

## BY-LAW NO. 1

Being a By-law relating generally to the conduct of the affairs and business of  
**BEAMSVILLE FAMILY HEALTH TEAM** (the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

### ARTICLE 1 – DEFINITIONS AND INTERPRETATION

#### 1.1 Definitions

In the By-law, unless the context otherwise specifies or requires:

"Act" means the *Corporations Act* (Ontario) and its Regulations, as from time to time amended and every statute that may be substituted therefore, and in the case of such substitution, any references in the By-laws of the Corporation to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute, or statutes, including any Regulations of the new statute or statutes;

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

"By-law" means any By-law of the Corporation from time to time in force and effect;

"Family Health Network (FHN) Agreement" means the Beamsville Medical Centre Family Health Network agreement entered into between the Ministry, the Ontario Medical Association, and various Physicians;

"Family Health Team" means the initiative established by the Ministry for the purposes of providing funding to participants to establish, co-ordinate, manage, and operate collaborative primary health care practices and programs;

"Members' Meeting" means meetings held by the members of the Corporation including the annual General Members' Meeting;

"Letters Patent" means the Letters Patent, which may be amended from time to time in accordance with the provisions the By-law, and any supplementary letters patent of the Corporation;

"Medicine Professional Corporation" means a professional corporation incorporated pursuant to section 3.2 of *Business Corporations Act* (Ontario), and has been granted a certificate of authorization for the practice of medicine by the College of Physicians and Surgeons of Ontario;

"Ministry" means the Ontario Ministry of Health and Long-Term Care;

"Physician" means an individual who holds a certificate of registration issued by the College of Physicians and Surgeons of Ontario for the practice of medicine;

"Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitutions, any references in the By-laws of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations;

"Special Resolution" means a resolution passed by the Board and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a Members' Meeting of the members, or, in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such meeting.

## **1.2 Interpretation**

This By-law shall be, unless the context otherwise requires, construed and interpreted in accordance with the following:

- (a) save and except from the terms defined in section 1.1, all words and terms used in the By-laws that are defined in the Act and/or Regulation shall have the same meaning give to such words and terms in the Act and/or Regulation;
- (b) words importing the singular number only shall include the plural and vice versa; and the word "person" shall include bodies corporate, corporations, companies, partnerships, trusts, unincorporated associations, and any number or aggregate of persons;
- (c) the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

## **1.3 Inconsistencies with Letters Patent**

In the event of any inconsistencies or conflicts between the terms, provisions, and/or conditions of this By-law and the Letters Patent, then the terms, provisions, and/or conditions of the Letters Patent will prevail.

# **ARTICLE 2 – GENERAL BUSINESS**

## **2.1 Head Office**

The head office of the Corporation shall be in the community of Beamsville in the Province of Ontario (subject to change by Special Resolution) and at such place within the municipality in Ontario where the head office is from time to time situate as the Corporation may from time to time fix by Special Resolution .

## **2.2 Seal**

The seal of the Corporation, if any, may be approved by resolution of the Board.

## **2.3 Financial Year**

Until changed by the Board, the financial year of the Corporation shall end on the 31<sup>st</sup> day of March in each year.

# **ARTICLE 3- DIRECTORS**

## **3.1 Duties and Number**

The affairs of the Corporation shall be managed by the Board. The Board may exercise all such powers and do all such acts and things as be exercised or done by the Corporation that are not by the By-law or any Special Resolution of the Corporation or by statute expressly directed or required to be done in some other manner. The number directors shall equal the number of members of the Corporation, but at no time shall the Board consist of less than three (3) directors. Any change in the number of directors shall be approved by Special Resolution.

## **3.2 Qualifications**

Every director shall:

- (a) be eighteen (18) or more years of age;
- (b) be a member of the Corporation, or become a member of the Corporation within (10) days after his or her election or appointment as a director;
- (c) not be of unsound mind or have been so found by a court in Canada or elsewhere; and
- (d) not be an undischarged bankrupt.

## **3.3 First Directors**

The applicants for incorporation shall become the first directors of the Corporation whose term of office on the Board shall continue until their successors are elected at the first General Members' Meeting.

### **3.4 Election and Term**

Subject to the provisions of this By-law, directors shall be elected yearly by the members at an annual General Members' Meeting. The directors' term of office shall be from the date of the meeting at which they are elected until the annual meeting next following or until their successors are elected. The whole Board shall retire at the annual General Members' Meeting at which the election of directors is to be made but, subject to the provisions of the By-laws, shall be eligible for re-election.

