GENERAL MEETING OF MEMBERS OF THE
ONTARIO MEDICAL ASSOCIATION
AUGUST 14, 2016

PROTOCOL REGARDING CONDUCT OF THE MEETING

The following protocol (the “Protocol”) will be applied by the chair (the “Chair”) in connection with the General Meeting of Members of the Ontario Medical Association (the “Association”) to be held on August 14, 2016 at 12:00 noon (Toronto time) at the Allstream Centre, 105 Princes’ Boulevard, Toronto, Ontario or any adjournment or postponement thereof (the “Meeting”). The Meeting will be conducted in accordance with the following Protocol and applicable law, the constating documents of the Association, and with a view to the best interests of all members.

Chair of Meeting; Role of Chair

1. In accordance with By-law No. 1 of the Association (the “Association By-law”), Dr. Alan Hudak, the Chair of Council of the Association, will serve as Chair and preside over the Meeting. The Chair will be advised by his legal counsel, Hartley Nathan, Q.C. of the law firm Minden Gross LLP, as to legal matters relating to the conduct of the Meeting.

2. The Chair will maintain independence from management of the Association. The Chair will make all decisions concerning the Meeting and the application of this Protocol, after consultation with his counsel, as deemed necessary by the Chair in his discretion.

3. The Chair shall preside over the conduct of business at the Meeting in accordance with this Protocol and applicable law, the constating documents of the Association, and with a view to the best interests of all members. If appropriate for the proper conduct of the Meeting, the Chair shall retain the discretion to proceed otherwise in accordance with applicable law.

Time and Place of Meeting; Registration

4. The Meeting will commence at 12:00 noon (Toronto time) on Sunday, August 14, 2016 at the Allstream Centre, 105 Princes’ Boulevard, Toronto, Ontario. In the unlikely event that the Meeting is adjourned or postponed, whether as a result of court order, act of God or otherwise, the Association will promptly notify all members of the adjournment or postponement.

5. Registration for the Meeting will commence at 9:00 a.m. (Toronto time) on the day of the Meeting.

Secretary of the Meeting

6. The Chair will appoint a lawyer from Minden Gross LLP to act as Secretary of the Meeting.
Scrutineers

7. The Chair will appoint representatives of Computershare to act as scrutineers of the Meeting (“Scrutineers”). Computershare will be advised by its legal counsel, Stikeman Elliott LLP, who will be in attendance at the Meeting.

Meeting Agenda

8. The formal agenda for the Meeting will be publicly disclosed in advance of the Meeting. The formal agenda will provide that the only substantive items of business to be conducted at the Meeting are the three resolutions referred to on the amended form of proxy prepared for the Meeting. As provided in the Notice of Meeting, the formal agenda will also provide for the transaction of such further or other business as may properly come before the Meeting.

Persons Entitled to be Present

9. In accordance with the Association By-law, only members in good standing or their duly appointed proxyholders will be entitled to attend the Meeting, unless advance approval is obtained. Advance approval may be sought by contacting Jim Simpson, General Counsel of the Association, by no later than 12:00 noon (Toronto time) on August 12, 2016.

10. In accordance with the Association By-law, Ordinary Members, Non-Resident Members and Life Members are the only members who may vote at the Meeting.

11. In accordance with customary Association practice, management of the Association will be present at the Meeting together with the Association’s advisors.

Discussion at the Meeting

12. The Chair shall allow the members and proxyholders to discuss motions under consideration at the Meeting; however, the Chair will exercise his discretion with respect to, among other things, the appropriate amount of time for such discussion and any other matters pertaining to discussion of motions, including the order of speakers. In advance of the Meeting, the Chair may publicly issue further direction concerning discussion at the Meeting. Subject to approval of the Chair, only members in good standing and their duly appointed proxyholders will be permitted to ask questions and to speak at the Meeting. All discussion and questions must be directed to the Chair who will then direct questions to the appropriate person.

Deposit of Proxies

13. All instruments appointing proxyholders to be used at the Meeting must be deposited with Computershare not later than 12:00 noon (Toronto time) on Friday, August 12, 2016 (the “Deposit Deadline”).

