

Date: April 8, 2024

From: Adam Farber, OMA General Counsel

Subject: **OMA BYLAW AMENDMENTS**

Proposed Motion:

“That the OMA Letters Patent/Articles of Incorporation be amended as set out in Appendix A (Schedule A amending the Articles of Incorporation) and that the amendments to the bylaws set out in Appendix B supersede and replace the existing bylaws in its entirety.”

EXECUTIVE SUMMARY:

Ontario’s new *Not-for-Profit Corporations Act, 2010 (ONCA)* was proclaimed into force on October 19, 2021.

The OMA’s corporate documents already meet many of the requirements set out under *ONCA*. To the extent that it was possible or practicable, the 2019 Governance Transformation process integrated prospective *ONCA* provisions and aimed to align the modernization with the forthcoming legislation. However, some amendments could not be initiated until after *ONCA* officially came into effect.

The OMA will need to pass several amendments to the existing *Letters Patent* (referred to as *Articles of Incorporation* under *ONCA*) and the bylaws in advance of the October 2024 legislative deadline to comply with *ONCA*. These amendments are primarily procedural in nature and will generally not impact the daily functioning of the OMA or our membership. This process also offers an avenue for initiating small housekeeping amendments and the opportunity to reflect on other minor updates to our corporate documents.

INTRODUCTION / PURPOSE:

When *ONCA* came into force in October 2021, the legislation included a three-year transition period for not-for-profit corporations such as the OMA to review and amend existing corporate documents to comply with the new legislation. The new rules offer greater flexibility in some areas or change the default presumption from what was previously established under the old governing legislation, the *Corporations Act*.

When the OMA underwent an extensive corporate governance restructuring in 2019, compliance with the forthcoming *ONCA* rules was an important consideration. However, there were

limitations on what could be implemented prior to *ONCA*'s official proclamation into force and the transformation prioritized other, more pressing, strategic governance objectives.

The OMA's corporate documents already comply with many of the requirements under *ONCA*. Among other things, we are already in compliance with the new maximum term length for directors and the minimum number of directors required, and our existing bylaws contemplate electronic voting. However, there are several required changes the OMA will need to make in advance of the October 2024 deadline to both the Articles of Incorporation and bylaws to align with the requirements set out in *ONCA*. There is also recommended minor housekeeping amendments.

The chart below outlines the key differences between the *Corporations Act* and *ONCA*:

	<i>Ontario Corporations Act</i> (outdated)	<i>Not-for-Profit Corporations Act, 2010</i> (new)
Membership classes*	Classes of members not required in Letter Patent	Classes of members (if two or more) must be included in Articles along with voting rights for each class
Director eligibility	Directors must be members	Non-members can serve as directors
Notice for members' meetings	Minimum 10 days' notice; no maximum	Minimum 10 days' notice; Maximum 50 days
Director consent	No requirement for directors to consent to serve in writing	Each director must consent to in writing to act as a director
Conflicts of interest	Did not address conflict disclosures by officers	Sets out conflict of interest requirements
Removal of directors	Required special resolution	Can be done through ordinary resolution

*Updates proposed to OMA corporate documents

DETAILED OVERVIEW OF PROPOSED AMENDMENTS

1. Amendments required pursuant to *ONCA*

The board recommends the following amendments to the Articles of Incorporation (formerly Letters Patent) and bylaws: remove **Article 2:1 Classes** in its entirety from the bylaws and migrate the section in full as a proposed Schedule 'A' to the Articles of Incorporation.

Rationale

- a. Move classes of membership to Articles of Incorporation: Under the previous legislation, classes of membership were not required to be in the Letters Patent/Articles of Incorporation and are currently outlined in **Article 2:1 Classes** of the OMA bylaws. *ONCA* requires that where an organization has two or more classes of membership, each class must be outlined in the Articles of Incorporation along with their respective voting rights.
- b. Move voting rights to Articles of Incorporation: As the OMA has membership classes without voting powers, as we do with our Honorary Member class, voting powers for each class must also be included in our amended Articles. If classes' different voting rights are not specified in the articles, the default under *ONCA* would grant each member of every class equal voting rights.

- c. Corresponding removal of member classes from bylaws: With the classes of membership and their respective voting rights now required to be included in the Articles, this information should be removed from sections 2:1-2:1:8 of the bylaws.

2. Amendments to Address Housekeeping Matters

The board recommends the following amendments to the OMA bylaws to address housekeeping matters.

- a. Update references to legislation: The existing bylaws reference the now-outdated “*Corporations Act*” in Articles 1:1, 9:10:05, 13:1 and 14:1. These references should be replaced with the “*Not-for-Profit Corporations Act, 2010*.” Where a specific provision of the *Corporations Act* is referenced as is the case in Article 9:10:05, the bylaws should be updated to reflect the corresponding provision, where applicable, under *ONCA*. Additionally, reference in the bylaws to “Letters Patent” should be replaced with the term “Articles of Incorporation” to align with new language set out in *ONCA*.
- b. Update definition of “Special Resolution”: Under the prior legislation, a special resolution required director approval before it could be confirmed by a two-third vote of members at a duly called meeting. *ONCA* removes the board approval requirement. It is recommended that the definition of “Special Resolution” in bylaw 1:1 be updated to align with the definition set out in *ONCA*.
- c. Update the Table of Contents, Renumbering and General Clean Up: With the migration of **Article 2:1 Classes** from the bylaws to the Articles, Article 2:2 to 2:6 of the current bylaws will need to be renumbered to 2:1 to 2:5, the Table of Contents will need to be revised, and it is suggested that a few minor typographical errors be fixed. Additionally, the *Principles Guiding Member Interaction* referenced in Article 2:4(d) [proposed Article 2:3(d)] is now out of date as this has been replaced by the OMA’s new Code of Conduct & Civility Policy.
- d. Internal Groups: The bylaws currently require all OMA members to be primary members of a district and/or section. While desired, unfortunately, this is challenging operationally with the Retired Physicians class of membership. To address this, it is proposed that the Retired Physicians membership class be provided the option, rather than the mandatory requirement, to select membership for a district and/or section.

RISKS

It is important for the OMA to update corporate documents in advance of the deadline to ensure there is clear guidance on the OMA’s governance structure. To maintain the OMA’s corporate structure, it is imperative that we take proactive steps to ensure compliance with *ONCA*.

IMPACT

As the proposed amendments are primarily procedural in nature, the changes would likely have little impact on the daily operations of the OMA or on the privileges, rights, and duties of our membership.

However, failing to act in a timely manner and missing the October 2024 deadline could potentially have a negative impact on OMA operations. Fortunately, even where corporate documents are not in compliance after the legislative deadline, there is a deemed extension of certain bylaws, including the continuation of existing voting rights of members. However, this extension only applies so long as the OMA does not amend its Articles after *ONCA* is in force. In other words, once an organization amends their corporate documents, the deemed extension offered as part of *ONCA*'s grace period for transition period no longer applies. As such, if the OMA does not update its Articles at this time but elects to amend the Articles in future in another manner (without addressing member classes and rights), there is a risk that *ONCA*'s default presumption of 'each member of every class receives an equal voting right' will supplant our carefully designed voting structure.

IMPLEMENTATION

Following the approval of the recommended bylaw amendments by OMA members, the changes will be reflected in the OMA Articles of Incorporation and bylaws and shared on the OMA website.

ATTACHMENT

- A. [Draft *Schedule A* amending the OMA **Articles of Incorporation**, for approval](#)
- B. [Draft OMA **bylaws** \(clean version\), for approval](#)
- C. [OMA bylaws with tracked changes](#)

Appendix A

ARTICLES OF INCORPORATION
OF THE
ONTARIO MEDICAL ASSOCIATION (“Corporation”)

Schedule ‘A’

The following provisions shall be included with and form part of the articles of incorporation of the Corporation:

1:1 Classes

The Association has eight classes of membership:

- a) Ordinary Members,
- b) Non-Resident Members,
- c) Life Members,
- d) Honorary Members,
- e) Non-Physician Members,
- f) Medical Students,
- g) Residents, and
- h) Retired Physicians.