### **3.5 Vacancy of Directorial Office**

The office of a director shall be automatically vacated upon the following circumstances:

- (a) if the director does not within ten (10) days after election or appointment as a director become a member, or ceases to be a member of the Corporation;
- (b) if the director becomes bankrupt or suspends payment of debts generally or makes an authorized assignment or is declared insolvent;
- (c) if the director is found to be of unsound mind or have been so found by a court in Canada or elsewhere;
- (d) if by notice in writing to the Corporation the director resigns, which resignation shall be effective at the time it is received by either the President or Secretary of the Corporation or at the time specified in the notice, whichever is later;
- (e) if a Special Resolution is passed by the members to remove the director from office prior to the expiration of the director's term, held at a Members' Meeting; or
- (f) if the director dies.

### **3.6 Executive Committee**

Subject to approval, by way of a Special Resolution held at a Members' Meeting duly called for the purpose of such approval, if the Board consists of more than six (6) directors, the directors may create an executive committee consisting of the President, Chair of the Board, and a director to be elected by the directors, whose term as a member of the executive committee shall be one (1) year. The directors may delegate to such executive committee any of the powers of the Board, subject to the restrictions, if any, contained in this By-law or imposed from time to time by the Board. Subject to this By-

law and any resolution of the Board, the executive committee may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit and may from time to time adopt, amend or repeal rules or procedures in this regard. A majority of the members of the executive committee shall constitute quorum. All resolutions, acts and, decisions of the executive committee shall be effective when made, but shall be ratified at the next meeting of the Board. Any resolution, acts, and decisions of the executive that are not ratified shall become invalid from the date of the decision by the Board.

### **3.7 Other Committees**

The Board may from time to time appoint such committee or committees, as it deems necessary or appropriate for such purposes, and with such powers as it shall see fit, including a committee or committees whose purpose is to serve an advisory function for the Board. Members of committees need not be directors. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any member of any such committee may be removed by resolution of the Board.

## **ARTICLE 4- MEETINGS OF THE BOARD OF DIRECTORS**

### **4.1 Place of Meeting**

Meetings of the Board, and of the executive committee, may be held either at the head office or at any place within or outside Ontario.

### **4.2 Notice Meeting**

A meeting of the Board may be convened at any time by the Chair, the President, or by any two directors. The Secretary, when directed or authorized by any such officers or any two directors, shall convene a meeting of the Board. The notice of meeting convened as aforesaid need not specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in a manner specified in section 12.1 of this By-law not less than 2 days before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of the Board and attendance of a director at a meeting of the Board shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of the Board may be held at any time without notice if all directors are present, or if all of the absent directors waive notice of such meeting, before or after the date of the date of the meeting.

### **4.3 Error or Omission in Giving Notice**

No error, unless the error was willful or negligent, or accidental omission, in giving notice of any meeting the Board shall invalidate such meeting or make void any proceeding taken at such meeting.

#### **4.4 Resolution in Place of Meeting**

A resolution in writing, signed by all directors entitled to vote on that resolution at the meeting of the Board, or committees of the Board, is as valid as if it had been passed at a meeting of the Board or a committee of the Board.

#### **4.5 Adjournment**

Any meeting of the Board may be adjourned from time to time by the Chair, with the consent of Board, to a fixed time and place. Notice of any adjourned meeting of Board is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting.

#### **4.6 Regular Meetings**

The Board will hold regular meetings at least quarterly in each Financial Year. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place or hour to be named by the Board and a copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each director forthwith after being passed, but no further notice shall be required for any such regular meetings.

#### **4.7 Chair**

The chair of each meeting of the Board shall be the Chair of the Board, or such other director who may be designated from time to time by the Chair. In the event that the Chair of the Board is absent from a meeting of the Board, the Board shall designate the chair for that meeting.

#### **4.8 Quorum**

A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. Notwithstanding vacancies at the Board, the remaining directors may exercise all the powers of the Board as long as quorum of the Board remains in office.

#### **4.9 Voting**

Each director is entitled to exercise one (1) vote. Unless otherwise specified herein, all business shall be decided by majority vote of the directors in attendance. The Chair shall not have a casting vote, unless a vote is required to break a tie. Voting shall be by a show of hands except where a member requests a secret ballot.

