

BY-LAW NO. 53

**A by-law governing the activities and affairs of
THE CANADIAN MEDICAL PROTECTIVE ASSOCIATION**

[•] 2027

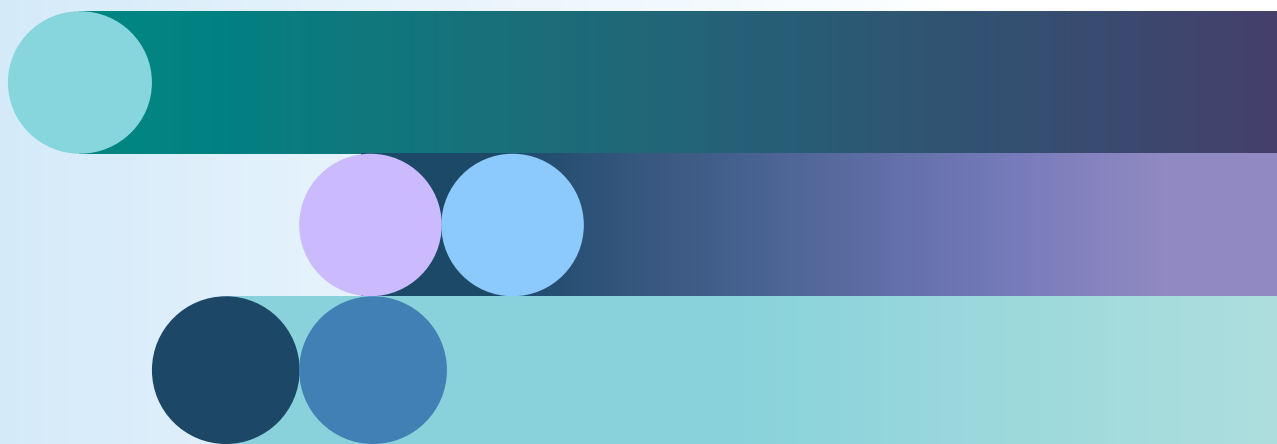




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PREAMBLE

WHEREAS The Canadian Medical Protective Association (the “**Association**”) was incorporated on May 16, 1913, by *An Act to Incorporate The Canadian Medical Protective Association* (the “**Incorporating Act**”), a special Act of the Parliament of Canada;

AND WHEREAS certain provisions of the *Canada Not-for-profit Corporations Act* (the “**NFP Act**”) apply to bodies corporate without share capital incorporated by special Acts of Parliament, including the Association;

AND WHEREAS the Association wishes to enact by-laws to govern its activities and affairs;

BE IT ENACTED as follows:

ARTICLE 1 INTERPRETATION

1.01 Definitions. In this By-law, the following terms have the meanings specified:

- a. “**Acceptable Application**” has the meaning given in Section 2.02(a);
- b. “**Association**” has the meaning given in the preamble;
- c. “**Audit Committee**” means the committee described in Section 5.03;
- d. “**Board**” means the Board of Directors of the Association;
- e. “**By-law**” means this By-law No. 53;
- f. “**Chief Executive Officer**” means the chief executive officer of the Association;
- g. “**Corporate Charter**” means the Incorporating Act and the provisions of the NFP Act that are applicable to the Association, as each may be amended;
- h. “**Directors**” means the individuals who have been elected or appointed to serve on the Board;
- i. “**Electronic Means**” means the telephone or any other electronic or technological means to transmit information or data;
- j. “**Eligible Member**” has the meaning given in Section 7.01;
- k. “**Executive Committee**” means the committee described in Section 5.02;
- l. “**Governance Manual**” has the meaning given in Section 10.04;
- m. “**Incorporating Act**” has the meaning given in the preamble;
- n. “**Member**” means a member of the Association;
- o. “**NFP Act**” has the meaning given in the preamble;
- p. “**Nominating Committee**” means the committee described in Section 5.04;
- q. “**Officer**” means any individual who has been appointed as an officer of the Association in accordance with this By-law;
- r. “**Old By-laws**” has the meaning given in Section 12.01;

- s. **“Ordinary Resolution”** means a resolution passed by a majority of the votes cast on that resolution; and
- t. **“Special Resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation. In the interpretation of this By-law, unless the context otherwise requires, the following rules apply:

- a. words signifying the singular number include the plural and *vice versa* and words importing a gender include all genders;
- b. the words “includes” or “including” mean “includes without limitation” or “including without limitation”;
- c. the word “person” includes an individual, body corporate, partnership, trust and unincorporated organization;
- d. the insertion of headings is for convenience only and does not affect the construction or interpretation of this By-law; and
- e. if any of the provisions contained in this By-law are inconsistent with those contained in the Corporate Charter, the provisions contained in the Corporate Charter will prevail.

ARTICLE 2

CONDITIONS OF MEMBERSHIP

2.01 Eligibility for Membership. Any physician licensed to practice medicine in any province or territory of Canada is eligible to apply for membership in the Association.