1:1:1 Ordinary Members

The following persons are eligible to apply to the Association to become Ordinary Members,

- a) physicians who hold, or are eligible to hold, a valid certificate of registration issued by the College of Physicians and Surgeons of Ontario and reside or work in the province of Ontario, and
- b) physicians employed by the Federal Government or Canadian Armed Forces while assigned to duty in the province of Ontario.

1:1:2 Non-Resident Members

Physicians who neither reside nor work in Ontario may be admitted as Non-Resident Members, provided they have been members of the Association within three years of the date of their application for membership. Non-Resident Members do not have the right to vote in any election of the Association, including elections of Board Directors.

1:1:3 Life Members

Ordinary Members and Non-Resident Members in good standing who have attained the age of 65 years and who have made an outstanding contribution to the work of the Association, medical science or common good in Ontario, are eligible to be elected by the Board of Directors of the Association as Life Members. Life Members have the same duties, rights and privileges in the Association as they previously held as Ordinary Members or Non-Resident Members. Life Members are exempt from the payment of dues.

1:1:4 Honorary Members

The Board of Directors of the Association may, by a two-thirds majority vote, elect persons who have attained eminence in science and/or humanities as Honorary Members. The number of Honorary Members of the Association shall at no time exceed 25. Honorary Members shall be entitled to all privileges of the Association, with the exception of the right to vote. Honorary Members are exempt from payment of annual dues.

1:1:5 Non-Physician Members

Non-physicians elected as Directors or appointed to fill a vacancy on the Board are automatically Non-Physician Members until they cease to be directors. The number of Non-Physician Members of the Association shall at no time exceed 3. Non-Physician Members shall be entitled to all privileges of the Association, except voting to ratify physician services agreements set out in section 12:1(d). Non-Physician Members are exempt from payment of annual dues.

1:1:6 Medical Students

All undergraduate medical students enrolled in one of the accredited medical schools in the province of Ontario are eligible to be Medical Student Members of the Association. Medical Students Members shall have the same duties, rights and privileges in the Association as Ordinary Members.

1:1:7 Residents

All post-graduate medical residents training in accredited programs in Ontario which lead to certification by either the Royal College of Physicians and Surgeons of Canada (RCPSC) or the College of Family Physicians of Canada (CFPC), are eligible to be Resident Members of the Association. Resident Members shall have the same duties, rights and privileges in the Association as Ordinary Members.

1:1:8 Retired Physicians

An Ordinary Member who no longer holds a valid certificate of registration issued by the College of Physicians and Surgeons of Ontario because he or she no longer practices medicine shall become a Retired Member. Retired Members shall have the same duties, rights and privileges in the Association as Ordinary Members.

**ONTARIO MEDICAL ASSOCIATION BYLAWS
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(a) EXTRACTS FROM THE LETTERS PATENT OF THE ONTARIO MEDICAL ASSOCIATION

As given by the Provincial Secretary on April 26, 1921 and as amended by Supplementary Letters Patent given on July 21, 1939, July 7, 1947, May 19, 1962, March 4, 1975, June 3, 1976, June 7, 1996, April 23, 1997, November 28, 2008, and July 21, 2015.

INCORPORATION AND OBJECTS

I, HARRY CORWIN NIXON, Provincial Secretary under the authority of the Ontario Companies Act do by these Letters Patent hereby constitute a Corporation without share capital, under the name of ONTARIO MEDICAL ASSOCIATION for the following purposes and objects, that is to say:

- a) To cultivate the science of medicine and surgery;
- b) To advance the character and honour of the medical profession;
- c) To further unity and harmony among its members;
- d) To insure the observance of legal duties and obligations imposed on the profession in medical matters by the different statutes or the principles of ethics to be established by the Association;
- e) To promote the public health;
- f) To elevate the standard of the medical and nursing education, both undergraduate and postgraduate;
- g) To assist in the advancement of medical legislation for the good of the public and the profession;
- h) To study the question of hospitalization and advance by any means in its power the improvement and standardization thereof;
- i) To operate or assist in the operation of clinics;
- j) To conduct or assist in conducting research work in connection with the different medical problems that from time to time confront the profession;
- k) To raise by general subscription from public and private bodies or persons, and in any other proper or legal manner, funds for the proper carrying out of the objects herein contained, and to expend the monies so raised in the furtherance of these objects;
- l) To establish any necessary trusts for the better carrying out of the foregoing;
- m) To establish such committees as may be advisable for the carrying out of these objects, and to delegate any necessary powers of the Association to such committees;
- n) To serve humanity and the medical profession by investigation, study and research work in connection with all matters in which the profession can properly interest itself, and to do any necessary act or thing in the premises;
- o) To establish such branches as may be considered advisable or necessary;
- p) To publish or assist in publishing any journal dealing with medicine, or allied science; and
- q) For the purposes aforesaid, to acquire and take over as a going concern the assets and liabilities and advantages of the Ontario Medical Association;
- r) To lend money and to otherwise assist any corporation or corporations approved by the Corporation in providing prepaid medical or surgical care and services ancillary thereto; and
- s) To represent physicians in negotiation and concluding agreements with the Government of Ontario, including compensation to physicians serving patients insured by the province.

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED; that the said Corporation shall be carried on without the purpose of gain for its members, and that any profits or other accretions to the Corporation shall be used in promoting its objects.

HEAD OFFICE

THE HEAD OFFICE of the Corporation to be situated at the said City of Toronto.

(b) BYLAW NO. 1

BE IT ENACTED AND IT IS HEREBY ENACTED as a bylaw of the Ontario Medical Association (hereinafter referred to as the “Association”) as follows:

ARTICLE 1: INTERPRETATION, SEAL AND HEAD OFFICE

1:1 Interpretation

In these bylaws, unless the context indicates otherwise,

“Act” means the *Not-for-Profit Corporations Act, (Ontario), 2010, S.O., 2010, c.15*;

“Board” or “Board of Directors” means Board of Directors of the Association; “Member” or “member” means a member of the Association;

“OMA Governance Policy” means the policy and procedures regarding OMA governance prescribed by the Board of Directors as described in Article 15;

“Special Resolution” shall have the same meaning as defined in section 1.1 of the Act

“Specialty” means a,

- a) specialty or sub-specialty recognized by the Royal College of Physicians and Surgeons of Canada (“RCPSC”),
- b) certification granted by the College of Family Physicians of Canada (“CFPC”), or
- c) Special Interest or Focused Practice Program of the CFPC;

“Resolution” means a motion passed by a majority of the votes cast at a meeting, unless otherwise set out in these bylaws.

1:2 Seal

The seal, which is in the form affixed in the margin hereof, is hereby adopted as the seal of the Association.

ARTICLE 2: MEMBERSHIP

2:1 Dues

For the classes of Life Members, Honorary Members, and Non-Physician Members, there shall be no dues, and for all other classes of membership, the Board of Directors shall establish the dues, subject to Article 11:1.

2:2 Internal Groups

With the exception of Retired Physicians Members, each member of the Association shall be

a member of a District and a Section as provided for in Articles 5 and 7. Retired Physicians members may choose to be a member within a District and/or Section.

2:3 Conditions of Membership

All members of the Association, as a condition of being granted membership, agree,

- a) to accept, uphold and be governed by the Letters Patent /Articles of Incorporation and the bylaws of the Association, and by any amendments or additions that may be made to them after their admission to membership,
- b) to abide by, and accept the rulings and decisions of properly-constituted authorities of the Association,
- c) to waive any right or claim to damages or any action for any other relief in any way arising from or relating to any ruling or decision of the properly-constituted authorities of the Association, and
- d) abide by the OMA Governance Policy, which includes the OMA Code of Conduct Policy.

