

## **ARTICLE I. NAME OF ORGANIZATION**

The organization shall be called Internationally Trained Physicians of Ontario (ITPO), which shall hereafter be referred to as ITPO within this article.

## **ARTICLE II. CORPORATE PURPOSE**

### **Section 1. Vision**

ITPO aspires to provide internationally trained physicians (ITPs) and international medical graduates (IMGs) opportunities to make a comprehensive contribution to the Canadian Healthcare System. In line with the Canadian principles of equity, diversity and inclusion, we strive to leverage the skills and expertise of ITPs to ensure access to high standard medical care for all Ontarians wherever they live.

### **Section 2. Mission**

The mission of this organization shall be:

1. Internationally Trained Physicians of Ontario (ITPO) to become a credible and respected formalised not-for-profit body of representation for ITPs/IMGs.
2. Propose innovative ways to facilitate the incorporation of the ITPs/IMGs into the healthcare system commensurate with their expertise and in accordance with Canadian medical standards.
3. Representation at the table with key stakeholders including federal, provincial and local governments and medical bodies, as well as the general public and national and international media.
4. Provide practical support to ITPs/IMGs at every stage of licensure, including recent medical graduates and newcomer physicians to help formulate solutions to facilitate the process of licensure.
5. Support internationally trained physicians who are currently training and/or practicing within the Canadian healthcare system.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Eligibility for Membership**

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

### **Class A Members**

- a. Class A voting membership shall be available only to individuals who have applied and have been accepted for Class A voting membership in the Corporation.
- b. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

### **Class B Members**

- d. Class B non-voting membership shall be open to any internationally trained physician and international medical graduate who shares similar views and objectives of this organization. Membership will be granted after the membership application is completed in its entirety and have been accepted for Class B non-voting membership in the corporation.
- e. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- f. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.
- g. Class B non-voting members have the right to submit their ideas, for further development of the organization, directly to the board via electronic means.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

### **Section 2. Annual Dues**

The amount required for annual dues will be decided among the board members and members at the first annual general meeting. These fees will be subjected to change on an annual basis based on a majority vote. Maintenance of membership will be contingent on members being up-to- date on their dues. There will be no refund of fees once the fiscal year has started.

### **Section 4. Resignation and Termination**

If a member chooses to resign for any reason this may be done via a written resignation that is submitted to the Director of Operations or the Secretary or by unsubscribing from the organization's e-mail correspondence. If the member has outstanding dues, this is still required to be paid in full.

If a member is found to be maliciously going against the objectives and/ or mission of the organization, or being malicious toward ITPO membership, management or directorship, they may be terminated by a majority vote of the Directorship.

### **Section 5. Transferability**

Membership is non-transferable.

## **ARTICLE IV. MEETINGS OF MEMBERS**

### **Section 1. Regular Meetings**

We will have biannual meetings at a time and place that is designated by the Board. However, the board reserves the right to call for emergency meetings once there is a 24-hour notice given to the members.

### **Section 2. Annual Meetings**

There will be an annual general meeting held on a specific date and time will be specified by the board, this may be with the input of the members as well based on a majority vote based on best availability. Each annual meeting will provide reports on the activities and successes of the organization as well as determine the plans or directions for the upcoming year.

### **Section 3. Special Meetings**

Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

### **Section 4. Notice of Meetings**

Notice of meetings will be disseminated to members via email at least two weeks prior to the meeting.

### **Section 5. Quorum**

A quorum for annual general meetings of the members shall consist of at least twenty percent (20%) of the active membership.

### **Section 6. Voting**

All issues to be voted on will be decided by a majority vote of the members that are present at the meeting that involves the vote.

### **Section 7. Absentee Voting at Members' Meetings**

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by means of a telephonic, electronic or other communication facility if the Organization has a system that:

- enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted. Pursuant to subsection 197(1)

(Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. General Powers**

The Board of Directors will be responsible for the control and management of the affairs and property of the organization.

