements to be laid before the annual meeting, appointing auditors and for the transaction of such other business as may properly be brought before

the meeting.

- 8.3 Quorum of any meeting of the Members shall be a simple majority of Members.
- 8.4 Each Member present and in good standing shall be entitled to cast one vote at any meeting of the Members. At all meetings of the Members, every question shall be determined by a majority of fifty percent plus one votes cast at the meeting, except where the Act or these by-laws provide otherwise.
- 8.5 Notice of meetings shall be given to all Members of record by mail, telecopier or electronic mail at least fourteen (14) working days prior to the date of the meeting unless this requirement is waived by all of the Members.
- 8.6 Authority to call Meetings of the Members
 - 8.6.1 The President has the authority to call a Meeting of the Members.
 - 8.6.2 The President, on written request by five Members in good standing, shall have the power to call, at any time, a Special Meeting of the Members.
 - 8.6.3 The Board shall have power to call, at any time, a special meeting of the Members on written requisition delivered to the President and/or Executive Director by not less than sixty six and two thirds (66 2/3) percent of Directors entitled to vote.
 - 8.6.4 The notice of special meeting shall include sufficient information to permit a Member to make a reasoned judgment on the decision to be taken.
 - 8.6.5 Special Meetings of the Members must take place within 60 days of the written request.
- 8.7 Annual Meetings of the Members may be attended by medical regulatory authority Council / Board members and staff, and invited guests.
- 8.8 Any notice (which term includes any communication or document), other than notice of a Meeting of Members or a meeting of the Board of Directors, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:
 - 8.8.1 if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors) and received by the Director;
 - 8.8.2 if mailed to such person at such person's recorded address by prepaid ordinary or air mail;

- 8.8.3 if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - 8.8.4 if provided in the form of an electronic document in accordance with Part 17 of the Act. The Secretary may change or cause to be changed the recorded address of any Member, director, officer, public accountant or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.
- 8.9 Participation by telephone, electronic means or proxy
- 8.9.1 Pursuant to section 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that: (a) enables the votes to be gathered in a manner that permits their subsequent verification, and (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.
 - 8.9.2 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the Members is required to make any amendment to the by-laws of the Corporation to change this method of voting by Members not in attendance at a meeting of Members.
 - 8.9.3 Should a Member be unable to participate in a meeting, either in person or by telephone or electronic means, such Member may provide a proxy who is authorized to participate and vote at the Meeting of the Members in the stead of the Member. Such written proxy shall be delivered to the Executive Director on or before the commencement of the scheduled Meeting of the Members.

9.0 Meetings of the Board

- 9.1 Authority to Call Meetings of the Board
- 9.1.1 Meetings of the Board shall be held at such time and place as the Board shall determine provided that at least one meeting of the Board shall be held each year at the Annual General Meeting of FMRAC.
 - 9.1.2 A meeting of the Board may be called by the President on his/her own and must be called by the President as required.
 - 9.1.3 Directors may require that the President convene a meeting of the Board on written request by a simple majority (50 percent plus one) of the Directors entitled to vote.
 - 9.1.4 There shall be at least three (3) meetings annually of the Board.

9.2 Notice of Meetings

The Executive Director shall give Directors notice of the time, place and purpose of all meetings. Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than 15 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

9.3 Quorum

9.3.1 At all meetings of the Board, a majority (50 percent plus one) of Directors entitled to vote in accord with Article 6.1 shall constitute a quorum.

9.3.2 The President shall determine that quorum has been established.

9.3.3 When there is no quorum present within thirty (30) minutes after the time for which the meeting was called, the President shall postpone the meeting to some other time.

9.4 Participation by telephone or electronic means:

9.4.1 A Director may participate in a meeting of the Board by telephone or electronic means so long as such permits all participants to hear each other.

9.4.2 A Director shall be entitled to vote at a meeting of the Board by telephone or electronic means.

9.4.3 The President may call from time to time a Meeting of the Board by electronic means. Each vote cast by a Director participating by telephone or other electronic means shall be recorded in the minutes.

9.4.4 Should a Director be unable to participate in a meeting of the Board either in person or by telephone or electronic means, such Director may authorize an individual to attend as a replacement which individual shall be able to attend, participate but shall not be entitled to vote on any matter.

9.5 Voting

Each Director shall have one (1) vote. All decisions of the Board shall be decided by a majority (fifty percent plus one) vote of the Directors participating in the meeting. In the case of an equality of votes, the question shall be deemed to have been lost. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the President or requested by any Director. A declaration by the President that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. The votes cast in favour, in opposition and abstentions shall be recorded in the minutes in the instance of a request to do so by a Director present at such meeting.

9.6 Order of Business

The order of business at all meetings of the Board shall be decided by the President. Any change in the proposed order of business may be requested by any Director and, if approved by the Board, the order shall proceed as amended.