2:4 Right to Hold Office

2:4:1 With the exception of Non-Physician Members, to hold an elected office of the Association, District, For a, or Section (“Elected Office”), a member must be either,

- i) a member,
 - a. who is an Ordinary Member, Honorary Member, or Life Member who was an Ordinary Member immediately before being elected to Life Membership,
 - b. who resides or practices in Ontario, and
 - c. who,
 - i. does not hold a certificate of registration that is suspended or has been revoked by the College of Physicians and Surgeons of Ontario,
 - ii. has not surrendered, resigned or not renewed their certificate of registration within one year of an investigation by the College or a suspension of their certificate by the College,
 - iii. does not hold a certificate of registration that is restricted by the College of Physicians and Surgeons as a result of a finding of professional misconduct, or
 - iv. has not been convicted of an indictable offence under the Criminal Code of Canada, or
- ii) an Ordinary Member who is an undergraduate medical student enrolled in one of the accredited medical schools in the province of Ontario (“Qualifications”).

2:4:2 Any member who ceases to meet the above Qualifications shall forthwith cease to hold all Elected Offices.

2:4:3 Non-Physicians will be admitted as members upon being elected as Non-Physician Member directors, in accordance with OMA Governance Policy.

2:5 Termination of Membership

Membership in the Association shall automatically cease on death, resignation or suspension

or expulsion under article 3.

ARTICLE 3: DISCIPLINE

3:1 Suspension or Expulsion of Members

The Board of Directors shall have power to suspend for any period of time, or to expel from membership, or otherwise reasonably penalize, any member in accordance with the OMA Governance Policy.

ARTICLE 4: BRANCH SOCIETIES

4:1 Designation, Privileges, and Duties

The Board of Directors may recognize an organized medical society representing the legally-qualified medical practitioners, Medical Students, Residents, and Retired Members in a geographic area as the branch society of the Association for that geographic area. Each branch society thus recognized shall have the privileges and responsibilities set forth in, and shall be organized to administer its affairs in accordance with the OMA Governance Policy.

ARTICLE 5: THE DISTRICTS

5:1 District Associations

5:1:1 The geographic territory of Ontario is divided into the number of Districts and their geographic boundaries as approved by the Board of Directors in accordance with the OMA Governance Policy.

5:1:2 Members will be placed in a District in accordance with the OMA Governance Policy.

5:2 District Delegates

The election or appointment of District delegates to the General Assembly shall be in accordance with the OMA Governance Policy.

5:3 District Executive

Each District shall have an executive whose composition, terms, duties, and procedures are set out in the OMA Governance Policy.

5:4 Elections

Elections of the District officers, the District executive and delegates shall be conducted in accordance with the OMA Governance Policy

5:5 District Meeting

District meetings shall be conducted in accordance with the OMA Governance Policy.

ARTICLE 6: FORA

6:1 For - General

The Association have two fora: the Academic Medicine Forum and the Rural Medicine Forum. Rules regarding the organization and conduct of fora shall be set out in OMA Governance Policy.

6:2 Application

The application and criteria for the approval by the Board of a forum shall be in accordance with OMA Governance Policy

ARTICLE 7: SECTIONS

7:1 Types

The Association has two types of Sections,

- a) Trainee Sections, and
- b) Clinical Sections.

7:2 Trainee Sections

The Trainee Sections are,

- a) Medical Students, and
- b) Residents.

7:3 Clinical Sections

7:3:1 Any group of members that is primarily interested in a Specialty or one or more Specialties may apply to the Board to be approved as a Clinical Section of the Association.

7:3:2 Application

7:3:2:1 An application and criteria for the approval of a Clinical Section shall be in accordance with OMA Governance Policy.

7:4 Responsibilities and Privileges

The affairs of a Section, including rules for admission to the Section, shall be governed by rules and regulations prepared by the Section and approved by the Board of Directors. The rules and regulations of each Section shall be in accordance with the OMA Governance Policy.

7:5 Election of Delegates

The election or appointment of Section delegates to the General Assembly shall be in accordance with the OMA Governance Policy.

7:6 Dissolution of Sections

A Section may be dissolved by the Board of Directors if there is a lack of interest in the Section, or on other sufficient cause as set out in the OMA Governance Policy.

ARTICLE 8: THE GENERAL ASSEMBLY

8:1 Role of the General Assembly

The General Assembly shall provide guidance and assistance to the Association and the Board of Directors with respect to and without limiting the following:

- a) identification of strategic and priority issues for the Association;
- b) generation of solutions for physician and health system policy issues;
- c) setting priorities for physician compensation matters;
- d) guidance on advocacy for the medical profession; and
- e) a resource to the Board of Directors in its decision making.

8:2 General Assembly - Composition

8:2:1 The composition of the General Assembly shall be set out in the OMA Governance Policy.

8:2:2 No person shall be elected or appointed as a General Assembly delegate who is not a member of the Association from the District, Fora, Riding or Section for which the election is to be held. The terms of General Assembly delegates shall be in accordance with OMA Governance Policy.

8:3 Meetings of the General Assembly

8:3:1 Meetings of the General Assembly shall be held at the place and on the date determined by the Board of Directors. Special meetings of the General Assembly may be called at other times by the Board of Directors.

8:3:2 Meetings of the General Assembly may be held at any place within Ontario and at any time.

8:3:3 A meeting of the General Assembly or of its committees, or the participation of any General Assembly delegate, may be held by such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a General Assembly Delegate participating in the meeting by those means is deemed for the purposes of this act to be present at the meeting.

8:4 Chair and Vice-Chair of the General Assembly

A Chair and a Vice-Chair of the General Assembly shall be elected by the delegates of the General Assembly to hold office for a two (2) year term commencing immediately following the conclusion of the annual general meeting where the terms of the previous Chair and Vice-Chair expire. The persons elected as Chair and Vice-Chair of the General Assembly must be a member of the Association but need not be a General Assembly delegate. In conducting the election, members shall consider any member recommended by the Governance and Nominating Committee, but such nomination shall be treated in the same fashion as any nomination made by members. A member may only hold the Chair of the General Assembly

position for a total of six (6) years. The duties of the Chair and Vice-Chair of the General Assembly shall be set out in the OMA Governance Policy.

ARTICLE 9: BOARD OF DIRECTORS

9:1 Management of Affairs of the Association

The Board of Directors shall manage, or supervise the management of the activities and the affairs of the Association. All directors shall be members of the Association. The Board shall, until altered by special resolution, be composed of 11 directors.

9:2 Composition of Board of Directors

9:2:1 The Board of Directors is composed of the following members:

- a) seven (7) directors who are Ordinary Members elected by members,
- b) the director elected as President, and
- c) three (3) directors who are Non-Physician Members.

9:2:2 The process for electing Directors shall be in accordance with the OMA Governance Policy.

9:2:3 Vacancies

As long as there is a quorum of directors in office, any vacancy occurring in one of the director positions may be filled for the remainder of the term by the directors then in office by appointment within the appropriate membership class for that vacancy. The process to fill any vacancy shall be in accordance with the OMA Governance Policy.

9:3 Terms of Directors

9:3:1 The terms of all directors shall expire at the conclusion of the 2021 Annual meeting of Council.

9:3:2 During the Association's election period held in 2020 for terms commencing at the conclusion of the 2021 Annual meeting of Council, all directors shall be elected as follows:

- a) three of the physician directors shall be elected to hold office for a term of one (1) year;
- b) four of the physician directors shall be elected to hold office for a term of two (2) years;
- c) one of the non-physician directors shall be elected to hold office for a term of one (1) year;
- d) two of the non-physician directors shall be elected to hold office for a term of two years; and
- e) the President shall hold office as a director until the expiration of his or her one (1) year term.

9:3:3 After the expiration of the director terms set out in section 9:3:2, all directors shall be elected as follows:

- a) the President shall hold office as a director until the expiration of his or her one (1) year

- term; and
- b) all other directors shall be elected to hold office for a two (2) year term.

9:4 Director Term Limits

9:4:1 A member may only serve as a director for six (6) years total. If a director reaches the 6 year term limit in the middle of an elected term, he or she shall complete the remainder of the elected term.

9:4:2 Notwithstanding article 9:4:1, the term of office of a director who is elected as President-Elect, shall be extended until such person ceases to hold the office of President.