14. The admission (if any) of any proxies deposited after the Deposit Deadline shall be made by the Chair at his discretion in consultation with his counsel.
Revocation of Proxies

15. Instruments revoking proxies will be received at any time up to the time of commencement of the Meeting (and during the Meeting itself) by depositing such instruments with the Scrutineers.

16. A revocation instrument in the form of a later dated proxy received after the Deposit Deadline but prior to the Meeting will, subject to the Chair’s discretion to admit late proxies as provided in paragraph 14, be accepted only as to the revocation of the previously deposited proxy but will not count as a proxy for voting purposes.

17. Any member present in person at the Meeting may revoke a previously deposited proxy by so declaring to the Scrutineers or the Chair at the Meeting and signing an instrument of revocation. If a member present in person at the Meeting votes on any ballot, then any proxy previously deposited by such member will be thereby revoked.

18. If the revocation is made on the day of the Meeting, such revocation will not be effective with respect to any matter on which a vote has already been cast pursuant to the proxy.

Review of Proxies

19. The Scrutineers shall follow the presumptions set forth in the January 2016 Securities Transfer Association of Canada Proxy Protocol and, where applicable, the instructions of the Chair, to validate all proxies and any other voting documents.

20. The Scrutineers will meet in advance of the Meeting with the Chair for the purpose of reviewing with the Chair only those proxies which are deemed contingent, problematic, unclear or otherwise questionable by the Scrutineers. At such meeting, the Chair shall rule on any such contingent, problematic, unclear or otherwise questionable proxies. Entitled to be present at the foregoing meeting will be the Scrutineers, the Chair, counsel to each of the Chair and Computershare. No other persons are entitled to be present at this meeting.

21. Confidential voting restrictions are being applied by Computershare with respect to all proxies deposited, with the intention that the Association will not have access to the voting instructions of any member who has deposited a proxy. All proxies will be maintained in confidence by Computershare and the only persons with access to proxies will be Computershare and its counsel and the Chair and his counsel. Interim proxy tallies will be kept confidential and not publicly released to ensure the integrity of the voting process.

Voting and Tabulation

22. The vote on each of the three items of business at the Meeting will be conducted by ballot. A sample form of ballot will be publicly disclosed prior to the Meeting and the ballot will provide for voting on all three of the resolutions to be voted on at the Meeting. Numbered ballots will be distributed by the Scrutineers at the registration desk to
members and duly appointed proxyholders. All ballots will be subject to confirmation by the Scrutineers of entitlement to vote. Any ballot, once deposited, cannot be revoked.

23. Polls will remain open until, in the opinion of the Chair, acting reasonably, every member or duly appointed proxyholder in attendance and duly registered at the Meeting has had an opportunity to vote. After the polls have been closed, the Scrutineers will securely transport the ballots and other voting documentation to Computershare’s offices in Toronto to validate and tabulate the votes. The Chair will be available to make any determinations at the request of the Scrutineers as to the validity of any proxy or ballot, and at the request of the Scrutineers, the Chair shall rule upon the validity of such proxy or ballot.

24. The Chair and his counsel will be permitted to review ballots following tabulation and prior to the final report of the Scrutineers as contemplated by paragraph 25.

25. The Scrutineers will validate and tabulate the votes and will present a final report as to the voting results to the Chair as promptly as practicable following the Meeting. The Chair will then instruct the Association that the results of the ballots be promptly communicated to all members.

Safekeeping of Ballots and Proxies

26. After the Meeting, Computershare shall retain all proxies and ballots in accordance with applicable law and Computershare’s record retention policies. Promptly following certification of the results of the Meeting, the Chair, his counsel, the Association and its representatives or any member and its representatives shall be entitled to inspect the same during business hours upon reasonable prior notice.

General

27. The Association will webcast the Meeting on the Internet.

28. The Secretary of the Meeting will cause a verbatim transcript of the proceedings of the Meeting to be produced and certified by a third party court reporter service.

29. Additional protocols may be issued from time to time by the Chair prior to the commencement of the Meeting or during the course of the Meeting.