9.7 Entitlement to Attend

9.7.1 The meeting of the Board of Directors at the time of the Annual General Meeting may be attended by medical regulatory authority Council / Board members and staff, and invited guests.

9.7.2 Other meetings of the Board of Directors may be attended by one additional representative from each Member, at the Member's cost.

10.0 Committees

10.1 There shall be the following standing committees of the Board:

10.1.1 Executive Committee

10.1.2 Nominating Committee

10.1.3 Audit and Finance Committee

10.2 The Board may from time to time designate such other working committees as it deems appropriate and appoint members to such committees.

10.3 Appointment of Committee Members

10.3.1 At each meeting of the Board at the time of the Annual General Meeting, the Nominating Committee shall recommend all members of standing committees. The Board shall consider such report and make appointments for such positions.

10.3.2 The Board may fill any vacancy that arises between Annual General Meetings.

10.3.3 A committee appointment may be terminated at any time on written notice by the Board.

10.4 Term of Office

Unless otherwise specified, the term of office for committee members is three (3) years and shall usually be renewable once.

10.5 Duties of Committees

The Board shall establish terms of reference for all standing committees and working committees.

10.6 Decisions of Committees

All decisions of a standing committee established by the Board made within the scope of duties of that committee as defined in this By-law or its terms of reference shall be reported to the Board at the earliest subsequent meeting for consideration by the Board.

10.7 Executive Committee

The Executive Committee shall consist of the three elected Officers, i.e., the President, President-elect and the Immediate Past President.

10.7.1 Each member of the Executive Committee shall have one vote.

10.7.2 The President shall be the Chair of the Executive Committee.

10.7.3 The Executive Committee shall be empowered to:

10.7.3.1 Undertake the annual performance evaluation of the Executive Director.

10.7.3.2 Deal with issues pertaining to governance of the Corporation.

10.7.4 An Executive committee member may participate in a meeting of the Executive Committee by means of a telephone or other communication facilities which permit all participants to hear each other. An Executive Committee member participating in the meeting by such a means is deemed to be present at the meeting. In addition, an Executive Committee member shall be entitled to vote by

means of a telephone or other communication facility in accord with this Article.

10.7.5 All actions of the Executive Committee shall be deemed to be actions of the Board, subject to subsequent ratification by the Board.

10.8 Nominating Committee

10.8.1 The Nominating Committee shall have regional representation consisting of the Immediate Past-President and three Directors from the other three regions.

10.8.2 The Chair of the Nominating Committee shall be the Immediate Past President.

10.8.3 The Nominating Committee shall consult with representatives of each Member.

10.9 Audit and Finance Committee

At the meeting of the Board immediately prior to the Annual Meeting of the Members, the Nominating Committee shall submit a slate of proposed candidates for consideration for appointment by the Board to the Audit and Finance Committee which slate shall include those individuals who, in the opinion of the Nominating Committee, satisfy those requirements as detailed below.

10.9.1 The Audit and Finance Committee shall consist of four (4) individuals who shall be the following:

10.9.1.1 The Chair shall be a Director of the Corporation.

10.9.1.2 Two individuals shall be sitting medical regulatory authority Council / Board members.

10.9.1.3 One individual shall be a Chief Financial Officer of a Member then holding office.

10.9.2 The duties of the Audit and Finance Committee shall be prescribed by the Board and shall include the following:

10.9.2.1 Reviewing the annual audit plan in conjunction with the auditors.

10.9.2.2 Reviewing risk assessment and compliance with laws and internal policies applicable to the Corporation.

10.9.2.3 Preparing the draft budget of the Corporation for approval by the Board.

10.9.2.4 Reviewing the budget of the Corporation periodically and making recommendations for any adjustments.

- 10.9.2.5 Reviewing the financial statements of the Corporation in consultation with the Corporation's auditor.
 - 10.9.2.6 Considering and recommending to the Board the reappointment or appointment of auditors.
 - 10.9.2.7 Considering qualification for membership on the Audit and Finance Committee.
 - 10.9.2.8 Reviewing and updating the financial policies of the Corporation.
- 10.9.3 The Audit and Finance Committee shall meet with the auditors at least once per fiscal year or as may be required either by a request of the Committee or the auditors.
- 10.9.4 All members of the Audit and Finance Committee shall have relevant experience or expertise required by FMRAC. Each member of the Audit and Finance Committee should have familiarity with financial matters; audits; fiscal issues and general banking. No member of the Audit and Finance Committee may be related to another member of such Committee.

11.0 Banking and Signing Officers

- 11.1 Contracts, documents or any instruments in writing (including all banking documents) requiring the signature of FMRAC shall be signed by two (2) signing officers named annually by the Board, in compliance with the Policy on Signing Authorities.
- 11.2 The Board shall not, without prior approval by the Members, make any capital expenditures which, either alone or in conjunction with other capital expenditures in any given financial year of FMRAC, exceed in the aggregate One Hundred Thousand (\$100,000) Dollars.

