

# CONSTITUTION AND BY-LAWS

**Federation of Medical Regulatory Authorities of Canada**

**Fédération des ordres des médecins du Canada**

July 2020

As approved by the Board on 20 August 2019 and 20 May 2020  
As ratified by the Members on 13 July 2020

**ARTICLE 1  
NAME AND CORPORATE SEAL**

- 1.1 Name: 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 Corporate Seal: FMRAC may have a corporate seal in the form approved from time to time by the Board. The Executive Director of FMRAC shall be the custodian of the corporate seal.

**ARTICLE 2  
DEFINITIONS AND INTERPRETATION**

- 2.1 Definitions: In this by-law and all other by-laws of FMRAC, 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;

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

**"Board"** means the board of directors of the Corporation and **"Director"** means a member of the Board;

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

**"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;

**"Officers"** means the Officers of FMRAC which shall include the President, President-Elect, Immediate Past President and Executive Director;

**"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;

**"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.

## 2.2 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.

## **ARTICLE 3 CONDITIONS OF MEMBERSHIP**

3.1 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.

3.2 Membership fees payable by Members to cover the operational costs of FMRAC shall be determined annually by a resolution of the Board.

3.3 Membership fees shall be payable annually.

3.4 Obligations of Membership

3.4.1 The costs of FMRAC shall be borne by the Members, in accordance with the provisions of Article 3.2.

3.4.2 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 ceases to exist;
- (2) The Member withdraws from FMRAC by delivering a written notice to the President and/or Executive Director of FMRAC. Any such withdrawal shall require a minimum of one-year notice or payment of one (1) year of membership fees in lieu thereof.

## **ARTICLE 4 MEETINGS OF THE MEMBERS**

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

4.2 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.

- 4.3 Quorum of any meeting of the Members shall be a simple majority of Members.
- 4.4 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.
- 4.5 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.
- 4.6 Authority to call Meetings of the Members
  - 4.6.1 The President has the authority to call a Meeting of the Members.
  - 4.6.2 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.
  - 4.6.3 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 two thirds of Directors.
  - 4.6.4 The notice of special meeting shall include sufficient information to permit a Member to make a reasoned judgment on the decision to be taken.
  - 4.6.5 Special Meetings of the Members must take place within 60 days of the written request.
- 4.7 Annual Meetings of the Members may be attended by medical regulatory authority Council / Board members, staff, and invited guests.
- 4.8 Any notice (which term includes any communication or document), other than notice of a Meeting of Members or a meeting of the Board, 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:
  - 4.8.1 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 FMRAC or in the case of notice to a Director to the latest address as shown in the last notice that was sent by FMRAC in accordance with section 128 (Notice of Directors) or 134 (Notice of Change of Directors) and received by the Director;
  - 4.8.2 if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
  - 4.8.3 if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or

4.8.4 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 FMRAC to any notice or other document to be given by FMRAC may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

#### 4.9.1 Participation by Telephone or Electronic Means

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 FMRAC 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 FMRAC without it being possible for FMRAC to identify how each Member voted.

4.9.1 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 FMRAC to change this method of voting by Members not in attendance at a meeting of Members.

4.9.2 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 but not 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.

## **ARTICLE 5 DIRECTORS**

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 6.3 herein.

5.2 Composition of Board: The Board shall be comprised of the fixed number of Directors as determined from time to time by the Members by Ordinary Resolution.

5.3 Election of Directors

5.3.1 The Directors of FMRAC 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.

5.3.2 The Nominating Committee shall develop a slate of candidates for consideration for election to the Board 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 4.8. 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:

- 5.3.2.1 One of the proposed candidates shall be the Registrar of the College of Physicians and Surgeons of British Columbia;
- 5.3.2.2 One of the proposed candidates shall be the Registrar of the College of Physicians and Surgeons of Alberta;
- 5.3.2.3 One of the proposed candidates shall be the Registrar of the College of Physicians and Surgeons of Saskatchewan;
- 5.3.2.4 One of the proposed candidates shall be the Registrar of the College of Physicians and Surgeons of Manitoba;
- 5.3.2.5 One of the proposed candidates shall be the Registrar of the College of Physicians and Surgeons of Ontario;
- 5.3.2.6 One of the proposed candidates shall be the Registrar of the Collège des médecins du Québec;
- 5.3.2.7 One of the proposed candidates shall be the Registrar of the College of Physicians and Surgeons of New Brunswick;
- 5.3.2.8 One of the proposed candidates shall be the Registrar of the College of Physicians and Surgeons of Prince Edward Island;
- 5.3.2.9 One of the proposed candidates shall be the Registrar of the College of Physicians and Surgeons of Nova Scotia;
- 5.3.2.10 One of the proposed candidates shall be the Registrar of College of Physicians and Surgeons of Newfoundland and Labrador;
- 5.3.2.11 One of the proposed candidates shall be the Registrar of the Yukon Medical Regulatory Authority;
- 5.3.2.12 One of the proposed candidates shall be the Registrar of the Northwest Territories Medical Regulatory Authority;
- 5.3.2.13 One of the proposed candidates shall be the Registrar of the Nunavut Medical Regulatory Authority.

- 5.4 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 Board meeting or the next annual Meeting of the Members.

- 5.5 Nominations from the Floor are prohibited.
- 5.6 Functions and Duties of the Board
  - 5.6.1 The Board shall govern, determine, control and administer the affairs of FMRAC and without limiting the generality of the foregoing may:
    - 5.6.1.1 Enter into, or make or cause to be entered into or made, contracts or agreements which FMRAC may lawfully enter into or make.
    - 5.6.1.2 Authorize committees of the Board from time to time to exercise and carry out any of the powers conferred by this By-law.
    - 5.6.1.3 Establish membership fees.
    - 5.6.1.4 Expend such monies as it considers necessary to conduct the affairs of FMRAC.
    - 5.6.1.5 Make By-laws, resolutions and rules for the exercise and carrying out of powers
- 5.7. The Board has the powers, rights, and privileges conferred upon and vested in corporations by the Act and without limitation it may do the following things for the purposes of FMRAC:
  - 5.7.1 Govern the affairs of FMRAC.
  - 5.7.2 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.
  - 5.7.3 Print, publish, sell or distribute reports of FMRAC, its Members or such other information or material as the Board may determine.
  - 5.7.4 Purchase, acquire, take, hold, possess land, tenements or personal property and sell, mortgage, lease or dispose of same.
  - 5.7.5 Collect and accept money to be used to further the mission, activities and priorities of FMRAC.
  - 5.7.6 Establish policies to invest money in stocks, bonds, or debentures
  - 5.7.7 Establish membership fees.
  - 5.7.8 Approve an annual budget and authorize the expenditure of such monies as it considers necessary to conduct the affairs of FMRAC.
  - 5.7.9 Lease or purchase real property; enter into contracts and leases, including contracts of employment and personal service contracts.

- 5.7.10 Purchase insurance to indemnify individuals who serve at the request of FMRAC on Boards and Committees or assume specific tasks on behalf of FMRAC.
- 5.8 Election and Term of Office: Directors shall be elected to hold office for a term expiring not later than the close of the first annual Meeting of the Members following the election. Directors are eligible for re-election.
- 5.9 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.
- 5.10 Director Ineligibility: A Director shall no longer be eligible to hold office in the following circumstances:
- 5.10.1 If a Director dies.
- 5.10.2 If a Director resigns, by delivering a written resignation to the President and/or Executive Director of FMRAC.

## **ARTICLE 6 MEETINGS OF THE BOARD**

- 6.1 Authority to Call Meetings of the Board
- 6.1.1 Meetings of the Board shall be held at such time and place as the Board shall determine.
- 6.1.2 A meeting of the Board may be called by the President on his/her own and must be called by the President as required.
- 6.1.3 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.
- 6.1.4 There shall be at least three (3) meetings annually of the Board.
- 6.2 Notice of Meetings of the Board
- 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 not less than 2 (two) 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.

### 6.3 Quorum

6.3.1 At all meetings of the Board, a majority (50 percent plus one) of Directors in accord with Article 7.1 shall constitute a quorum.