#### **4.10 Meeting Via Telecommunication**

If all the directors present at or participating in a meeting consent, a meeting of the Board may be held by means of such telephone, electronic or other communication facilities as permit all persons participating to communicate with each other simultaneously and instantaneously. Any director so participating shall be deemed to be present at such meeting.

### **ARTICLE 5 – POWERS OF THE BOARD OF DIRECTORS**

#### **5.1 Duties and Responsibilities**

The Board shall be responsible for the governance and management of the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is authorized to do pursuant to the Letters Patent, this By-law, or by any other means. Without limiting the foregoing, the Board shall be responsible to:

- (a) establish and review on a regular basis the objectives and strategic plan of the Corporation in relation to the co-ordination and facilitation, within available resources, of appropriate programs pursuant to the Corporation's participation in the Family Health Team initiative;
- (b) establish, on an annual basis, Board goals and objectives (separate from the Corporate goals and objectives) to ensure the effective and efficient governance for the Corporation;
- (c) establish policies which will provide the framework for the management and operation of the Corporation;
- (d) hire and/or employ and pay salaries to employees, contractors, and/or workers to assist the Corporation meet its goals and objectives;



- (e) ensure that the individuals hired by the Corporation are properly qualified to perform their requisite duties; and
- (f) approve expenditures of the Corporation for amounts in excess of \$10,000.00.

## **5.2 Director Obligations**

Every director shall:

- (a) be loyal to the Corporation;
- (b) exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interest of the Corporation; and
- (c) exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## **5.3 Agents and Employees**

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

## **5.4 Remuneration of Agents and Employees**

The remuneration of agents, employees, and committee members shall, subject to the other provisions of this By-law, be fixed by the Board by resolution.

# **ARTICLE 6 – OFFICERS**

## **6.1 Appointment**

The directors shall annually, and more often as may be required, elect from amongst themselves:

- (a) the President;
- (b) the Chair;
- (c) the Treasurer; and
- (d) the Secretary



A director may be elected to any office of the Corporation but, none of the officers, except the Chair and the President, need to be a member and a director of the Corporation. Two or more of the aforesaid offices may be held by the same person. The Board may from time to time elect such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may for time to time be prescribed by the Board.

## **6.2 Vacancies**

Notwithstanding the foregoing, each incumbent officer shall continue to hold office until the earlier of:

- (a) the officer's resignation, which resignation shall be effective at the time the written resignation is received by the Corporation or at the time specified in the resignation, whichever is later;
- (b) the election of the officer's successor;
- (c) the officer ceasing to be either a director or member of the Corporation, if such is a necessary qualification of the election;
- (d) the meeting at which the directors annually elect the officers of the Corporation;
- (e) the officer's removal; or
- (f) the officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors by resolution may elect a person to fill such vacancy, while ensuring the necessary qualification for the election of the office, if any, is followed.

## **6.3 Remuneration**

The remuneration of all officers appointed by the Board shall be determined from time to time by resolution of the Board. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties.

## **6.4 Removal of Officers**

All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board at any time, with or without cause.

## **6.5 Powers and Duties**

All officers shall sign such contracts, documents or instruments in writing as their respective signatures are required and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board. The duties of the officers shall include:

(a) *Chair*: The Chair shall:

- (i) preside at meetings of the Board, or in his or her absence at any meeting the President shall preside thereat, or in the absence of both the Chair and the President, any director appointed by the directors at the meeting of the Board shall preside at that meeting;
- (ii) report regularly and promptly to the Board issues that are relevant to their governance responsibilities;
- (iii) preside at meetings of the Executive Committee; and
- (iv) perform such other duties as may from time to time be determined by the Board.

(b) *President*: The President shall:

- (i) be the chief executive officer of the Corporation unless otherwise determined by resolution of the Board;
- (ii) report to each annual meeting of members of the Corporation concerning the management and operations of the Corporation;
- (iii) exercise all powers and perform all of the duties of the Chair in the event that the Chair is absent or refuses to act; and
- (iv) perform such other duties as may from time to time be determined by the Board.

(c) *Treasurer*: The Treasurer shall:

- (i) keep, or cause to be kept, the minutes, books of account and financial records of the Corporation and of the documents and registers referred to in section 302 of the Act;
- (ii) ensure the care and custody of all funds and securities of the Corporation, and shall deposit the same in the name of the Corporation in such bank or banks as the Board may direct;
- (iii) ensure that the Corporation's bank accounts are properly maintained; and

- (iv) perform such other duties as may from time to time be determined by the Board.