9:5 Duties of the Board of Directors

The duties of the Board of Directors shall include,

- a) electing a Chair of the Board from among themselves,
- b) appointing officers, other than the President and President-Elect who are elected by members, and fix the salaries of the officers,
- c) appointing the chair and the members of committees,
- d) managing the financial affairs of the Association, including preparing an annual financial plan and approving such action as is required in response to the Finance and Audit Committee's review of the Association's financial performance,
- e) approving policy regarding the investment of funds, the allocation of monies to reserves, the borrowing of funds, internal control systems and Association accounting practices,
- f) reporting annually to members on its management of the Association's financial affairs,
- g) having charge of the publication of the Ontario Medical Review and all published proceedings, transactions, memoirs, essays, papers and programs of the Association. The Board may establish by resolution regulations dealing with all aspects of the *Review*, and
- h) performing all other duties set forth in this by-law, and the OMA Governance Policy.

9:6 Meetings of the Board

9:6:1 Meetings of the Board of Directors may be held at any place in or outside of Ontario and at any time. Meetings shall be called with at least twenty-four hours' notice in writing given or sent to every director by the Secretary with the authority of the Chair of the Board, or in his or her absence, the President, provided always that meetings of the Board of Directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director.

9:6:2 If all the directors present at or participating in the meeting consent, a meeting of directors or of a committee of directors, or the participation of any director, may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed for the purposes of this act to be present at the meeting.

9:7 Quorum

A quorum of the directors shall be a two-thirds majority of the directors in office at the time of the meeting.

9:8 Board of Directors Reimbursement

Each member of the Board of Directors shall be reimbursed in accordance with the OMA Governance Policy.

9:9 Other Committees

The Board may from time to time establish any committee or advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit, or terminate any committee or advisory body, as it deems necessary or appropriate. The size, composition, structure and election process for members of any such committee shall be established by the Board. Any such committee shall operate within the rules and directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

9:10 Liability of Directors

9:10:1 Provided the individual meets the requirements of section 9:10:3, the Association shall indemnify a present or former Director or officer of the Association, or another individual who acts or acted at the Corporation'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 association with the Association or other entity.

9:10:2 The Association may advance money to a Director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in section 9:10:1. The individual shall repay the money if the individual does not fulfil the conditions of section 9:10:3.

9:10:3 To qualify for an indemnity, an individual must have:

- a) acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of the other entity for which the individual acted as Director or officer or in a similar capacity at the Association's request; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

9:10:4 No director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee; or for joining in any receipt or act for conformity; or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association; or for the insufficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested; or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or

deposited; or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless the same shall happen by or through his or her own willful act, gross neglect or default.

9:10:5 The directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any director or officer of the Association shall be employed by or shall perform services for the Association otherwise than as a director or officer, or shall be a member of a firm or a shareholder, director or officer of a company that is employed by or performs services for the Association, the fact of his or her being a director or officer of the Association shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services, *provided that* such director or officer complies with section 41 of the *Act*.

ARTICLE 10: OFFICERS AND OFFICIALS

10:1 Election of Officers

10:1:1 The elected officers of the Association are the Chair of the Board, the President, the President-Elect and the immediate Past-President.

10:1:2 President-Elect

The members shall elect annually a President-Elect who will serve as President upon completion of the term of office as President-Elect and will serve as Past-President upon completion of the term of office as President. The Election of the President-Elect shall be in accordance with the OMA Governance Policy.

10:1:3 A candidate for election to the office of President-Elect must be an Ordinary Member of the Association.

10:1:4 In the event the office of President-Elect becomes vacant before the end of term, the Board shall call a special general meeting of members or election, to elect, a replacement President-Elect to hold office for the remainder of the term, at which time he or she will become President.

10:1:5 In the event the office of President becomes vacant before the end of term, the President-Elect shall immediately become President and shall hold office for the remainder of the term of the vacancy and the full following term when he or she would ordinarily have occupied the office of President. In the further event that the office of President-Elect is also vacant at that time, members shall elect a member who satisfies the criteria in article 10:1:3 as President to hold office for the remainder of the term of the President.

10:1:6 Chair of Board

The Board of Directors shall elect from among themselves a Chair of the Board. In the event this office becomes vacant before the end of the term, the Board shall elect one of its members to complete the term of the Chair of the Board.

10:1:6:1 The Chair shall:

- a) 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;
- b) preside at meetings of members, as described and subject to section 12:4;
- c) report regularly and promptly to the Board issues that are relevant to their governance responsibilities; and
- d) perform such other duties as described in the OMA Governance Policy, and as may from time to time be determined by the Board.

10:1:7 Terms of Office

The term of office of the President-Elect, President and Past-President is one (1) year. The term of office of the Chair of the Board is two (2) years. A member may only be elected as President-Elect once. A member may only serve as President once. A member may be elected as Chair of the Board a second time but may not be re-elected for further terms of office as Chair of the Board. Unless otherwise provided in this by-law, each office is relinquished or assumed upon the conclusion of an annual general meeting.

10:2 Appointive Officials

The appointive officials shall be the Chief Executive Officer, Secretary and such other officials as may be appointed by the Board of Directors. They shall attend meetings of the Board of Directors, meetings of the General Assembly, meetings of the Association and meetings of committees when required and invited by the Board of Directors, but they shall not have a vote (except in their capacity as Members).

ARTICLE 11: ANNUAL DUES

11:1 Annual Dues

The annual dues and any special assessments, for each class of members shall be set by the Board of Directors in accordance with the OMA Governance Policy.

ARTICLE 12: MEMBERS

12:1 Role of Members

Without limiting the generality of the foregoing or responsibilities enumerated under the Act, members shall:

- a) elect directors;
- b) elect the President-Elect;
- c) elect the Executive Committees and the representatives of their Sections, Districts and other constituencies; and
- d) vote on ratification of each physician services agreement between the Association and the Ontario Government.

12:2 Annual General Meetings

The members of the Association shall convene annually at a time and place determined by the Board of Directors, provided that each annual meeting shall be held within 15 months after the last preceding annual meeting of members. The business transacted at the annual meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and subsequent special meetings;
- c) consideration of the annual financial statements for the Association's immediate preceding financial period;
- d) report of the auditor;
- e) reappointment or new appointment of the auditor; and
- f) such other or special business as may be set out in the notice of meeting.

12:3 Special Meeting of Members

The Board of Directors may, upon its own authority and shall upon presentation of a petition signed by not fewer than one-twentieth of the members in good standing of the Association who are eligible to vote, give notice of a special meeting of the members of the Association. The petition and the notice shall specify the matters to be considered at such meeting or shall state that such meeting is to consider all the matters within the jurisdiction of a special meeting of members. Notice of such meeting shall be sent by the Secretary to each member of the Association at his or her last known address within seven days of the receipt of such a petition in proper form by the Secretary of the Association, and the meeting shall be held upon a date within three weeks of the presentation of the petition.

12:4 Chair of Members' Meeting

The Chair of the Board shall chair the Annual General Meeting and each Special Meeting of Members called otherwise than upon a petition of members. In the absence of the Board Chair, the President shall chair the Annual General Meeting and Special Meeting of Members called otherwise than upon a petition of members. For a Special Meeting of Members called upon a petition of members, the Board shall appoint an independent person to act as chair of the meeting. This independent person shall be a lawyer who (a) has been in practice in Ontario for at least 15 years and has experience in acting as a chair of large corporate organizations, (b) is not a director of the Corporation and (c) neither presently performs, nor in the past five years has performed (either individually or as a member of a law firm), services for the Corporation (other than acting as chair of a previous Special Meeting of Members called upon a petition of members).

12:5 Quorum

The quorum at meetings of members is 50 members.

ARTICLE 13: MEETINGS

13:1 Rules of Order

All meetings of the General Assembly, the Board of Directors, the Executive Committee, the

committees of the Association, members and all other meetings of the Association, shall be conducted in accordance with the *Act* and with these bylaws; on points not covered by the *Act* or by these bylaws, the latest edition of *Nathan’s Company Meetings: including Rules of Order* by H.R. Nathan Q.C., will be accepted as the authority.