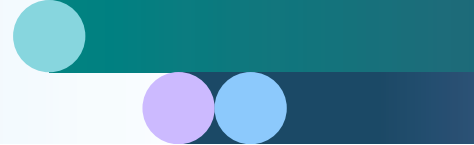
2.02 Admission to Membership.

- a. Each applicant for membership must submit to the Chief Executive Officer an application in the form specified by the Board. Upon the Association’s receipt of an acceptable application (**“Acceptable Application”**), the applicant may be admitted to membership by the Chief Executive Officer. Before admitting an applicant, the Chief Executive Officer may refer any application to the Board for consideration. The Board may in its absolute discretion either accept or refuse any application referred to it.
- b. Upon an applicant being admitted to membership, the Chief Executive Officer, in accordance with rules and procedures established by the Board, will designate the effective date of membership as on, after, or prior to the date of receipt of an Acceptable Application. The Member is deemed to be a Member for the purposes of Article 7 (Association Assistance) from the date designated by the Chief Executive Officer.
- c. Each applicant for membership must pay the appropriate fee for the current year. When an applicant requests admission to membership with effect prior to receipt of an Acceptable Application, the applicant shall also pay such additional amount to be calculated in a manner to be determined by the Board.
- d. Upon admission, a Member retains membership in the Association until such membership is voided pursuant to Section 2.03, the membership is terminated pursuant to Section 2.07 or the Member is expelled pursuant to Section 2.08.

- 2.03 Voiding of Membership.** Should any membership information provided by a Member be determined to be materially inaccurate or should the Member be unresponsive to the information requirements of the Association, the Board may declare the Member's membership in the Association to be void and of no effect for all purposes from the effective date of the membership. The Association may retain for its own use any money received from any such applicant.
- 2.04 Membership Fees.** Each Member must annually pay to the Association a membership fee as determined by the Board. The Board may determine different membership fees it may prescribe and define.
- 2.05 Special Levies.** Each Member must, if called upon, pay a further amount not exceeding the annual fee in the year in question. Such a call will be made only in the event of a financial emergency, as determined by the Board in consultation with the Association's auditors.
- 2.06 Continued Liability of Members.** Notwithstanding the termination of membership or expulsion from membership, any person who ceases to be a Member remains liable for, and must pay to the Association, all monies which are, at the time of ceasing to be a Member, due to the Association.
- 2.07 Termination of Membership.** The membership of any Member immediately terminates without notice to the Member by the Association on the happening of any of the following events:
- upon the death of the Member;
 - upon the receipt of a written resignation by the Member;
 - upon the default of the Member in any payment due to the Association for more than one (1) calendar month (or such longer period as the Board may determine) after such payment became due; or
 - upon the Member ceasing to meet the eligibility criteria set forth in Section 2.01.
- 2.08 Expulsion from Membership.** The Board has the power to expel from membership any Member whose conduct or membership it determines to be detrimental to the Association. A Member may be expelled only after due inquiry by the Board. Prior to the Board exercising such authority, the Member will be provided at least sixty (60) days' notice of the Board meeting during which the resolution expelling the Member will be considered. The Member will be entitled, with or without counsel, to make written and/or oral representations during the meeting.

ARTICLE 3 MEMBERS' MEETINGS

- 3.01 Annual Meetings.** In each calendar year, the Association will hold an annual meeting of Members in addition to any special meeting of Members in that year. The annual meeting will be held on a date and at a place determined by the Board.
- 3.02 Special Meetings.** The Board may call a special meeting of the Members at any time. In addition, the Board will call a special meeting of the Members within one hundred (100) days from receipt by the Chief Executive Officer of a request signed by at least five percent (5%) of the Members. Such a request will state the purpose of the proposed meeting. Any special meeting will consider only the business that is specified in the notice calling the meeting.
- 3.03 Notice of Meetings of Members.**
- Notice in writing of the date, time and place of each meeting of the Members will be sent to each Member at least thirty (30) days before the meeting.



- b. Notice of any meeting where special business will be transacted will contain sufficient information to permit a Member to form a reasoned judgment on any decision to be taken, including, for greater certainty, the text of any proposed amendments to this By-law. For purposes of this section, “**special business**” refers to all business other than: (i) the consideration of the Association’s audited financial statements; and (ii) consideration of the auditor’s report.
- c. If a person may attend a meeting of the Members by Electronic Means, the notice of the meeting will include instructions for attending and participating in the meeting by Electronic Means including, if applicable, instructions for voting by such means at the meeting.

3.04 Meetings by Electronic Means. A meeting of the Members may be held entirely by Electronic Means or by a combination of in-person attendance and Electronic Means. A meeting of the Members held entirely by Electronic Means is deemed to be held at the head office of the Association.

3.05 Chair. The President shall act as chair of any meeting of Members. In the event that the President is absent, unable or unwilling to act, the Vice-President will chair the meeting, but if the Vice-President is absent, unable, or unwilling to act, the Members who are present and entitled to vote at the meeting shall choose a Director to chair the meeting, and if no Director is able or willing, one (1) of the Members present at the meeting will be selected to chair the meeting.