(d) *Secretary*: The Secretary shall:

- (i) give or cause to be given notices for all meetings of the Board, or the executive committee, if any, and members when directed to do so;
- (ii) cause the minute books of the Corporation and of the documents and registers, referred to in section 300 of the Act, to be kept; and
- (iii) perform such other duties as may from time to time be determined by the Board.

## **ARTICLE 7 – PROTECTIONS AND INDEMNITIES**

### **7.1 For the Protection of Directors and Officers**

Except as otherwise provided in the Act no director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's office or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default.

### **7.2 Indemnities to Directors and Others**

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

- (a) all costs, charges and expenses whatsoever which such director, officer or committee member sustains or incurs in or about any action, suit or proceeding for damages or otherwise which 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 or intended execution in good faith of the duties of his or her office; and

- (b) 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.

The Corporation shall also indemnify any such person in such other circumstances as the Act or law permit or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

### **7.3 Insurance**

Subject to relevant and applicable law, the Corporation may purchase and maintain insurance for a director or officer of the Corporation against any liability incurred by the director or officer, in the capacity as a director or officer of the Corporation, except where the liability relates to the person's failure to exercise the powers and discharge the duties of the office honestly, in good faith, and in the best interest of the Corporation.

### **7.4 Conflict of Interest**

A director who is in any way directly or indirectly interested in a contract or proposed contract shall make the disclosure required by the Act. Except as provided by the Act, no such director shall vote on any resolution to approve any such contract. In supplement of and not by way of limitation upon any rights conferred upon directors by section 71 of the Act and specifically subject to the provisions contained in that section, no director shall be disqualified from office, or vacate the office, by reason of holding any office or place of profit under the Corporation or under any corporation in which the Corporation shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Corporation as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Corporation in which the director is in any way directly or indirectly interested either as vendor, purchaser or otherwise, nor shall any director be liable to account to the Corporation or any of its members or creditors for any profit arising from any such office or place of profit. Subject to the provisions of section 71 of the Act, no contract or arrangement entered into by or on behalf of the Corporation in which any director shall be in any way directly or indirectly interested shall be avoided or voidable and no director shall be liable to account to the Corporation or any its members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

## **ARTICLE 8 – MEMBERS**

## **8.1 Qualifications**

Every member shall:

- (a) be a Physician who is,
  - (i) a signatory to the FHN Agreements, or
  - (ii) a voting shareholder of a Medicine Professional Corporation which is a signatory to the FHN Agreements; and
- (b) be interested in furthering the Corporation's objects.

## **8.2 Application**

Qualified persons may at any time submit an application to become a member, and shall become a member upon approval of the application by a resolution of the Board.

Upon a person becoming a member between annual General Members' Meetings, a special Members' Meeting may be called for the purpose of electing that new member to the Board.

## **8.3 Resignation**

Any member may resign or withdraw from the Corporation by submitting, in writing, a letter of resignation to be delivered to the Secretary, or in the Secretary's absence, the President. A member's resignation shall be effective from the acceptance thereof by the Board. In the case of resignation, a member shall remain liable for payment of any outstanding membership dues levied or which became payable by the member to the Corporation prior to such person's resignation.

## **8.4 Termination**

Membership in the Corporation is not transferable and ceases to exist:

- (a) upon death of the member;
- (b) when the member ceases to be a member by resignation or otherwise in accordance with the By-laws;
- (c) upon Special Resolution of the Corporation for:
  - (i) failing to pay fees or dues, if established;
  - (ii) failing to maintain the appropriate qualifications for membership as set out in section 8.1; or

(iii) for any other cause.

No resolution to terminate a membership shall be moved except after having given the member at least ten (10) days' notice thereof.

## **8.5 Membership Dues**

No membership dues or fees shall be payable by members, unless the establishment such dues or fees is agreed to by the Board, and confirmed by Special Resolution at a Members' Meeting. If membership fees or dues are established, members shall be notified in writing of such dues or fees and the times they are payable by them and, if any are not paid within one (1) calendar month of such a payment date, the Corporation may hold a vote in accordance with section 9.4(c)(i) to terminate the membership of the member in default.

# **ARTICLE 9 – MEMBERS' MEETING**

## **9.1 Annual Meeting**

The annual General Members' Meeting shall be held on such day in each year and at such place in Ontario as the Board may determine, or in the absence of such determination, at the place where the head office of the Corporation is located.