13:2 Voting

Voting on all matters may be by yeas and nays, show of hands, standing vote, electronic vote, or ballot at the discretion of the chair. Notwithstanding the foregoing, a motion to ballot, duly seconded and carried by a majority of those present and voting, shall direct the vote. The chair shall appoint a suitable number of scrutineers to record the vote.

13:3 Methods of Voting

To the extent authorized by the Board of Directors at any meeting, all members may vote on any matter at a meeting of the members (including the election of the President-Elect and any director) in person or by means of an electronic or mail ballot (together an “Absentee Ballot”).

13:4 Absentee Ballots

Voting by Absentee Ballot may be used only if:

- a) the votes cast by Absentee Ballots may be verified as having been made by members entitled to vote at the meeting; and
- b) the Association is not able to identify how each member of the Association voted.

13:5 Electronic Participation in Members’ Meetings

To the extent authorized by the Board of Directors at any meeting, a meeting of members may be held by such telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting, and a person so participating in the meeting is deemed to be present at the meeting.

13:6 Adjournments

Any meeting of the members or the Board of Directors of the Association may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

13:7 Method of Giving Notice

13:7:1 Any notice, communication or other document to be given by the Association to a member, director, officer or auditor of the Association shall be effectively given,

- a) if delivered personally to the person,
- b) if delivered to the person’s address recorded in the books of the Association,
- c) if sent to the person by telephonic, electronic or other communication facility to their recorded address for that purpose in the books of the Association, or

- d) if mailed to the person at their address recorded in the books of the Association.

13:7:2 Notices shall be deemed to have been delivered on the date,

- a) when delivered to the person,
- b) when delivered to the recorded address,
- c) when transmitted to the recorded address, or
- d) five days after the date of posting.

13:7:3 The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with information believed by the Secretary to be reliable.

13:8 Conclusion of Regular Order of Business

Meetings of the Association shall be deemed to conclude at the time they in fact conclude, or at the time of the making of an announcement by the Chair of the meeting that the regular order of business has been concluded, whichever occurs earlier.

ARTICLE 14: REVISIONS TO THE BYLAWS

14:1 Method

A bylaw of the Association may be enacted, amended or repealed in accordance with the requirements of the Act.

ARTICLE 15: OMA GOVERNANCE POLICY

15:1 The Governance and Nominating Committee, as described in the OMA Governance Policy, after meaningful consultation with the General Assembly, or a committee of the General Assembly, may recommend to the Board of Directors from time to time, amendments to the OMA Governance Policy. In the event that there is an inconsistency between the bylaws and the OMA Governance Policy, the bylaws shall prevail. The Board may, by resolution, make or amend any portion of the Governance Policy that regulates the governance of the OMA.

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Commented [LF1]: It is proposed that *Article 2:1 Classes* be removed from the bylaws and instead moved to the Articles of Incorporation. Accordingly, the Table of Contents has been updated to reflect this change.

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(a) EXTRACTS FROM THE LETTERS PATENT OF THE ONTARIO MEDICAL ASSOCIATION

As given by the Provincial Secretary on April 26, 1921 and as amended by Supplementary Letters Patent given on July 21, 1939, July 7, 1947, May 19, 1962, March 4, 1975, June 3, 1976, June 7, 1996, April 23, 1997, November 28, 2008 and July 21, 2015.

INCORPORATION AND OBJECTS

I, HARRY CORWIN NIXON, Provincial Secretary under the authority of the Ontario Companies Act do by these Letters Patent hereby constitute a Corporation without share capital, under the name of ONTARIO MEDICAL ASSOCIATION for the following purposes and objects, that is to say:

- a) To cultivate the science of medicine and surgery;
- b) To advance the character and honour of the medical profession;
- c) To further unity and harmony among its members;
- d) To insure the observance of legal duties and obligations imposed on the profession in medical matters by the different statutes or the principles of ethics to be established by the Association;
- e) To promote the public health;
- f) To elevate the standard of the medical and nursing education, both undergraduate and postgraduate;
- g) To assist in the advancement of medical legislation for the good of the public and the profession;
- h) To study the question of hospitalization and advance by any means in its power the improvement and standardization thereof;
- i) To operate or assist in the operation of clinics;
- j) To conduct or assist in conducting research work in connection with the different medical problems that from time to time confront the profession;
- k) To raise by general subscription from public and private bodies or persons, and in any other proper or legal manner, funds for the proper carrying out of the objects herein contained, and to expend the monies so raised in the furtherance of these objects;
- l) To establish any necessary trusts for the better carrying out of the foregoing;
- m) To establish such committees as may be advisable for the carrying out of these objects, and to delegate any necessary powers of the Association to such committees;
- n) To serve humanity and the medical profession by investigation, study and research work in connection with all matters in which the profession can properly interest itself, and to do any necessary act or thing in the premises;
- o) To establish such branches as may be considered advisable or necessary;
- p) To publish or assist in publishing any journal dealing with medicine, or allied science; and
- q) For the purposes aforesaid, to acquire and take over as a going concern the assets and liabilities and advantages of the Ontario Medical Association;
- r) To lend money and to otherwise assist any corporation or corporations approved by the Corporation in providing prepaid medical or surgical care and services ancillary thereto; and
- s) To represent physicians in negotiation and concluding agreements with the Government of Ontario, including compensation to physicians serving patients insured by the province.

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED; that the said Corporation shall be carried on without the purpose of gain for its members, and that any profits or other accretions to the Corporation shall be used in promoting its objects.

HEAD OFFICE

THE HEAD OFFICE of the Corporation to be situated at the said City of Toronto.

(b) BY-LAW NO. 1

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Ontario Medical Association (hereinafter referred to as the "Association") as follows:

ARTICLE 1: INTERPRETATION, SEAL AND HEAD OFFICE

1:1 Interpretation

In these by-laws, unless the context indicates otherwise,

~~"Act" means the Not-for-Profit Corporations Act, (Ontario), 2010, S.O., 2010, c.15;~~

"Board" or "Board of Directors" means Board of Directors of the Association;

"Member" or "member" means a member of the Association;

"OMA Governance Policy" means the policy and procedures regarding OMA governance prescribed by the Board of Directors as described in Article 15;

~~"Special Resolution" shall have the same meaning as defined in section 1.1 of the Act means a Resolution~~

~~-passed by the directors and confirmed by at least two thirds of the votes cast at a meeting of members duly called for that purpose;~~

"Specialty" means a,

- a) speciality or sub-specialty recognized by the Royal College of Physicians and Surgeons of Canada ("RCPSC"),
 - b) certification granted by the College of Family Physicians of Canada ("CFPC"), or
 - c) Special Interest or Focused Practice Program of the CFPC;
- "Resolution" means a motion passed by a majority of the votes cast at a meeting, unless otherwise set out in these by-laws.

1:2 Seal

The seal, which is in the form affixed in the margin hereof, is hereby adopted as the seal of the Association.

ARTICLE 2: MEMBERSHIP

~~**2:1 Classes**~~

~~The Association has eight classes of membership:~~

- ~~a) Ordinary Members,~~
- ~~b) Non-Resident Members,~~
- ~~c) Life Members,~~
- ~~d) Honorary Members,~~
- ~~e) Non-Physician Members,~~
- ~~f) Medical Students,~~
- ~~g) Residents, and~~
- ~~h) Retired Physicians.~~

Commented [LF2]: Reference to the outdated legislation, the *Corporations Act*, has been replaced with the new applicable legislation, the *Not-for-Profit Corporations Act*.

Commented [LF3]: The definition of "Special Resolution" has been updated to align with the definition set out in the *Not-for-Profit Corporations Act*.

2:1:1 Ordinary Members

The following persons are eligible to apply to the Association to become Ordinary Members,

- a) physicians who hold, or are eligible to hold, a valid certificate of registration issued by the College of Physicians and Surgeons of Ontario and reside or work in the province of Ontario, and
- b) physicians employed by the Federal Government or Canadian Armed Forces while assigned to duty in the province of Ontario.

2:1:2 Non-Resident Members

Physicians who neither reside nor work in Ontario may be admitted as Non-Resident Members, provided they have been members of the Association within three years of the date of their application for membership. Non-Resident Members do not have the right to vote in any election of the Association, including elections of Board Directors.

2:1:3 Life Members

Ordinary Members and Non-Resident Members in good standing who have attained the age of 65 years and who have made an outstanding contribution to the work of the Association, medical science or common good in Ontario, are eligible to be elected by the Board of Directors of the Association as Life Members. Life Members have the same duties, rights and privileges in the Association as they previously held as Ordinary Members or Non-Resident Members. Life Members are exempt from the payment of dues.

2:1:4 Honorary Members

The Board of Directors of the Association may, by a two-thirds majority vote, elect persons who have attained eminence in science and/or humanities as Honorary Members. The number of Honorary Members of the Association shall at no time exceed 25. Honorary Members shall be entitled to all privileges of the Association, with the exception of the right to vote. Honorary Members are exempt from payment of annual dues.

2:1:5 Non-Physician Members

Non-physicians elected as Directors or appointed to fill a vacancy on the Board are automatically Non-Physician Members until they cease to be directors. The number of Non-Physician Members of the Association shall at no time exceed 3. Non-Physician Members shall be entitled to all privileges of the Association, except voting to ratify physician services agreements set out in section 12:1(d). Non-Physician Members are exempt from payment of annual dues.

2:1:6 Medical Students

All undergraduate medical students enrolled in one of the accredited medical schools in the province of Ontario are eligible to be Medical Student Members of the Association. Medical Students Members shall have the same duties, rights and privileges in the Association as Ordinary Members.

2:1:7 Residents

All post-graduate medical residents training in accredited programs in Ontario which lead to certification by either the Royal College of Physicians and Surgeons of Canada (RCPSC) or the College of Family Physicians of Canada (CFPC), are eligible to be Resident Members of the Association. Resident Members shall have the same duties, rights and privileges in the Association as Ordinary Members.

2:1:8 Retired Physicians

An Ordinary Member who no longer holds a valid certificate of registration issued by the College of Physicians and Surgeons of Ontario because he or she no longer practices medicine shall become a Retired Member. Retired Members shall have the same duties, rights and privileges in the Association as Ordinary Members.

2:12 Dues

For the classes of Life Members, Honorary Membership, and Non-Physician Members, there shall be no dues, and for all other classes of membership, the Board of Directors shall establish the dues, subject to Article 11:1.

2:23 Internal Groups

With the exception of Retired Physicians members, Each member of the Association shall be a member of a District and a Section as provided for in Articles 5 and 7. Retired Physicians members may choose to be a member with a District and/or Section.

2:34 Conditions of Membership

All members of the Association, as a condition of being granted membership, agree,

- a) to accept, uphold and be governed by the Letters Patent /Articles of Incorporation and the by-laws of the Association, and by any amendments or additions that may be made to them after their admission to membership,
- b) to abide by, and accept the rulings and decisions of properly-constituted authorities of the Association,
- c) to waive any right or claim to damages or any action for any other relief in any way arising from or relating to any ruling or decision of the properly-constituted authorities of the Association, and
- d) abide by the OMA Governance Policy, which includes the OMA Code of Conduct Policy OMA Principles Guiding Member Interaction.

2:45 Right to Hold Office

2:54:1 With the exception of Non-Physician Members, to hold an elected office of the Association, District, Fora, or Section (“Elected Office”), a member must be either,

- i) a member,

Commented [LF4]: Under the previous legislation, classes of members were not required to be in the Letters Patent/Articles of Incorporation and instead Article 2:1 Classes of the by-laws set out the OMA's eight classes of membership along with each class's voting rights. Under the *Not-for-Profit Corporations Act*, if an organization has two or more classes of members, the classes must be included in the Articles of Incorporation along with each class's voting rights. Accordingly, it is proposed that Article 2:1 Classes be removed from the by-laws in full and instead proposed as Schedule 'A' to the Articles of Incorporation.

Commented [LF5]: Minor housekeeping - suggestion to amend this language to better align with the terms used in our corporate documents.

Commented [LF6]: By-laws currently require all OMA members to be primary members of a District and/or Section. Unfortunately, this is challenging operationally with the Retired Physicians class of membership. To address this, language has been introduced to remove this requirement and instead replace it with the option for Retired Physicians to select membership for a District and/or Section.

Commented [LF7]: The *Not-for-Profit Corporations Act* replaces the term “Letters Patent” with “Articles of Incorporation.” Language has been added to reflect this legislative change.

Commented [LF8]: The referenced *Principles Guiding Member Interaction* is now out of date as this policy has been replaced by the new OMA Code of Conduct Policy, effective as of September 29, 2023.

- a. who is an Ordinary Member, Honorary Member, or Life Member who was an Ordinary Member immediately before being elected to Life Membership,
- b. who resides or practices in Ontario, and
- c. who,
 - i. does not hold a certificate of registration that is suspended or has been revoked by the College of Physicians and Surgeons of Ontario,
 - ii. has not surrendered, resigned or not renewed their certificate of registration within one year of an investigation by the College or a suspension of their certificate by the College,
 - iii. does not hold a certificate of registration that is restricted by the College of Physicians and Surgeons as a result of a finding of professional misconduct, or
 - iv. has not been convicted of an indictable offence under the Criminal Code of Canada, or
- ii) an Ordinary Member who is an undergraduate medical student enrolled in one of the accredited medical schools in the province of Ontario (“Qualifications”).

2:54:2 Any member who ceases to meet the above Qualifications shall forthwith cease to hold all Elected Offices.

2:54:3 Non-Physicians will be admitted as members upon being elected as Non-Physician Member directors, in accordance with OMA Governance Policy.

2:56 Termination of Membership

Membership in the Association shall automatically cease on death, resignation or suspension or expulsion under article 3.

ARTICLE 3: DISCIPLINE

3:1 Suspension or Expulsion of Members

The Board of Directors shall have power to suspend for any period of time, or to expel from membership, or otherwise reasonably penalize, any member in accordance with the OMA Governance Policy.

ARTICLE 4: BRANCH SOCIETIES

4:1 Designation, Privileges, and Duties

The Board of Directors may recognize an organized medical society representing the legally-qualified medical practitioners, Medical Students, Residents, and Retired Members in a geographic area as the branch society of the Association for that geographic area. Each branch society thus recognized shall have the privileges and responsibilities set forth in, and shall be organized to administer its affairs in accordance with the OMA Governance Policy.

ARTICLE 5: THE DISTRICTS

5:1 District Associations

5:1:1 The geographic territory of Ontario is divided into the number of Districts and their geographic boundaries as approved by the Board of Directors in accordance with the OMA Governance Policy.

5:1:2 Members will be placed in a District in accordance with the OMA Governance Policy.

5:2 District Delegates

The election or appointment of District delegates to the General Assembly shall be in accordance with the OMA Governance Policy.

5:3 District Executive

Each District shall have an executive whose composition, terms, duties, and procedures are set out in the OMA Governance Policy.

5:4 Elections

Elections of the District officers, the District executive and delegates shall be conducted in accordance with the OMA Governance Policy

5:5 District Meeting

District meetings shall be conducted in accordance with the OMA Governance Policy.

ARTICLE 6: FORA

6:1 Fora -General

The Association have two fora: the Academic Medicine Forum and the Rural Medicine Forum. Rules regarding the organization and conduct of fora shall be set out in OMA Governance Policy.

6:2 Application

The application and criteria for the approval by the Board of a forum shall be in accordance with OMA Governance Policy

ARTICLE 7: SECTIONS

7:1 Types

The Association has two types of Sections,

- a) Trainee Sections, and
- b) Clinical Sections.

7:2 Trainee Sections

The Trainee Sections are,

- a) Medical Students, and
- b) Residents.

7:3 Clinical Sections

7:3:1 Any group of members that is primarily interested in a Specialty or one or more Specialties may apply to the Board to be approved as a Clinical Section of the Association.

7:3:2 Application

7:3:2:1 An application and criteria for the approval of a Clinical Section shall be in accordance with OMA Governance Policy.

7:4 Responsibilities and Privileges

The affairs of a Section, including rules for admission to the Section, shall be governed by rules and regulations prepared by the Section and approved by the Board of Directors. The rules and regulations of each Section shall be in accordance with the OMA Governance Policy.