3.06 Persons Entitled to be Present. All Members are entitled to attend and vote at a meeting of the Members. Any other person may be admitted on the invitation of the chair of the meeting or with the consent of the meeting.

3.07 Quorum. At any meeting of Members, at least fifty (50) Members present in person or by Electronic Means will constitute a quorum.

3.08 Adjournments. Except in circumstances where a quorum is not present, the chair of the meeting may, with the consent of the meeting, adjourn the meeting to a fixed time and place, but no business may be transacted at the resumption of any such adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. If it is not possible to adjourn the meeting to a fixed time and place, notice of the adjourned meeting will be given in accordance with Section 3.03.

3.09 Voting.

- a. Each Member present in person or by Electronic Means at a meeting of the Members is entitled to one (1) vote on any question considered by the meeting.
- b. A vote at a meeting of the Members will be conducted, in accordance with the meeting rules described in Section 3.13, (i) entirely by Electronic Means, (ii) by a combination of Electronic Means and by voting in-person, or (iii) entirely by voting in-person.
- c. For greater certainty, with respect to any in-person vote, twenty-five (25) Members who are present at the meeting may demand that the vote take place by ballot. Such requirement or demand may be withdrawn at any time prior to the taking of the ballot. A ballot so required or demanded will be taken in such manner as the chair of the meeting directs.

3.10 Votes to Govern. At every meeting of the Members, unless otherwise required by the Corporate Charter or by this By-law, every question will be determined by Ordinary Resolution.

3.11 Member Motions. Any Member, with the signed endorsement of twenty-five (25) other Members, can cause a motion to be added to the agenda of the annual meeting for consideration by the Members, including, for greater certainty, proposed amendments to this By-law. Written notice of such a motion, together with a supporting statement (not to exceed five hundred (500) words) will be provided to the Chief Executive Officer at least sixty (60) days prior to the annual meeting. The Association will not include the motion and the supporting statement in the notice of the annual meeting if:

- a. the motion is not submitted at least sixty (60) days before the meeting or it has not been signed by twenty-five (25) other Members;

- b. it clearly appears that the primary purpose of the motion is to enforce a personal claim or redress a personal grievance against the Association or one or more of its Directors, Officers, or Members;
- c. it clearly appears that the motion does not relate in a significant way to the activities or affairs of the Association;
- d. substantially the same motion was submitted to Members in a notice of a meeting of the Members held not more than two (2) years before the receipt of the motion, and the motion was defeated;
- e. the rights conferred by this section are being abused to secure publicity;
- f. the motion contravenes any provisions of the Corporate Charter or this By-law; or
- g. the motion infringes on the appropriate management of the activities and affairs of the Association.

3.12 Financial Statements and Report. At every annual meeting, in addition to any other business that may be transacted, the audited financial statements and the report of the auditors will be presented to the Members.

3.13 Meeting Rules. The Board may establish rules governing matters related to the conduct of meetings of Members.

ARTICLE 4 BOARD OF DIRECTORS

4.01 Duties and Powers.

- a. The Board will supervise the management of the activities and affairs of the Association.
- b. The Board may make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and may exercise all such other powers and do all such other acts and things that the Association is, by the Corporate Charter or otherwise, authorized to exercise and do.
- c. The Board may delegate (with power to sub-delegate) such of its powers that it considers reasonable to the Chief Executive Officer, any Director, or a committee of the Board. Any such delegation may be made subject to such conditions that the Board considers reasonable and may be revoked or altered at any time at the discretion of the Board.

4.02 Composition of the Board.

- a. The Board will be comprised of a minimum of fifteen (15) Directors and a maximum of twenty-five (25) Directors who, as provided herein:
 - (i) are elected by the Members;
 - (ii) are appointed by the Board; or
 - (iii) hold office as Directors by virtue of holding the office of President or Vice-President.
- b. The Directors to be elected by the Members under Section 4.02(a)(i):
 - (i) will include one (1) or more Directors who practice in each geographical area established by the Board from time to time and who are elected by the Members who practice in that same geographical area; and
 - (ii) may include, at the discretion of the Board, one (1) or more Directors who are elected by the Members in votes of the membership as a whole.

- c. The Board will determine the size of the Board within the range set forth in Section 4.02(a). In addition, the Board will determine the number of Directors:
 - (i) to be elected in each geographical area under Section 4.02(b)(i);
 - (ii) to be elected under Section 4.02(b)(ii), if any; and
 - (iii) to be appointed under Section 4.02(a)(ii), if any, provided such number does not exceed four (4).
- d. No decrease in the number of Directors will shorten the term of an incumbent Director.