## **9.2 Special Meetings**

Special Members' Meetings may be convened by order of:

- (a) the Chair;
- (b) the President; or
- (c) written requisition of not less than one-tenth of the members.

at any date and time and at any place within Ontario or, in the absence of such determination, at the place where the head office of the Corporation is located.

## **9.3 Notice**

Notice of the time and place for holding a Members' Meeting shall be given by sending it to each member entitled to notice of the meeting by prepaid mail ten (10) days or more before the date of the meeting to the member's last address as shown on the records of the Corporation. Notice of any Members' Meeting where special business will be

transacted should contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

#### **9.4 Waiver of Notice**

A member and any other person entitled to attend any Members' Meeting may in any manner waive notice of such meeting and attendance of any such person at such meeting shall constitute a waiver of notice of the meeting except where such person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **9.5 Error or Omission of Notice**

No error, unless the error was willful or negligent, or accidental omission in giving notice of any Members' Meeting shall invalidate such meeting or make void any proceeding taken at such meeting.

#### **9.6 Quorum**

The quorum for the conduct of business at a Members' Meeting shall be 50% of members entitled to, who are present in person or being represented by proxy.

#### **9.7 Business**

The business transacted at the Members' Meeting of the Corporation shall include:

- (a) approval of the agenda;
- (b) minutes of the previous annual meeting;
- (c) report of the Chair;
- (d) report of the President;
- (e) report of the Treasurer;
- (f) at the annual General Members' Meeting, the report of the auditor;
- (g) at the annual General Members' Meeting, the appointment of the auditor to hold office until the next annual General Members' Meeting and authority for Directors to fix the remuneration of the auditor;
- (h) election of Directors; and
- (i) other business.



## **9.8 Chair**

Members' Meetings shall be chaired by:

- (a) the Chair;
- (b) the President if the Chair is absent; or
- (c) a member of the Corporation elected by the members present if the Chair and President are both absent, or unable to act.

The chair of the meeting shall vote only in order to break a tie, except where there is a tie in the election of Directors, in which case the vote shall be decided by lot.

## **9.9 Adjournment**

Any Members' Meeting may be adjourned from time to time by the chair of that particular meeting, with the consent of members, to a fixed time and place. Notice of any adjourned Members' Meeting is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.

Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The members who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting.

## **9.10 Voting**

Each member is entitled to exercise one (1) vote at a Members' Meeting. Every question submitted to any Members' Meeting shall be decided in the first instance on a show of hands by a majority of votes unless otherwise specifically provided by the Act or by these By-laws. In the case of any equality of votes, the chair of the meeting shall both on a show of hands and at a poll have a second or casting vote in addition to the vote to which the chair may be otherwise entitled.

No member shall be entitled in person or by proxy to vote at a Members' Meeting unless the member has paid all dues or fees, if any, then payable by the member.

At any Members' Meeting unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at a Members' Meeting. If at any such meeting a poll is demanded on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the Members' Meeting directs. The results of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

### 9.11 Voting By Proxy

Votes at Members' Meetings may be given either personally or by proxy. At every meeting in which a member is entitled to vote, every member and/or person appointed by proxy to represent one or more members and/or individual so authorized to represent a member who is present in person shall have one vote on a show of hands. Upon a poll and subject to the provisions, if any, of the Letter Patent, every member who is entitled to vote at the meeting and who is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each member who is entitled to vote at the meeting and who is represented by such proxyholder. A proxy shall be executed by the member or the member's attorney authorized in writing. A person appointed by proxy must be a member.

A proxy may be in the following form:

The undersigned member of the Beamsville Family Health Team hereby appoints \_\_\_\_\_ of \_\_\_\_\_ or failing the person appointed above, \_\_\_\_\_ of \_\_\_\_\_ as the proxy of the undersigned to attend and act at the Members' Meeting of the said Corporation to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_

\_\_\_\_\_  
Member:

The directors may from time to time make regulations regarding the lodging of proxies at the same place or places other than the place at which a meeting or adjourned Members' Meeting is to be held and for particulars of such proxies to be sent by any means of prepaid transmitted or recorded communication before the meeting or adjourned meeting of the Corporation or any agent of the Corporation for the purpose of receiving such particulars and providing the proxies so lodged may be voted upon as though the proxies themselves were produced at such meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chair of any Members' Meeting may, subject to any regulations made as aforesaid, in the chair's

discretion accept any means of prepaid transmitted or recorded communication as to the authority of any person claiming to vote on behalf of and to represent a member notwithstanding that no proxy conferring such authority has been lodged with the Corporation, and any votes given in accordance with such prepaid transmitted or recorded communication accepted by the Chair of the meeting shall be valid and shall be counted.