6.3.2 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.

### 6.4 Participation by telephone or electronic means

6.4.1 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.

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

6.4.3 Meetings of the Board may be either in person or by telephone or electronic means. Each vote cast by a Director participating by telephone or electronic means shall be recorded in the minutes.

### 6.5 Voting

6.5.1 Each Director shall have one (1) vote.

6.5.2 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 President shall have a casting vote. At all meetings of the Board, every question shall be decided by a show of hands, verbally, or by electronic votes, as the case may be, 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.

6.6 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.

### 6.7 Entitlement to Attend

6.7.1 Meetings of the Board may, at the discretion of the Board, be either (a) closed or (b) attended by medical regulatory authority Council / Board members and staff and invited guests.

- 6.7.2 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 and participate but shall not be entitled to vote on any matter.
- 6.7.3 Meetings of the Board may be attended by one additional representative from each Member, at the Member's cost.

## **ARTICLE 7 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 mission, activities and priorities of FMRAC.
- 7.3 An Officer of FMRAC should not concurrently hold office as an Officer of the Medical Council of Canada.
- 7.4 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.
- 7.5 The President:
  - 7.5.1 Shall be the senior Officer.
  - 7.5.2 Shall serve for a two-year term.
  - 7.5.3 If present, shall preside at all meetings of the Board and the Executive Committee and shall be an ex officio member of all committees and working groups of the Board.
  - 7.5.4 Shall represent FMRAC in meetings with Members of Parliament, including parliamentary committees.
  - 7.5.5 Has the authority, if need be to delegate to any member of the Board such authority, duties or tasks as may be required to conduct the affairs of FMRAC.
- 7.6 The President-elect:
  - 7.6.1 Shall be elected every two years by the Members at the Annual Meeting of the Members from a slate presented by the Nominating Committee.
    - 7.6.1.1 Only Directors may be nominated for President-elect.
    - 7.6.1.2 Nominations from the floor are permitted.

- 7.6.2 Shall serve for a one-year term during the second year of the President's term.
- 7.6.3 Shall, in the absence of the President, act for the President.
- 7.6.4 Shall assume the office of President at the conclusion of the President's term, at the time of the Annual Meeting of the Members.
- 7.6.5 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.
- 7.6.6 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 Members.
- 7.7 The Immediate Past President:
  - 7.7.1 Shall serve for a one-year term during the first year of the President's term.
  - 7.7.2 Shall, in the absence of the President, act for the President.
  - 7.7.3 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.
- 7.8 The Executive Director:
  - 7.8.1 Shall be subject to the direction of the Board through the President
  - 7.8.2 Shall provide to the Board or any committee thereof information on any subject as requested.
  - 7.8.3 Shall report to the Board upon matters relating to the office of the Executive Director.
  - 7.8.4 Shall perform the duties set out in a job description approved from time to time by the Board.
  - 7.8.5 Shall oversee the collection of all assessments and account for all monies on behalf of FMRAC.
  - 7.8.6 Shall liaise with other associations, organizations or agencies.
  - 7.8.7 Shall coordinate and conduct all official correspondence on behalf of FMRAC.
  - 7.8.8 Shall be an ex officio, non-voting member of all committees except the Nominating Committee.
  - 7.8.9 Shall ensure proper notice is given of all meetings of the Members and of the Board.

7.8.10 Shall ensure the decisions of the Members, Board and Board committees are duly recorded.

7.8.11 Shall perform the functions of a Secretary in accord with the requirements of the Act as amended and the By-law herein.

## **ARTICLE 8 COMMITTEES**

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

8.1.1 Executive Committee

8.1.2 Nominating Committee

8.1.3 Audit and Finance Committee

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

8.3 Appointment of Committee Members

8.3.1 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.

8.3.2 The Board may fill vacancies that arise between Annual General Meetings.

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

8.4 Term of Office

Unless otherwise specified, the term of office for committee members is three (3) years and may be renewed for one further consecutive term.

8.5 Duties of Committees

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

8.6 Decisions of Committees

All decisions of a standing committee established shall be reported to the Board for consideration at the earliest subsequent meeting of the Board.

8.7 Executive Committee

The three-member Executive Committee shall consist of the President, the Chair of the Audit and Finance Committee, and either the Immediate Past-President (for the first year of the President's term) or the President-elect (for the second year of the President's

term).

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

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

8.7.3 The Executive Committee shall be empowered to:

8.7.3.1 Undertake the annual performance evaluation of the Executive Director.

8.7.3.2 Deal with issues pertaining to governance of FMRAC.

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

8.7.3.4 Meetings of the Executive Committee may be either in person or by telephone or electronic means.

## 8.8 Nominating Committee

8.8.1 The Nominating Committee shall consist of four (4) Directors and have regional representation (West, Ontario, Québec and Atlantic).

8.8.2 The Chair shall be selected by and from among the members of the Nominating Committee.

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

8.8.4 Meetings of the Nominating Committee may be either in person or by telephone or electronic means.

## 8.9 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.

8.9.1 Members 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.

8.9.2 The Audit and Finance Committee shall consist of three (3) individuals; two of whom shall be the following:

8.9.2.1 The Chair shall be a Director of FMRAC.

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

- 8.9.3 The duties of the Audit and Finance Committee shall be prescribed by the Board and shall include the following:
  - 8.9.3.1 Reviewing the annual audit plan in conjunction with the auditors.
  - 8.9.3.2 Reviewing risk assessment and compliance with laws and internal policies applicable to FMRAC.
  - 8.9.3.3 Preparing the draft budget of FMRAC for approval by the Board.
  - 8.9.3.4 Reviewing the budget of FMRAC periodically and making recommendations for any adjustments.
  - 8.9.3.5 Reviewing the financial statements of FMRAC in consultation with FMRAC's auditor.
  - 8.9.3.6 Considering and recommending to the Board the reappointment or appointment of auditors.
  - 8.9.3.7 Considering qualification for membership on the Audit and Finance Committee.
  - 8.9.3.8 Reviewing and updating the financial policies of FMRAC.
- 8.9.4 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.
- 8.9.5 Meetings of the Audit and Finance Committee may be either in person or by telephone or electronic means.

**ARTICLE 9  
BANKING AND SIGNING OFFICERS**

- 9.1 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.
- 9.2 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 fiscal year of FMRAC, exceed in the aggregate One Hundred Thousand (\$100,000) Dollars.

**ARTICLE 10  
LEGAL COUNSEL AND AUDITORS**

- 10.1 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.

- 10.2 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.
- 10.3 At least once every year and as soon as possible after the fiscal year end, the auditors shall examine 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.

## **ARTICLE 11 REIMBURSEMENT**

- 11.1 Directors shall receive no remuneration for acting as such.
- 11.2 Board, committee and working group members 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.
- 11.3 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.

## **ARTICLE 12 INDEMNIFICATION**

- 12.1 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.
- 12.2 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:

- 12.2.1 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
- 12.2.2 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.
- 12.3 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.
- 12.4 Any indemnification under Article 13.2 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 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.

### **ARTICLE 13 POLICIES AND PROCEDURES**

#### **13.1 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).

### **ARTICLE 14 AMENDMENTS TO THE BY-LAWS**

- 14.1 Subject to the articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.
- 14.2 This section does not apply to a by-law that requires a special resolution of the Members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by Members.



**ARTICLE 15**  
**GENERAL**

- 15.1 The head office of FMRAC shall be in the City of Ottawa, Ontario, Canada.
- 15.2 English and French shall be the official languages of FMRAC.
- 15.3 The fiscal year-end of FMRAC shall be the 31st of March in each calendar year.
- 15.4 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.
- 15.5 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 proceeds distributed to the Members in proportion to their average contribution over the preceding two (2) years.

APPROVED by the Board on 20 August 2019 and 20 May 2020, and RATIFIED by the Members on 13 July 2020.

Scott McLeod MD  
President

Fleur-Ange Lefebvre  
Executive Director and Chief Executive Officer