4.03 Qualifications of Directors. In addition to any desired attributes, skills, specializations, and competencies for Directors that are set forth in the Governance Manual, each Director must:

- a. be a Member;
- b. not have been found, under the laws of a province or territory, to be unable to manage their property or been declared to be incapable by any court in a jurisdiction outside Canada that the Board considers to be a court of competent jurisdiction;
- c. be ordinarily resident in Canada; and
- d. not have the status of a bankrupt.

4.04 Term of Office.

- a. The election of Directors will be effective as of the conclusion of the annual meeting following their election, and the elected Directors will hold office for terms of up to four (4) years or until their successors are elected, subject to Sections 4.09 and 4.10.
- b. The appointment of Directors will be effective as of the conclusion of the annual meeting following their appointment by the Board, and the appointed Directors will hold office for terms of up to four (4) years or until their successors are appointed, subject to Sections 4.09 and 4.10.
- c. The Board will determine the proposed terms of office for the Directors described in Sections 4.04(a) and 4.04(b) prior to their election or appointment, as applicable.
- d. The President and Vice-President will automatically become Directors upon their appointments as President and Vice-President, as applicable, and will remain as Directors during their terms of office as President and Vice-President, as applicable.
- e. Provided they remain qualified, Directors are eligible for re-election or re-appointment, except that no Director is eligible to be re-elected or re-appointed as a Director if doing so would result in them serving as a Director for more than twelve (12) years or until their successor is elected or appointed. Where a Director was appointed to fill an unexpired term of a Director, such partial term will be included in the calculation of the cumulative maximum years of service.
- f. For greater certainty, a Director's term as President or Vice-President is not counted for purposes of Section 4.04(e).

4.05 Nomination of Directors. Without limiting any duties that may be assigned by the Board to the Nominating Committee from time to time, the Nominating Committee will:

- a. solicit nominations in respect of those positions on the Board to be filled in accordance with this By-law and the Governance Manual;
- b. determine the eligibility and suitability of candidates to serve as Directors with regard to Section 4.02, Section 4.03, Section 4.04 and the Governance Manual;



c. nominate at least one (1) candidate for each position on the Board to be filled in the form of a slate to be put forward to:

- (i) the Board to fill a vacancy as described in Section 4.10;
- (ii) the Members for election as contemplated in Section 4.02 and Section 4.06; and
- (iii) the Board to make the appointments contemplated in Section 4.02 and Section 4.07.

4.06 Manner of Election. The Chief Executive Officer will, at least fifteen (15) weeks prior to the annual meeting, make available to the Members the particulars of the candidate or candidates nominated by the Nominating Committee for election, a voting ballot in the manner prescribed by the Board, and instructions on voting procedures. The deadline for the receipt of ballots will be at least ten (10) weeks prior to the annual meeting. The election results will be tabulated in accordance with the Governance Manual, posted on the Association's website, and provided to the membership.

4.07 Manner of Appointment. The Nominating Committee will make available to the Board the particulars of those candidates (if any) nominated by the Nominating Committee for appointment as Directors, and a voting ballot available to the Board. The appointment results will be posted on the Association's website and provided to the membership.

4.08 No Nominations from the Floor. No nominations from the floor are permitted with respect to the election of Directors at any meeting of the Members.

4.09 Vacation of Office by Directors. The office of Director will be deemed to be vacated upon:

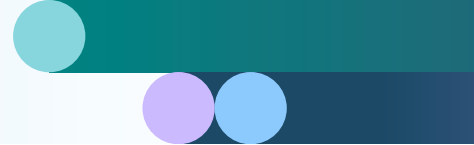
- a. the Director ceasing to meet any one of the qualifications set forth in Section 4.03;
- b. the Director ceasing to be the President or Vice-President, as applicable;
- c. the receipt of a written resignation by the Director (in which case, the resignation will be effective at the time the Association receives the resignation or the time specified in the resignation, whichever is later); or
- d. the Director being removed pursuant to a Special Resolution of the Board for having breached the provisions of the Governance Manual in a manner sufficient to warrant removal from the Board.

In addition, where a Director is appointed as the President or Vice-President, as applicable, such appointment will be deemed to have created a vacancy among the Directors described in Section 4.02(a)(i) or 4.02(a)(ii), as applicable.

4.10 Filling Vacancies. Where a vacancy occurs on the Board, the Board may fill the vacancy with a candidate nominated by the Nominating Committee for the remainder of the term of the Director who has vacated office.

4.11 Quorum. A majority of Directors in office who are present in person or by Electronic Means will constitute a quorum for the transaction of the business of the Board. Subject to Sections 4.14 and 5.02, no business of the Board will be transacted except at a meeting of the Board at which a quorum is present. Where there is a vacancy or vacancies in the Board, the remaining Directors will exercise all the powers of the Board provided a quorum is present.

4.12 Calling of Meetings. Meetings of the Board will be held at such time and on such day as the President or any eight (8) Directors may determine, and the Chief Executive Officer will call meetings when directed or authorized by the President or such eight (8) Directors. Notice of the time and place of Board meetings will be provided to each Director at least forty-eight (48) hours prior to the meeting, except that no notice of a meeting will be necessary if all the Directors are present or if those absent waive notice of or otherwise signify in writing their consent to the holding of such meeting, either before or after the meeting.



- 4.13 Meetings by Electronic Means.** A meeting of the Board may be held entirely by Electronic Means or by a combination of in-person attendance and Electronic Means.
- 4.14 Circulated Resolutions.** Any resolution consented to at any time by the signatures of all the Directors entitled to vote on that resolution at a meeting of the Board will be as valid and effective as if passed at a meeting of the Board.
- 4.15 Chair.** The President shall act as chair of any meeting of the Board. In the event that the President is absent, unable or unwilling to act, the Vice-President will chair the meeting, but if the Vice-President is absent, unable, or unwilling to act, the Directors who are present and entitled to vote at the meeting will choose a Director to chair the meeting.
- 4.16 Votes to Govern.** At all meetings of the Board, every question to be decided by the Board will be decided by an Ordinary Resolution except as provided herein. Should there be a tie vote, the chair of the meeting will not be entitled to a second or casting vote.

ARTICLE 5 COMMITTEES

5.01 Committees—General.

- a. **Committees.** The Board may constitute and dissolve such committees as it may deem advisable and appoint persons (whether or not they are Members or Directors) to such committees. Committees will normally be appointed by the Board at the first (1st) meeting of the Board held after each annual meeting of Members and they will serve until their successors are appointed.
- b. **Procedure of Committees.** The Board will appoint the chair of every committee constituted by the Board, and unless otherwise ordered by the Board, and subject to the provisions of this By-law and the Governance Manual, each committee will have power to regulate its own procedures.
- c. **Meeting by Electronic Means.** A meeting of a committee may be held entirely by Electronic Means or by a combination of in-person attendance and Electronic Means.
- d. **Quorum.** A majority of the members of a committee who are present in person or by Electronic Means will constitute a quorum for a meeting thereof.
- e. **Removal of Committee Members.** The Board may, with or without cause, remove any Director or other member of a committee and it may appoint a new member as it sees fit.

5.02 Executive Committee.

- a. **Constitution and Powers.** There may be an Executive Committee to which the Board may delegate all or part of its powers, except the power to appoint Directors, committees and the Chief Executive Officer.
- b. **Composition and Appointment.** If appointed, the Executive Committee will be comprised of the President, the Vice-President and other Directors as determined by the Board.
- c. **Chair.** If an Executive Committee is appointed, the President will be the chair of the Executive Committee. In the absence of the President at any meeting, the Vice-President will be the chair of the meeting, or, if the Vice-President is absent, one of the members of the Executive Committee present will be chosen to be chair of the meeting. The chair of the Executive Committee will be entitled to vote on any question but will not be entitled to a second or casting vote.

- 5.03 Audit Committee.** The Board will appoint annually, at the first (1st) meeting of the Board following each annual meeting of Members, an Audit Committee to be composed of at least three (3) and no more than five (5) Directors and at least one (1) additional member who is not a Director and who may, but need not, be a Member. The Audit Committee will work with the auditor and management to oversee the audit and ensure the integrity of the Association's financial statements. The Audit Committee will perform such other duties set forth in this By-law, in the Governance Manual, and as assigned by the Board from time to time.
- 5.04 Nominating Committee.** The Board will appoint annually, at the first (1st) meeting of the Board following each annual meeting of the Members, a Nominating Committee to be composed of at least six (6) and no more than ten (10) Members including the President. At least half of the Nominating Committee members will be Directors and at least two (2) members of the Nominating Committee must not be Directors. An individual is ineligible to be appointed to the Nominating Committee if, as of the proposed effective date of the appointment: (a) they are an employee of the Association; (b) they were an employee of the Association within the past two (2) years; or (c) they were a Director within the past two (2) years. The Nominating Committee will perform the duties set forth in this By-law, in the Governance Manual, and as assigned by the Board from time to time.

ARTICLE 6 OFFICERS

- 6.01 Appointment.** The Board, in its discretion, may appoint any of the Officers named in this Article 6, as well as any other Officers as the Board may determine, for such terms of office as the Board deems advisable subject to the provisions of this By-law and the Governance Manual. The President and the Vice-President must be Directors at the time of appointment.
- 6.02 President.** The President will, when present, preside at all meetings of the Members and of the Board. The President will participate in the formulation of general policy and in the general supervision of the management of the activities and affairs of the Association. The President will be an *ex officio* member of all committees of the Board and will have the right to attend and participate in all meetings thereof. The President will have a vote at all such meetings except meetings of the Audit Committee, unless appointed a member thereof. The President will have such other powers and will perform such other duties as are prescribed by this By-law and as the Board may prescribe in the Governance Manual.
- 6.03 Vice-President.** If the President is absent, unable or unwilling to act, the President's duties will be performed by the Vice-President or by any other Officer who is designated by the Board to exercise those powers. The Vice-President will have such powers and will perform such other duties as are prescribed by this By-law and as the Board may prescribe in the Governance Manual.
- 6.04 Chief Executive Officer.**
- a. Powers.** The Chief Executive Officer will have the general active management and direction of the Association's activities and affairs, subject to the authority of the Board and the provisions of this By-law. The Chief Executive Officer will have the power to appoint and remove all employees and agents of the Association not appointed directly by the Board and to settle the terms of their employment and remuneration.
 - b. Duties.** Unless excused, the Chief Executive Officer will attend and maintain the corporate record of all meetings of Members and all meetings of the Board and its committees. The Chief Executive Officer will have such other duties and powers as are prescribed by this By-law and as the Board may prescribe in the Governance Manual. These duties will include, amongst others, responsibility for the control of the funds of the Association and the provision of an account of the Association's financial transactions and of the financial position of the Association at meetings of the Board.

- c. **Delegation.** The Chief Executive Officer may delegate any of the foregoing powers and duties to any employee, unless the Board otherwise directs.

6.05 General Counsel and Other Counsel. The General Counsel of the Association will be appointed by the Board annually. General Counsel will provide legal advice and opinion as requested. General Counsel will assist and advise the Board in retaining such other legal counsel as may be necessary to provide assistance to Members.

ARTICLE 7 ASSOCIATION ASSISTANCE

- 7.01 Assistance – General.** On behalf of the Association, the Board may undertake the conduct or defence of, or assist in the conduct or defence of, any matter concerning or affecting the professional character or interests of an Eligible Member as set forth herein. For purposes of this Article 7, “**Eligible Member**” means: (a) a Member; (b) a former Member; or (c) where the context requires, the legal representative(s) of a Member or former Member.
- 7.02 Request for Assistance.** An Eligible Member must promptly notify the Chief Executive Officer in writing if they wish to request the assistance of the Association in respect of any matter being threatened or brought against them or if they have knowledge of any circumstance, error, mistake, omission or act they believe might give rise to a request for assistance.
- 7.03 Discretion to Grant Assistance.** The Board in its sole discretion will decide, after any further investigation it may direct, if the Association will assist with the matter and the extent of such assistance. Without limiting the generality of the foregoing, the decision of the Board in respect thereof is conditional upon:
- a. the Association receiving from the Eligible Member a request for assistance under Section 7.02 and such other material and information as the Board may require;
 - b. the Board being satisfied that the allegations in the matter relate to the practice of the Eligible Member and are alleged to have occurred at a time when the Eligible Member was a Member;
 - c. the Eligible Member agreeing to abide absolutely by every decision of the Board on the conduct, defence or settlement of the matter, and not to take any independent steps with reference to the matter without the Board’s permission; and
 - d. the Eligible Member confirming that at the time of the commencement or threat of the matter the Eligible Member did not have in force a policy of insurance that would indemnify the Eligible Member in respect thereof.
- 7.04 Nature and Extent of Assistance.**
- a. Subject to the other provisions of this By-law, the Board may grant from the funds of the Association to any Eligible Member full or limited assistance with regard to any matter concerning or affecting the professional character or interests of such Eligible Member. Such assistance may include all incidental or consequential losses, damages, costs, charges and expenses (exclusive of fines or penalties) as well as the fees and disbursements of legal counsel authorized by the Board.
 - b. Unless it determines otherwise, the Board will not grant or continue assistance where it is established by evidence in a matter, or by other evidence accepted by the Board in its discretion, that the matter arose from the commission of a criminal act or act with criminal intent by the Eligible Member.



- c. The Board will determine the nature of any grant of assistance and its continuance. The Board has full discretion in every case to limit, restrict, decline or terminate assistance. An Eligible Member may request reconsideration of any decision to limit, restrict, decline or terminate assistance in a matter for which they requested assistance, and reconsideration will occur in a manner specified by the Board.

- 7.05 Subrogation of the Association.** When a person accepts assistance from the Association, they are deemed to have agreed that the Association is subrogated, to the extent of the assistance rendered, to all such person's rights of recovery against any person or organization with respect to the matter for which assistance has been granted. The person must execute the documents and do whatever is necessary in the opinion of the Board to secure such rights. The person must not do anything to prejudice such rights.
- 7.06 Mutuality Obligations.** Every Eligible Member who is assisted by the Association has the duty to aid and co-operate fully with the Association, counsel appointed by the Association, and the Association's representatives, including providing oral and written statements, meeting with counsel appointed by the Association and with the Association's representatives, and securing and giving evidence, all without charge to the Association unless such charges are specifically agreed upon by the Association. The Board may terminate assistance to an Eligible Member where such aid and co-operation is not being provided, as determined by the Board.

ARTICLE 8 FINANCIAL MATTERS

- 8.01 Financial Year.** Unless and until otherwise changed by the Board, the financial year of the Association will end on the 31st day of December in each year.
- 8.02 Auditor.** In each year, the Board will appoint an auditor to conduct an audit of the Association and who will report to the Board and to the annual meeting of Members in respect thereof.
- 8.03 Banking Arrangements.** The Association's banking business, including the borrowing of money and the granting of security, will be transacted with any banks, trust companies or other organizations as may be designated by or under the authority of the Board. The Association's banking business will be transacted under any agreements, instructions and delegations of power that the Board prescribes.
- 8.04 Investment of Funds of the Association.** Subject to the provisions of the Corporate Charter, the Board will establish and apply investment policies, standards and procedures that a reasonable and prudent person would apply in respect of a portfolio of investments to avoid undue risk of loss and to obtain a reasonable return.
- 8.05 Voting Rights in other Bodies Corporate.** Unless and until otherwise specifically directed by the Board, the Officers with signing authority may execute and deliver instruments of proxy which need not, unless the law applicable to the securities being voted otherwise requires, be under the corporate seal of the Association and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Association and such instruments, certificates or other evidence will be in favour of such person or persons as may be determined by the Officers signing them or arranging therefor. The Board may, however, from time to time direct the manner in which and the person or persons by whom any particular voting rights will be exercised.
- 8.06 Borrowing and other Powers.**
- a. Subject to the Corporate Charter, the Board may, from time to time, on behalf of the Association:
 - (i) acquire by purchase, lease, gift, legacy or otherwise and own and hold any real or personal estate and property, rights or privileges, and sell, manage, develop, lease, mortgage, dispose of or otherwise deal therewith in such manner as may be determined;

- (ii) make, accept, draw, endorse, and execute bills of exchange, promissory notes, and other negotiable instruments;
 - (iii) invest the surplus funds of the Association in such manner and upon such securities as may be determined;
 - (iv) borrow money as and when required for the purposes of the Association; and
 - (v) do such other lawful acts and things as are incidental or conducive to the attainment of the objects of the Association.
- b. The Board may delegate any or all of the powers referred to in Section 8.06(a) to a Director, a committee of Directors, one or more of the Officers of the Association, an employee of the Association, or other person or persons.

8.07 Honoraria and Expenses. The Board will fix the honoraria for the President, the Vice-President, the Directors and any others who may render services in aid and on behalf of the Association. Honoraria or fees for expert medical testimony or for advice to the Association's solicitors and counsel will be paid at a rate authorized by the Board. At the discretion of the Board, the reasonable expenses of Directors, Officers and other persons in attending to Association business will be paid out of the Association's funds.

ARTICLE 9

PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

9.01 Duties of Directors. Without limiting the duties of Directors under the Corporate Charter, other applicable laws, this By-law, and the Governance Manual, every Director will exercise the powers and discharge the duties of office honestly and in good faith with a view to the best interests of the Association, and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

9.02 Indemnities to Directors, Committee Members, Officers, and Others. The Association will indemnify every Director, committee member, Officer or other person who acts or acted at the Association's request as a director or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that relationship with the Association or other entity, provided the individual seeking the indemnity hereunder: (a) acted honestly and in good faith with a view to the best interests of the Association; and (b) exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances.

9.03 Limitation of Liability. To the extent permitted by applicable laws, no Director or Officer will be liable for: (a) the acts, receipts, neglects or defaults of any other Director, Officer, employee or agent; (b) the joining in any receipt or other act for conformity; (c) any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association; (d) the insufficiency or deficiency of any security in or upon which any of the monies of the Association have been invested; (e) 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 the Association will be deposited; (f) any loss occasioned by any error of judgment or oversight on the part of such Director or Officer; (g) any loss, damage or misfortune, whatever, which may happen in the execution of the duties of office or in relation thereto, unless such liability is occasioned by the Director's or Officer's failure to: (i) act honestly and in good faith with a view to the best interests of the Association; and (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

9.04 Extended Meaning of Director and Officer. For the purposes of this Article 9, the terms "Director" and "Officer" include a former Director or Officer and their heirs, executors, administrators and legal representatives.

ARTICLE 10 GENERAL

- 10.01 Head Office.** The head office of the Association is located in the City of Ottawa, in the Province of Ontario. The Association may change the location of its head office in accordance with the Corporate Charter.
- 10.02 Corporate Seal.** The corporate seal of the Association will be such as the Board may adopt.
- 10.03 Execution of Documents.** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association will be signed by those Directors, Officers, or other individuals set forth in the Governance Manual. Without limiting the generality of the foregoing, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document will be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy thereof.
- 10.04 Governance Manual.** The Board may adopt, amend or repeal by Special Resolution such rules, policies and regulations that are not inconsistent with the Corporate Charter or this By-law relating to the activities and affairs of the Association as the Board may deem to be appropriate from time to time (the “**Governance Manual**”). If any provisions contained in the Governance Manual are inconsistent with those contained in the Corporate Charter or the By-law, the provisions contained in the Corporate Charter or the By-law, as applicable, will prevail.
- 10.05 Provision of Information to Members.** Unless required by law, no Member will be entitled to discovery of any information respecting any details or conduct of the Association's business when, in the opinion of the Board, it would not be in the interests of Members or the Association to communicate that information to that Member or to the public. No Member or other person will have any right to inspect any account, record or document of the Association except as required by law or as authorized by the Board.
- 10.06 Notices.**
- a. Method of Giving Notices.** Any notice (which includes any communication or document, electronic or otherwise) to be given, sent, delivered or served pursuant to this By-law or otherwise, in writing or otherwise, to a Member, Director, Officer or member of a committee may be sent by prepaid mail addressed to, or may be personally delivered to, or may be sent by Electronic Means to, the recorded address of the recipient. A notice so mailed or sent will be deemed to have been given when sent. For purposes of this Section, the term “**recorded address**” means in the case of a Member the address, including the email address, as recorded in the register of Members and in the case of a Director or Officer the address as recorded in the records of the Association. The Chief Executive Officer may change or cause to be changed the recorded address of any Member, Director or Officer in accordance with any information believed by the Chief Executive Officer to be reliable.
 - b. Omissions and Errors.** The accidental omission to give any notice to any Member, Director or Officer or member of any committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting its substance will not invalidate the notice or any action taken at any meeting held pursuant to the notice.
 - c. Waiver of Notice.** Where a notice is required by the By-law or otherwise to be given to any Member, Director, Officer or to any other person, the giving of such notice may be waived or the time for the notice may be waived or abridged with the consent in writing of every person entitled thereto, either before or after the time prescribed. In addition, the attendance of a Member, Director, Officer or other person at any meeting of the Members, the Board, or a committee, as applicable, constitutes a waiver of notice unless the Member, Director, Officer, or other person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.

ARTICLE 11

PASSING, AMENDMENTS AND REPEAL OF BY-LAWS

- 11.01 Passing, Amendment or Repeal of By-laws.** The Members may, by Special Resolution at an annual meeting of the Members, pass, amend, or repeal any by-laws that regulate the activities or affairs of the Association.
- 11.02 Observance of Section 7 of the *Incorporating Act*.** Notwithstanding the passing of any by-law pursuant to this Article 11, no such by-law will come into force until the fulfillment of the provisions of Section 7 of the *Incorporating Act*.
- 11.03 Effective Date.** This By-law will come into force and take effect immediately upon the fulfillment of the provisions of Section 7 of the *Incorporating Act*.

ARTICLE 12

TRANSITIONAL MATTERS

- 12.01 Repeal.** Upon this By-law coming into force, By-law No. 52 of the Association (the “**Old By-laws**”) will be automatically repealed, provided that neither the coming into force of this By-law nor the repeal of the Old By-laws will in any way affect the previous operation of the Old By-laws or any part thereof, nor affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder, nor the validity of any contract or agreement made pursuant thereto prior to repeal. Subject to the provisions of this Article 12, all Councillors, Officers, committee members, and other persons elected, appointed or acclaimed under the Old By-laws will continue to act as if elected or appointed under this By-law and all resolutions of the Members, the Council, or a committee with continuing effect passed under the Old By-laws will continue to be good and valid except to the extent inconsistent with this By-law and until amended or repealed.
- 12.02 Terminology.** Upon this By-law coming into force:
- the Council under the Old By-laws will be re-named the Board of Directors;
 - the Councillors under the Old By-laws will be re-named the Directors, and each Councillor individually, a Director;
 - the Executive Director under the Old By-laws will be re-named the Chief Executive Officer; and
 - the 1st Vice-President under the Old By-laws will be re-named the Vice-President.
- 12.03 Directors—Transition.** Upon this By-law coming into force and notwithstanding any provisions of this By-law to the contrary:
- the President and Vice-President will become *ex-officio* Directors;
 - the incumbent Councillors will remain in office as Directors, and as their terms are not renewed or they otherwise cease to be Directors, their respective positions on the Council under the Old By-laws will be modified and replaced to give effect to the composition of the Board contemplated in Article 4;
 - a Director who has served as a Councillor prior to the coming into force of this By-law is eligible to serve as a Director for no more than fourteen (14) years or until their successor is elected or appointed (and to determine a Director’s length of service for purposes of this Section 12.03(c), service as a Councillor prior to the coming into force of this By-law will be included); and
 - in determining an individual’s eligibility to serve as a member of the Nominating Committee under Section 5.04(c), service as a Councillor prior to the coming into force of this By-law will be included.



12.04 Other Matters. Upon this By-law coming into force:

- a. the Case Review Committee under the Old By-laws will be dissolved; and
- b. the 2nd Vice-President under the Old By-laws will cease to hold office as such (but will otherwise remain a Director).

12.05 Amendments. Upon such date as the Board determines that the transition contemplated in Section 12.03(b) has been completed, the Board is authorized to: (a) remove Article 12 from this By-law; (b) make any consequential amendments to this By-law in respect thereof (including re-numbering it); and (c) pursue the By-law amendment process in Section 7 of the *Incorporating Act* to give effect thereto, without any further authorization or formality.