12.0 Legal Counsel and Auditors

- 12.1 The Legal Counsel for FMRAC shall be appointed annually by resolution of the Members at the annual Meeting of the Members. Any vacancy may be filled by the Board until the next Annual General Meeting.
- 12.2 The Auditor for FMRAC shall be appointed annually by resolution of the Members at the annual Meeting of the Members. Any vacancy may be filled by the Board until the next Annual General Meeting.
 - 12.2.1 At least once every year and as soon as possible after the fiscal year end, the auditors shall examine the correctness of the accounts and the financial records of FMRAC and prepare the financial statements for review by the Audit and Finance Committee, approval by the Board and acceptance by the Members.

13.0 Reimbursement

- 13.1 Directors shall receive no remuneration or reimbursement by FMRAC for acting as such.
- 13.2 Board, committee and working group members may be reimbursed for reasonable expenses incurred in the performance of their duties, at such rates and in accordance with such policies as may be determined by the Board from time to time.
- 13.3 Where individuals represent FMRAC at meetings of other organizations, they may be reimbursed for reasonable living and travel expenses incurred in the performance of their duties, at such rates and in accordance with such policies as may be determined by the Board from time to time.

14.0 Indemnification

- 14.1 Every director and officer of FMRAC in exercising the powers and discharging the duties of a director or officer shall act honestly and in good faith with a view to the best interest of FMRAC and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to FMRAC through the insufficiency or deficiency of title to any property acquired for or on behalf of FMRAC, or for the insufficiency or deficiency of any security in or upon which any of the monies of FMRAC shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of FMRAC shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any director or any officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.
- 14.2 Every director, officer, member of a committee, employee or agent of FMRAC and his or her heirs, executors and administrators, and estate and effects, shall from time to time and at all times be indemnified and saved harmless out of the funds of FMRAC from and against:
 - 14.2.1 All costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceedings 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
 - 14.2.2 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 wilful neglect or default.
- 14.3 If any employee of FMRAC is named in a civil suit and the subject matter relates to the

person's employment by FMRAC, FMRAC will pay for the employee's legal representation in the proceedings and any appeal, and will pay any sum of money the employee or the employee's estate becomes liable to pay in connection with the matter but, if the court finds that the employee has been deliberately dishonest or has committed a criminal offence, FMRAC will not be liable for such payment.

- 14.4 Any indemnification under Article 14.2 of the present article, unless ordered by a court, shall be made by FMRAC only as authorized in the specific case upon a determination that indemnification of the director, officer, member of a committee, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this article. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, and if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the members.

15.0 Policies and Procedures

- 15.1 Rules of Order

At meetings of the Board, all matters of procedure not provided for by the By-Law shall be decided by the procedures set forth in Wainberg's Society Meetings (including Rules of Order).

16.0 Amendments to the By-Laws

- 16.1 The present By-Laws may be amended or repealed at any meeting of the Members by a majority vote of 2/3 of the Members. Notice of any amendment shall be given to Members at least thirty (30) days prior to the date of the meeting. Any other amendments may be proposed during the meeting and adopted without prior notice, provided that notice is waived by a unanimous vote of the Members present.
- 16.2 Notwithstanding the repeal of former By-Laws of FMRAC, all resolutions of the Board respecting the management and operation of FMRAC shall remain in full force and effect unless inconsistent with these By-Laws.
- 16.3 Every amendment after enactment by the Members, shall be signed by the President and Executive Director and shall be sealed with the seal of FMRAC.

17.0 General

- 17.1 All general By-Laws and amendments thereto of FMRAC are hereby repealed and the foregoing By-Laws substituted therefore.
- 17.2 The head office of FMRAC shall be in the City of Ottawa, Ontario, Canada.
- 17.3 English and French shall be the official languages of FMRAC.

- 17.4 In these and subsequent By-Laws, the masculine or singular has been used, the same shall be construed as meaning the plural, feminine or neutral, where the context so requires and references to persons shall include firms and corporate bodies.
- 17.5 The fiscal year-end of FMRAC shall be the 31st of March in each calendar year.
- 17.6 The Board may prescribe such rules and regulations not inconsistent with this By-Law relating to the management and operation of FMRAC as it deems appropriate, provided that such rules and regulations shall be confirmed at the next Annual Meeting of the Members and in default of such confirmation shall cease to have force and effect.
- 17.7 In the event of the dissolution of FMRAC; the assets shall be used to discharge any liabilities of FMRAC. Any remaining assets shall be liquidated and the income distributed to the Members in proportion to their average contribution over the preceding two (2) years.

PASSED by the Members this 7 January 2014:



Rocco Gerace MD
President



Fleur-Ange Lefebvre
Executive Director and Chief Executive
Officer