7:5 Election of Delegates

The election or appointment of Section delegates to the General Assembly shall be in accordance with the OMA Governance Policy.

7:6 Dissolution of Sections

A Section may be dissolved by the Board of Directors if there is a lack of interest in the Section, or on other sufficient cause as set out in the OMA Governance Policy.

ARTICLE 8: THE GENERAL ASSEMBLY

8:1 Role of the General Assembly

The General Assembly shall provide guidance and assistance to the Association and the Board of Directors with respect to and without limiting the following:

- a) identification of strategic and priority issues for the Association;
- b) generation of solutions for physician and health system policy issues;
- c) setting priorities for physician compensation matters;
- d) guidance on advocacy for the medical profession; and
- e) a resource to the Board of Directors in its decision making.

8:2 General Assembly - Composition

8:2:1 The composition of the General Assembly shall be set out in the OMA Governance Policy.

8:2:2 No person shall be elected or appointed as a General Assembly delegate who is not a member of the Association from the District, Fora, Riding or Section for which the election is to be held. The terms of General Assembly delegates shall be in accordance with OMA Governance Policy.

8:3 Meetings of the General Assembly

8:3:1 Meetings of the General Assembly shall be held at the place and on the date determined by the Board of Directors. Special meetings of the General Assembly may be called at other times by the Board of Directors.

8:3:2 Meetings of the General Assembly may be held at any place within Ontario and at any time.

8:3:3 A meeting of the General Assembly or of its committees, or the participation of any General Assembly delegate, may be held by such telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a General Assembly Delegate participating in the meeting by those means is deemed for the purposes of this act to be present at the meeting.

8:4 Chair and Vice-Chair of the General Assembly

A Chair and a Vice-Chair of the General Assembly shall be elected by the delegates of the General Assembly to hold office for a two (2) year term commencing immediately following the conclusion of the annual general meeting where the terms of the previous Chair and Vice-Chair expire. The persons elected as Chair and Vice-Chair of the General Assembly must be a member of the Association but need not be a General Assembly delegate. In conducting the election, members shall consider any member recommended by the Governance and Nominating Committee, but such nomination shall be treated in the same fashion as any nomination made by members. A member may only hold the Chair of the General Assembly position for a total of six (6) years. The duties of the Chair and Vice-Chair of the General Assembly shall be set out in the OMA Governance Policy.

ARTICLE 9: BOARD OF DIRECTORS

9:1 Management of Affairs of the Association

The Board of Directors shall manage, or supervise the management of the activities and the affairs of the Association. All directors shall be members of the Association. The Board shall, until altered by special resolution, be composed of 11 directors.

9:2 Composition of Board of Directors

9:2:1 The Board of Directors is composed of the following members:

- a) seven (7) directors who are Ordinary Members elected by members,
- b) the director elected as President, and
- c) three (3) directors who are Non-Physician Members.

9:2:2 The process for electing Directors shall be in accordance with the OMA Governance Policy.

9:2:3 Vacancies

As long as there is a quorum of directors in office, any vacancy occurring in one of the director positions may be filled for the remainder of the term by the directors then in office by appointment within the appropriate membership class for that vacancy. The process to fill any vacancy shall be in accordance with the OMA Governance Policy.

9:3 Terms of Directors

9:3:1 The terms of all directors shall expire at the conclusion of the 2021 Annual meeting of Council.

9:3:2 During the Association's election period held in 2020 for terms commencing at the conclusion of the 2021 Annual meeting of Council, all directors shall be elected as follows:

- a) three of the physician directors shall be elected to hold office for a term of one (1) year;
- b) four of the physician directors shall be elected to hold office for a term of two (2) years;
- c) one of the non-physician directors shall be elected to hold office for a term of one (1) year;
- d) two of the non-physician directors shall be elected to hold office for a term of two years; and
- e) the President shall hold office as a director until the expiration of his or her one (1) year term.

9:3:3 After the expiration of the director terms set out in section 9:3:2, all directors shall be elected as follows:

- a) the President shall hold office as a director until the expiration of his or her one (1) year term; and
- b) all other directors shall be elected to hold office for a two (2) year term.

9:4 Director Term Limits

- 9:4:1** A member may only serve as a director for six (6) years total. If a director reaches the 6 year term limit in the middle of an elected term, he or she shall complete the remainder of the elected term.
- 9:4:2** Notwithstanding article 9:4:1, the term of office of a director who is elected as President-Elect, shall be extended until such person ceases to hold the office of President.

9:5 Duties of the Board of Directors

The duties of the Board of Directors shall include,

- a) electing a Chair of the Board from among themselves,
- b) appointing officers, other than the President and President-Elect who are elected by members, and fix the salaries of the officers,
- c) appointing the chair and the members of committees,
- d) managing the financial affairs of the Association, including preparing an annual financial plan and approving such action as is required in response to the Finance and Audit Committee's review of the Association's financial performance,
- e) approving policy regarding the investment of funds, the allocation of monies to reserves, the borrowing of funds, internal control systems and Association accounting practices,
- f) reporting annually to members on its management of the Association's financial affairs,
- g) having charge of the publication of the Ontario Medical Review and all published proceedings, transactions, memoirs, essays, papers and programs of the Association. The Board may establish by resolution regulations dealing with all aspects of the *Review*, and
- h) performing all other duties set forth in this by-law, and the OMA Governance Policy.

9:6 Meetings of the Board

- 9:6:1** Meetings of the Board of Directors may be held at any place in or outside of Ontario and at any time. Meetings shall be called with at least twenty-four hours' notice in writing given or sent to every director by the Secretary with the authority of the Chair of the Board, or in his or her absence, the President, provided always that meetings of the Board of Directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director.
- 9:6:2** If all the directors present at or participating in the meeting consent, a meeting of directors or of a committee of directors, or the participation of any director, may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed for the purposes of this act to be present at the meeting.

9:7 Quorum

A quorum of the directors shall be a two-thirds majority of the directors in office at the time of the meeting.

9:8 Board of Directors Reimbursement

Each member of the Board of Directors shall be reimbursed in accordance with the OMA Governance Policy.

9:9 Other Committees

The Board may from time to time establish any committee or advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit, or terminate any committee or advisory body, as it deems necessary or appropriate. The size, composition, structure and election process for members of any such committee shall be established by the Board. Any such committee shall operate within the rules and directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

9:10 Liability of Directors

9:10:1 Provided the individual meets the requirements of section 9:10:3, the Association shall indemnify a present or former Director or officer of the Association, or another individual who acts or acted at the Corporation'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 association with the Association or other entity.

9:10:2 The Association may advance money to a Director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in section 9:10:1. The individual shall repay the money if the individual does not fulfil the conditions of section 9:10:3.

9:10:3 To qualify for an indemnity, an individual must have:

- a) acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of the other entity for which the individual acted as Director or officer or in a similar capacity at the Association's request; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

9:10:4 No director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee; or for joining in any receipt or act for conformity; or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association; or for the insufficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested; or for any loss or

damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited; or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless the same shall happen by or through his or her own wilful act, gross neglect or default.

9:10:5 The directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any director or officer of the Association shall be employed by or shall perform services for the Association otherwise than as a director or officer, or shall be a member of a firm or a shareholder, director or officer of a company that is employed by or performs services for the Association, the fact of his or her being a director or officer of the Association shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services, *provided that* such director or officer complies with section ~~71-41~~ of the *Corporations Act (Ontario)*.

Commented [LF9]: Reference to the outdated legislation, the *Corporations Act*, has been replaced with the new applicable legislation, the *Not-for-Profit Corporations Act*.

ARTICLE 10: OFFICERS AND OFFICIALS

10:1 Election of Officers

10:1:1 The elected officers of the Association are the Chair of the Board, the President, the President-Elect and the immediate Past-President.

10:1:2 President-Elect

The members shall elect annually a President-Elect who will serve as President upon completion of the term of office as President-Elect and will serve as Past-President upon completion of the term of office as President. The Election of the President-Elect shall be in accordance with the OMA Governance Policy.

10:1:3 A candidate for election to the office of President-Elect must be an Ordinary Member of the Association.

10:1:4 In the event the office of President-Elect becomes vacant before the end of term, the Board shall call a special general meeting of members or election, to elect, a replacement President-Elect to hold office for the remainder of the term, at which time he or she will become President.

10:1:5 In the event the office of President becomes vacant before the end of term, the President-Elect shall immediately become President and shall hold office for the remainder of the term of the vacancy and the full following term when he or she would ordinarily have occupied the office of President. In the further event that the office of President-Elect is also vacant at that time, members shall elect a member who satisfies the criteria in article 10:1:3 as President to hold office for the remainder of the term of the President.

10:1:6 Chair of Board

The Board of Directors shall elect from among themselves a Chair of the Board. In the event this office becomes vacant before the end of the term, the Board shall elect one of its members to complete the term of the Chair of the Board.

10:1:6:1 The Chair shall:

- a) 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;
- b) preside at meetings of members, as described and subject to section 12:4;
- c) report regularly and promptly to the Board issues that are relevant to their governance responsibilities; and
- d) perform such other duties as described in the OMA Governance Policy, and as may from time to time be determined by the Board.

10:1:7 Terms of Office

The term of office of the President-Elect, President and Past-President is one (1) year. The term of office of the Chair of the Board is two (2) years. A member may only be elected as President-Elect once. A member may only serve as President once. A member may be elected as Chair of the Board a second time but may not be re-elected for further terms of office as Chair of the Board. Unless otherwise provided in this by-law, each office is relinquished or assumed upon the conclusion of an annual general meeting.

10:2 Appointive Officials

The appointive officials shall be the Chief Executive Officer, Secretary and such other officials as may be appointed by the Board of Directors. They shall attend meetings of the Board of Directors, meetings of the General Assembly, meetings of the Association and meetings of committees when required and invited by the Board of Directors, but they shall not have a vote (except in their capacity as Members).

ARTICLE 11: ANNUAL DUES

11:1 Annual Dues

The annual dues and any special assessments, for each class of members shall be set by the Board of Directors in accordance with the OMA Governance Policy.

ARTICLE 12: MEMBERS

12:1 Role of Members

Without limiting the generality of the foregoing or responsibilities enumerated under the Act, members shall:

- a) elect directors;
- b) elect the President-Elect;
- c) elect the Executive Committees and the representatives of their Sections, Districts and other constituencies; and
- d) vote on ratification of each physician services agreement between the Association and the Ontario Government.

12:2 Annual General Meetings

The members of the Association shall convene annually at a time and place determined by the Board of Directors, provided that each annual meeting shall be held within 15 months after the last preceding annual meeting of members. The business transacted at the annual meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and subsequent special meetings;
- c) consideration of the annual financial statements for the Association's immediate preceding financial period;
- d) report of the auditor;
- e) reappointment or new appointment of the auditor; and
- f) such other or special business as may be set out in the notice of meeting.

12:3 Special Meeting of Members

The Board of Directors may, upon its own authority and shall upon presentation of a petition signed by not fewer than one-twentieth of the members in good standing of the Association who are eligible to vote, give notice of a special meeting of the members of the Association. The petition and the notice shall specify the matters to be considered at such meeting or shall state that such meeting is to consider all the matters within the jurisdiction of a special meeting of members. Notice of such meeting shall be sent by the Secretary to each member of the Association at his or her last known address within seven days of the receipt of such a petition in proper form by the Secretary of the Association, and the meeting shall be held upon a date within three weeks of the presentation of the petition.

12:4 Chair of Members' Meeting

The Chair of the Board shall chair the Annual General Meeting and each Special Meeting of Members called otherwise than upon a petition of members. In the absence of the Board Chair, the President shall chair the Annual General Meeting and Special Meeting of Members called otherwise than upon a petition of members. For a Special Meeting of Members called upon a petition of members, the Board shall appoint an independent person to act as chair of the meeting. This independent person shall be a lawyer who (a) has been in practice in Ontario for at least 15 years and has experience in acting as a chair of large corporate organizations, (b) is not a director of the Corporation and (c) neither presently performs, nor in the past five years has performed (either individually or as a member of a law firm), services for the Corporation (other than acting as chair of a previous Special Meeting of Members called upon a petition of members).

12:5 Quorum

The quorum at meetings of members is 50 members.

ARTICLE 13: MEETINGS

13:1 Rules of Order

All meetings of the General Assembly, the Board of Directors, the Executive Committee, the committees of the Association, members and all other meetings of the Association, shall be conducted in accordance with the ~~Corporation Act of Ontario~~ and with these by-laws; on points not covered by the Act or by these by-laws, the latest edition of *Nathan's Company Meetings: including Rules of Order* by H.R. Nathan Q.C., will be accepted as the authority.

Commented [LF10]: Reference to the outdated legislation, the *Corporations Act*, has been replaced with the new applicable legislation, the *Not-for-Profit Corporations Act*.

13:2 Voting

Voting on all matters may be by yeas and nays, show of hands, standing vote, electronic vote, or ballot at the discretion of the chair. Notwithstanding the foregoing, a motion to ballot, duly seconded and carried by a majority of those present and voting, shall direct the vote. The chair shall appoint a suitable number of scrutineers to record the vote.

13:3 Methods of Voting

To the extent authorized by the Board of Directors at any meeting, all members may vote on any matter at a meeting of the members (including the election of the President-Elect and any director) in person or by means of an electronic or mail ballot (together an "Absentee Ballot").

13:4 Absentee Ballots

Voting by Absentee Ballot may be used only if:

- a) the votes cast by Absentee Ballots may be verified as having been made by members entitled to vote at the meeting; and
- b) the Association is not able to identify how each member of the Association voted.

13:5 Electronic Participation in Members' Meetings

To the extent authorized by the Board of Directors at any meeting, a meeting of members may be held by such telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting, and a person so participating in the meeting is deemed to be present at the meeting.

13:6 Adjournments

Any meeting of the members or the Board of Directors of the Association may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment

took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

13:7 Method of Giving Notice

13:7:1 Any notice, communication or other document to be given by the Association to a member, director, officer or auditor of the Association shall be effectively given,

- a) if delivered personally to the person,
- b) if delivered to the person’s address recorded in the books of the Association,
- c) if sent to the person by telephonic, electronic or other communication facility to their recorded address for that purpose in the books of the Association, or
- d) if mailed to the person at their address recorded in the books of the Association.

13:7:2 Notices shall be deemed to have been delivered on the date,

- a) when delivered to the person,
- b) when delivered to the recorded address,
- c) when transmitted to the recorded address, or
- d) five days after the date of posting.

13:7:3 The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with information believed by the Secretary to be reliable.

13:8 Conclusion of Regular Order of Business

Meetings of the Association shall be deemed to conclude at the time they in fact conclude, or at the time of the making of an announcement by the Chair of the meeting that the regular order of business has been concluded, whichever occurs earlier.

ARTICLE 14: REVISIONS TO THE BY-LAWS

14:1 Method

A by-law of the Association may be enacted, amended or repealed in accordance with the requirements of the ~~Corporations Act~~.

Commented [LF11]: Reference to the outdated legislation, the *Corporations Act*, has been replaced with the new applicable legislation, the *Not-for-Profit Corporations Act*.

ARTICLE 15: OMA GOVERNANCE POLICY

15:1 The Governance and Nominating Committee, as described in the OMA Governance Policy, after meaningful consultation with the General Assembly, or a committee of the General Assembly, may recommend to the Board of Directors from time to time, amendments to the OMA Governance Policy. In the event that there is an inconsistency between the by-laws and the OMA Governance Policy, the by-by-laws shall prevail. The Board may, by resolution, make or amend any portion of the Governance Policy that regulates the governance of the OMA.

Commented [LF12]: As a minor housekeeping matter, revising the spelling of “by laws” to reintroduce a hyphen (“by-laws”) to align with the remainder of this document.



*OMA By-Laws
as confirmed by Council
November 28, 2020*