### **Section 2. Number, Tenure, Requirements, and Qualifications**

- The number of Directors shall be fixed from time to time by the Directors and shall have a minimum of three (3) members and a maximum of ten (10). The Directors will include: The Chair, the Vice- Chair, the Director of Operations, the Public Relations Manager, the Treasurer and the Secretary and one (1) Member-at-large.
- Once elected, the members of the Board of Directors shall, immediately commence the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by majority voting of the Board members present. No new members can be elected or voted in unless the quorum of the Board of Directors is present (see Section 6 of this article).
- Members that are related by blood or marriage/ domestic partnership may not serve on the Board of Directors simultaneously.
- Each member of the Board shall be a member of the organization in good standing whose membership dues are paid in full and will hold their position for a year long term. The duration of the term is subject to change based on a majority voting of the Directors. No position will be held for greater than three years unless there is at least seventy five percent (75%) majority voting of the Directors.
- All Board members shall have the duty to provide guidance to the organisation by contributing to the organisation's culture, strategic focus, effectiveness, and financial sustainability, as well as serving as ambassadors and advocates.
- Board members should be able to make a meaningful time commitment to the organisation in order to fulfil their responsibilities to the organisation, accept tasks and follow through on given assignments.
- Prospective Directors may be asked to provide a Police Record Check Clearance form as part of the process for acceptance to the Board of Directors.
- Members of the Board of Directors are responsible for recruiting and training new board members and should strive to recruit new board members who can bring additional knowledge, expertise, experience and perspective to the board.

- Newly elected members of the Board of Directors who have not served before shall serve initial six (6) month terms. At the conclusion of the initial six-month term, members of the Board of Directors may serve additional one year terms once supported by the majority of the Board. Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board of Directors shall expire.
- Each member of the Board of Directors shall attend at least fifty percent (50%) of the regular meetings each year and at least (50%) of the Board meetings.
- In special circumstances, and in the case of exceptional contribution, former Directors may be assigned the title of Director Emeritus by vote of majority of the current Board.

### **Section 3. Regular and Annual Meetings**

An annual general meeting of the Board of Directors will be held in the month of March each year or at least two weeks prior to the annual general meeting. Exact date and time will be determined by a majority vote of the Directors so that the quorum can be met. Final notice of these meetings shall be sent to all the Directors no less than one week prior to the meeting date.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by the request of the Chair or any two members of the Board of Directors. The meeting time, date, and location will be decided by the person or persons authorized to call the meeting.

### **Section 5. Notice**

There shall be at least 48 hours' notice prior to any special meetings of the Board of Directors being called. Acceptable forms of notice shall be email or telephone (calls or text messaging).

### **Section 6. Quorum**

The presence of at least sixty percent (60%) of the current members of the Board of Directors shall be necessary to have any meetings that constitute voting or any other business transactions.

### **Section 7. Forfeiture**

Any member not fulfilling requirements shall be summoned to a mandatory meeting by the Board. The Board then reserves the right to determine the period of time that the director will be given to take corrective action. On completion of this period the director will again be assessed by the board and the director's position shall be considered upheld or forfeited by majority (75%) decision of the board.

## **Section 8. Vacancies**

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Organization. Unless so removed, an officer shall hold office until the earlier of:

- the officer's successor being appointed,
- the officer's resignation,
- such officer ceasing to be a director (if a necessary qualification of appointment) or
- such officer's death.

There should be no delay in filling vacancies in the Board of Directors. This will be filled by majority vote of the remaining members of the Board of Directors at the next Board meeting. The Board of Directors reserve the right to create and fill the vacancy or vacancies by methods previously agreed upon.

## **Section 9. Compensation**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

## **Section 10. Informal Action by Directors**

Actions whether required by law or actions that may be carried out at a Board of Directors meeting may be taken without a meeting once this was previously agreed upon by two-thirds of all the directors of the board in writing. This can only be done after all members of the Board of directors have been given notice of what the intended action is.

## **Section 11. Confidentiality**

Upon accepting appointment to the Board of Directors, each director will sign a confidentiality agreement.

Directors shall not discuss or disclose and information about the organization that is not already available to the public unless this is being disclosed in the best interest of the organization for continuation and is reasonably expected to benefit the organization. Therefore, the discretion of the directors should be used in discussing the organizations business with any third party. For information required by financial institutions when a deposit is being made, information may be disclosed regarding fundraisers as well as the purposes and functions of the organization.

## **Section 12. Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the Board by reference to Robert's Rules of Order.

## **Section 13. Discipline of Members**

The board shall have authority to suspend or expel any member from the Organization for any one or more of the following grounds:

- violating any provision of the articles, by-laws, or written policies of the Corporation;
- carrying out any conduct which may be detrimental to the Organization as determined by the board in its sole discretion;
- for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Organization, the Chair, or such other officer as may be designated by the board, shall provide twenty (20) days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the Chair, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Organization. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

## **ARTICLE VI. OFFICERS**

The officers of this Board shall be the Chair, Vice-Chair, Director of Operations, Public Relations Manager, Secretary, Treasurer and one (1) Member-at-large. All officers must be in good standing and have the status of active members of the Board.

### **Section 1. Chair**

He/she shall carry out the responsibilities of a member of the Board. The duties shall consist of but not limited to:

- a. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members.
- b. He/ she shall provide leadership to the board.
- c. He/ she shall encourage the Board to participate in meetings and activities.
- d. He/she keep Board discussions focused on the organization's mission.
- e. He/she shall evaluate the effectiveness of Board decisions.
- f. He/she shall ensure that there is a process to evaluate the effectiveness of the Board.
- g. He/she shall annually evaluate the performance of the organization in achieving its mission and objectives.
- h. He/she shall orient new Board members and the new Board Chair to the Board.

## **Section 2. Vice-Chair**

The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair during the absence of the latter. He/she shall carry out the responsibilities of a member of the Board. The duties shall consist of but not limited to:

- a. He/she shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Advisory Board.
- b. He/she attend board and committee meetings as per section 2 requirements.
- c. He/she will resume the role and responsibilities of the Chair in the absence of the Chair.
- d. He/she will collaborate with the Chair and other Board member to achieve the goals set by the board of directors.
- e. He/she will share tasks with the Chair regarding the leadership role.
- f. He /she will conduct regular appraisals evaluating the board members effectiveness, contributions and their skill set.
- g. He/she will lead one of the active committees assigned to him/her by the Board of Directors.

## **Section 3. Director of Operations**

He/she shall carry out the responsibilities of a member of the Board. The duties shall consist of but not limited to:

- a. He/she shall contribute their knowledge and skills from any aspect of Board Governance: leadership, policy, finance, programs, personnel, and advocacy.
- b. He/she shall provide expert guidance and commit to the work of the organization.
- c. He/she shall plan and monitor the day-to-day running of the organization and ensure things are running smoothly.
- d. He/ she will provide guidance and constructive feedback to all committees.



- e. He/ she will frequently evaluate the organization for level of efficiency and achievement of organization's overall mission/ goals.
- f. He/she will work alongside other board directors to create policies and ensure implementation of new policies.
- g. He/ she will ensure that the organization is operating within the legal requirements for a not for profit organization and compliance with regulations.

#### **Section 4. Public Relations Manager**

He/she shall carry out the responsibilities of a member of the Board. The duties shall consist of but not limited to:

- a. He/ she shall be the primary and default contact person between all stakeholders, including members, and the ITPO Board until such time and for as long as that communication with such stakeholder has been assigned to another Board member.
- b. He/ she shall manage communications with all external stakeholders including ensuring that the message of the organisation is well communicated and ensuring that each stakeholders' message is relayed to the Board in a timely and accurate manner.
- c. He/ she shall conduct and/or oversee and approve all public facing communication including proposal documents, research documents, the website, social media, email messages, letters, meetings, member communication, press releases and such the like in accordance with the directive of the Board of Directors.
- d. He/ she shall perform such other duties as may be prescribed by the Advisory Board or the Chair under whose supervision he/she shall be.

#### **Section 5. Treasurer**

He/she shall carry out the responsibilities of a member of the Board. The duties shall consist of but not limited to:

- a. He/she shall file all financial reports.
- b. He/she shall update the Board regarding the financial standing of the Organization.
- c. He/she shall ensure that the financial policies that have been agreed upon by the Board are being followed.
- d. He/ she will ensures development and board review of financial procedures and systems.
- e. He/ she will chair the Finance Committee and prepares agendas for meetings.
- f. He/ she will recommend to the board whether the organization should have an audit.

- g. He/she will assist in the selection of an auditor, if needed, and meets with him or her annually.

### **Section 7. Secretary**

He/she shall attend all meetings for the Organization and perform in the capacity of a clerk and carries out the responsibilities of a member of the Board. The duties shall consist of but not limited to:

- a. He/she shall record all meeting minutes and keep it easily accessible.
- b. He/she in concert with the rest of the Board will make the arrangements for meetings and outline the agendas.
- c. He/she will send notices of all general meetings to the members.
- d. He/she will keeps lists of Officers, Board Members, and General Membership.
- e. He/she will keep a record of Board members assignments and terms.
- f. He/she will be responsible for reviewing the by-laws and making note of any changes that may need to be introduced.
- g. He/she will ensure that important correspondence will be brought to the attention of the Board.

### **Section 8. Proposals Nominating Directors at Annual Members' Meetings**

Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.

Officers of the Board shall be eligible to succeed themselves in their respective offices for a maximum of three years unless approved for longer by at least seventy five percent (75%) of the Directors.

## **ARTICLE VII. OPERATIONS**

### **Section 1. Committee Formation**

The Board of directors reserves the right to create and define new committees as the need arises. These committees may be temporary based on projects or permanent based on the needs of the organization. Each committee will be headed by one of the Directors which will be appointed by the Board Chair. Members of any committee formed may be removed due to inactivity as determined by the Director in charge of that committee.

### **Section 2. Roles and Wages**

Directors, officers, and members may be paid a reasonable amount for the operational work they do, and for the expenses they incur when doing that work. Directors may not be paid for their role as Directors, as per Article V, Section 9.

# **ARTICLE VIII. DISPUTE RESOLUTION**

## **Section 1. Mediation and Arbitration**

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

## **Section 2. Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- The number of mediators may be reduced from three to one or two upon agreement of the parties.
- If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **ARTICLE IX. BOOKS AND RECORDS**

The organization shall keep complete books and records of account and minutes of the proceedings of the Board of Directors, regular meeting minutes and AGM minutes.

## **ARTICLE X. Financial Responsibility**

### **Section 1. Financial Year End**

The financial year end of the Organization shall be March 13 in each year.

### **Section 2. Banking Arrangements**

The banking business of the Organization shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

### **Section 3. Borrowing Powers**

The directors of the Organization may, without authorization of the members,

- borrow money on the credit of the corporation;
- issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
- give a guarantee on behalf and
- mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

### **Section 4. Annual Financial Statements**

The Organization shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Organization reproducing the information contained in the documents. Instead of sending the documents, the Organization may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Organization is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

## **ARTICLE XI. AMENDMENTS**

### **Section 1. Provisions of this By-law**

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

### **Section 2. Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### **Section 3. By-laws and Effective Date**

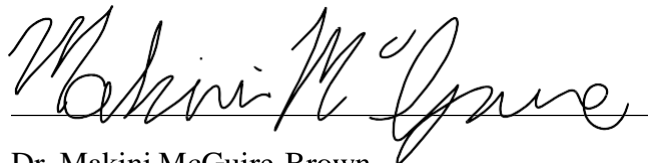
Subject to the articles, the board of directors may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

## **ADOPTION OF BYLAWS**

We, the undersigned, are all current directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the amended Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 16 day of January, 2024.

A handwritten signature in cursive script, reading "Makini McGuire-Brown", written over a horizontal line.

Dr. Makini McGuire-Brown

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Dr. Joanna Walters

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Dr. Mariana da Silva Jardim

X *A Coleman*

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Dr. André Coleman