### **9.12 Written Resolution**

A resolution in writing, signed by all members entitled to vote on that resolution at the Members' Meeting, is as valid as if it had been passed at a Members' Meeting.

## **ARTICLE 10 – EXECUTION OF INSTRUMENTS**

### **10.1 Signing Authority**

Contracts, documents, or instruments in writing requiring the signature of the Corporation may be signed by any two of the Chair, President, Treasurer, and Secretary. Any and all contracts, documents, and instruments in writing so executed by such officers shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Corporation either to sign contracts, documents, and instruments in writing generally or to sign specific contracts, documents, or instruments in writing.

The seal of the Corporation, if one is adopted and if required, may be affixed to any instrument in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board.

## **ARTICLE 11 – BANKING, CHEQUES, DRAFTS, NOTES, ETC.**

### **11.1 Banking Arrangements**

The banking business of the Corporation, or any part thereof, shall be transacted with such bank, trust company or other firm or body corporate as the Board may designate, appoint or authorize from time to time and all such banking business, or any part thereof, shall be transacted on the Corporation's behalf by such one or more officers or other persons as the Board may designate, direct or authorize from time to time and to the extent thereby provided.

### **11.2 Cheques, Drafts, Notes, Etc.**

All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Corporation, and in such manner as the Board may from time to time designate by resolution.

## ARTICLE 12 – NOTICE

### 12.1 Service

Any notice or other document required by the Act, the Regulations, the Letters Patent, or the By-laws to be sent to any member, director, officer, or the auditor shall be delivered personally or sent by prepaid mail, by electronic mail, or by facsimile to any such member, director, officer, or the auditor at their latest address, electronic mail address, or facsimile number, as shown in the records of the Corporation and to the auditor at its business address, electronic mail address, or facsimile number or if no address is given therein then the last address, electronic mail address, or facsimile number 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. Any service delivered by means other than by personal service shall be sufficient and treated as if it was delivered personally. If notice is sent by prepaid mail, it shall be deemed to be received on the fifth (5<sup>th</sup>) day after its mailing.

### 12.2 Signature to Notices

The signature of any director or officer of the Corporation to any notice or document to be given by the Corporation may be written, stamped typewritten or printed.

### 12.3 Computation of Time

Where a given number of days notice, or notice extending over a period, is required to be provide to effect service, as directed by By-laws, Letter Patent, or supplementary letters patent of the Corporation, the day of service of the notice occurred shall not, unless it is otherwise provided, be counted in such number or days or other period.

## ARTICLE 13 – AUDITORS

### 13.1 Auditors

Unless the Corporation qualifies under the exemption in section 96.1, the members of the Corporation shall at each annual General Members' Meeting appoint an Auditor who shall not be a member of the Board or an officer or employee of the Corporation or a partner or employee of any such person, and who is duly licensed under the *Public Accounting Act*, to hold office until the next annual meeting of the Corporation. The remuneration of the Auditor shall be fixed by the Board.

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

In addition to making the report at the annual meeting of the Corporation, the Auditor shall from time to time report to the Board on the audit work with any necessary recommendations.

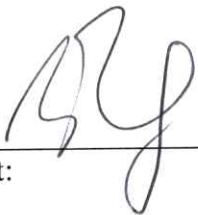
The members may by Special Resolution at a Members' Meeting of which notice of intention to pass such resolution has been given, remove the Auditor before the expiration of the Auditor's term of office and shall appoint the replacement Auditor for the duration of that term of office.


#### ARTICLE 14 – AMENDMENTS

##### 14.1 Amendments to By-laws

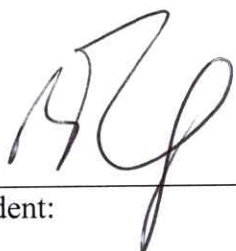
The provisions of this or another By-law of the Corporation not embodied in the Letters Patent may be repealed or amended by a Special Resolution.


**ENACTED** by the Board this 8<sup>th</sup> day of September, 2011

  
\_\_\_\_\_  
President:

  
\_\_\_\_\_  
Secretary:

**CONFIRMED** by a majority of the members on this 8<sup>th</sup> day of September, 2011

  
\_\_\_\_\_  
President:

  
\_\_\_\_\_  
Secretary: