

**CONSTITUTION AND BY-LAWS
OF**

**The Federation of Medical Regulatory Authorities of
Canada/
La Fédération des ordres des médecins du Canada**

(As Amended and Approved by the Members on 13 June 2009)

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1.0 The Name

1.1 The FMRAC

The name of this organization is the Federation of Medical Regulatory Authorities of Canada/la Fédération des ordres des médecins du Canada (“FMRAC”).

1.2 Seal

1.2.1 The Seal of FMRAC bearing the following design is and shall continue to be until changed by the Board, the Seal of FMRAC.

1.2.2 The Seal shall be in the custody of the Executive Director and shall be affixed to all documents required to be sealed on behalf of FMRAC.

2.0 Purpose, Mission, Guiding Principles and Objects

2.1 Purpose

FMRAC is a national association of provincial and territorial medical regulatory authorities and is a Canadian Non-Share Capital Corporation incorporated under the Canada Corporations Act, R.S.C. 1970, c.C-32, as amended to 1995, c.1 (the “Act”). Its purpose is to provide a national structure for the provincial and territorial medical regulatory authorities to present and pursue issues of common concerns and interest, and to share, consider and develop positions on such matters; and to develop services and benefits for its Members.

2.2 Mission

FMRAC is the national organization and the privileged voice, both nationally and internationally, of the provincial and territorial medical regulatory authorities. It will consider, develop and share positions and policies on matters of common concern and interest. It will also develop and maintain services and benefits for its Members.

2.3 Guiding Principles

FMRAC will observe the following principles in pursuit of its goals:

2.3.1 The autonomy of Members will not be compromised.

2.3.2 In matters of importance or of national interest, FMRAC will clearly articulate substantial differences among Members.

2.4 Objects

FMRAC will:

- 2.4.1 Demonstrate leadership by working to create and maintain an effective forum for the exchange of information.
- 2.4.2 Identify, consider and make statements on issues related to regulation of medical practice.
- 2.4.3 Develop and promote national perspectives on medical regulation.
- 2.4.4 Support the development of, and promote national standards for, the assessment of competence and performance in medical practice.
- 2.4.5 Establish mechanisms for assisting in the development of continuing competence in medical practice.
- 2.4.6 Respond to matters which relate to licensure and/or regulation, and which are of national and international importance.
- 2.4.7 Undertake projects of national interest.
- 2.4.8 Collaborate with other national agencies.
- 2.4.9 Develop and maintain programs to serve the Members.
- 2.4.10 Develop and maintain Members services and benefits.
- 2.4.11 Measure the effectiveness of the organization in meeting its goals and objectives.

3.0 Definitions

3.1 “Board”

Means the governing body of FMRAC, the Board of Directors.

3.2 “Delegate”

Means an individual identified by a Member as a person entitled to attend and participate in discussion at the Educational and Policy Development session detailed in Article 10.7.8.

3.3 “Director”

Means an individual identified in writing by a Member to represent the Member on the Board and who shall have the rights provided for in this By-Law.

3.4 “Medical Regulatory Authority”

Means any agency established by provincial or territorial legislation to regulate the practice of medicine.

3.5 “Member”

Means a body confirmed in compliance with section 4.1.

3.6 “Membership Fee”

Means a membership fee which may be charged by the Board and payable by a Member pursuant to Articles 4.2 and 5.2.9.

3.7 “Voting Director”

Means an individual identified in writing by a Member to be the Voting Director on behalf of the Member at meetings of the Board.

3.8 “Affiliate”

Means an association, organization or agency with which FMRAC maintains formal links on issues of common interest or concern.

3.9 “Observer”

Means an association, organization or agency with whom FMRAC wishes to maintain formal links and is so identified by motion of the Board.

3.10 “Officers”

Means the Officers of FMRAC who shall be the President, President-Elect, Past President, and Executive Director.

4.0 Conditions of Membership

4.1 Provincial and territorial medical regulatory authorities in Canada shall be eligible for membership in FMRAC and membership shall be confirmed by the Executive Director upon the receipt of a written request and upon payment of any Membership Fees.

4.2 Membership fees payable by Members shall be determined annually by a resolution of the

board.

- 4.2.1 Membership fees shall be payable annually.
- 4.2.2 Membership fees shall be based on the number of physicians registered to practise in the Member's jurisdiction who hold a full time license and are a resident of the jurisdiction.
- 4.2.3 Membership fees shall be set from time to time for the purpose of covering the operational costs of FMRAC.
- 4.3 Affiliate status may be conferred on any association, organization or agency in accordance with policies as determined from time to time by resolution of the Executive Committee.
- 4.4 Rights and Obligations of Membership
 - 4.4.1 Members may be referred to as "Member of the Federation of Medical Regulatory Authorities of Canada" and as such may receive and transmit communication through the office of FMRAC.
 - 4.4.2 The costs of FMRAC shall be borne primarily by the Members, in accordance with the provisions set in Article 4.2.
 - 4.4.3 Membership is automatically renewed on the first of January of each year, unless terminated upon the happening of any of the following events:
 - (1) The Member organization ceases to exist;
 - (2) The Member organization withdraws from FMRAC by delivering a written resignation to the President and/or Executive Director of FMRAC. Any such resignation shall require a minimum of one-year notice or, payment of all Membership fees and annual assessments in lieu thereof.

5.0 Powers of the Board

5.1 Affairs Conducted by the Board

The affairs of FMRAC shall be conducted by the Board. Directors shall be appointed in accordance with the provisions in Article 6.1 herein.

- 5.2 The Board has the powers, rights, and privileges conferred upon and vested in corporations by the Act and in addition it may do the following things for the purposes of FMRAC:

- 5.2.1 Govern the affairs of FMRAC.
- 5.2.2 Establish and support the development of funds, trusts, and conveniences calculated to serve the Members, and to benefit employees or ex-employees of FMRAC or the dependants or relatives of such persons, and grant pensions and allowances, and make payments toward insurance or pensions for such persons.
- 5.2.3 Subscribe, apply or guarantee payment of money for the advancement of medical education or research or for objects considered by the Board beneficial to or in the interests of the public and/or the medical profession.
- 5.2.4 Establish and award scholarships and prizes.
- 5.2.5 Print, publish, sell or distribute reports of FMRAC, its Members or such other information or material as the Board may determine.
- 5.2.6 Purchase, acquire, take, hold, possess land, tenements or personal property and sell, mortgage, lease or dispose of same.
- 5.2.7 Collect and accept money to be used to further the purpose and goals of FMRAC.
- 5.2.8 Invest money in stocks, bonds, or debentures eligible for the investment by insurance companies under the "Insurance Companies Act (Canada)".
- 5.2.9 Establish membership fees.
- 5.2.10 Expend such monies as it considers necessary to conduct the affairs of FMRAC.
- 5.2.11 Lease or purchase real property; enter into contracts and leases, including contracts of employment and personal service contracts.
- 5.2.12 Purchase insurance to indemnify individuals who serve at the request of FMRAC on Boards and Committees or assume specific tasks on behalf of FMRAC.

6.0 The Board

- 6.1 Each Member shall appoint three Directors to the Board. Of these three Directors, one of such Directors shall be identified by the Member as being entitled to vote at meetings of the Board.
- 6.2 Functions and Duties of the Board

6.2.1 The Board shall govern, determine, control and administer the affairs of FMRAC and without limiting the generality of the foregoing may:

6.2.1.1 Enter into, or make or cause to be entered into or made, contracts or agreements which FMRAC may lawfully enter into or make.

6.2.1.2 Authorize committees of the Board to exercise and carry out any of the powers conferred by this By-law.

6.2.1.3 Establish membership fees.

6.2.1.4 Expend such monies as it considers necessary to conduct the affairs of FMRAC.

6.2.1.5 Make By-laws, resolutions and rules for the exercise and carrying out of powers and without limiting the generality thereof may make rules respecting:

(i) The management of FMRAC and the appointment of members to committees.

(ii) The representation from other associations, organizations or agencies on the Board.

(iii) The reimbursement guidelines for officers, committee members, appointed delegates and staff of FMRAC.

(iv) The conduct of the affairs of FMRAC Board and committees including the duties to be performed by the officers and members thereof.

6.3 Term of Office

6.3.1 Each Member shall forward to FMRAC, not less than forty-five (45) days prior to each annual meeting of the Members and forthwith in the case of any vacancy in respect of a Director appointed by said Member, a written notice appointing the individuals to the Board.

6.3.2 Appointees to the Board other than the Registrar appointed pursuant to Article 6.5.1, unless otherwise provided herein, shall be appointed for a term of up to two years from the effective date of the appointment.

6.3.3 Normally, upon expiration of the initial term, a Director other than the Registrar of the Provincial or Territorial Medical Regulatory Authority as provided for in Article 6.5.1 hereafter is eligible for no more than two consecutive re-appointments.

6.4 Vacancy on the Board

6.4.1 In the event of a vacancy due to resignation or inability to serve, the President will notify the respective Member and request the Member to name a replacement Director to complete the unexpired portion of the term if that portion exceeds one year.

6.5 Director Eligibility

6.5.1 One of the three Directors appointed by a Member shall be the Registrar of the Provincial or Territorial medical regulatory authority or his designate.

6.5.2 Any Director appointed by a Member must satisfy the following requisites:

6.5.2.1 Directors should have an understanding of the mandate and function of medical regulatory authorities.

6.5.2.2 Directors must conduct themselves with good moral character and personal integrity.

6.5.2.3 Physician Directors must hold a valid license with their medical regulatory authority.

6.6 Director Ineligibility

6.6.1 A Director shall no longer be eligible to hold office in the following circumstances:

6.6.1.1 If a Director dies.

6.6.1.2 If a Director's appointment is revoked in writing on notice to FMRAC by the Member which appointed such Delegate.

6.6.1.3 If a Director resigns, by delivering a written resignation to the President and/or Executive Director of FMRAC.

6.6.1.4 If a Director is found to be of unsound mind.

6.6.1.5 If a Director is removed for cause by a resolution passed by a unanimous vote of the voting Directors, provided that all of the voting Directors (other than the Director proposed to be removed) are present in person or

as otherwise provided in Article 6.6.1.9 at a meeting at which the resolution is considered.

6.6.1.6 If a Director is found guilty in a court of law of an indictable offense.

6.6.1.7 If a physician Director is suspended or erased from a Provincial or Territorial Register or Rolls.

6.6.1.8 If, at a meeting of the Executive Committee, written unanimous support by voting Directors is presented for removal of a Director from office.

7.0 Officers of FMRAC

7.1 The officers of FMRAC shall be the President, President-elect, Past President and Executive Director.

7.2 The officers shall hold office at the pleasure of the Board and be charged to carry out the Purpose and Objects of FMRAC.

7.3 An Executive Director shall be appointed as the Chief Executive Officer of FMRAC and shall hold office at the pleasure of the Executive Committee or pursuant to the terms of any contract between the Executive Director and FMRAC.

7.4 The President:

7.4.1. Shall be the senior officer.

7.4.2 Shall normally serve for a one year term.

7.4.3 Shall preside at all meetings of the Board and the Executive Committee and shall be an ex officio member of all standing committees of the Board.

7.4.4 Shall chair the Executive Committee.

7.4.5 Has the authority to delegate to any member of the Executive Committee such authority and/or duties as may be required to conduct the affairs of the Executive Committee.

7.4.6. Shall be responsible for liaison with other associations, organizations and agencies for promoting the purpose or goals of FMRAC or, with the approval of the Executive Committee, the interests of a Member.

7.4.7 If for any reason a vacancy occurs in the office of the President, the President-elect shall assume the presidency for the balance of the term.

7.5 The President-elect:

7.5.1 shall be elected annually by the Members.

7.5.2 shall normally serve a one-year term.

7.5.3 shall, in the absence of the President, act for the President.

7.5.4 shall present the financial statements to the Members.

7.5.5 shall be installed and shall assume the office of President at the time of the next Annual Meeting.

7.5.6 If for any reason a vacancy occurs in the office of the President, the President-elect shall assume the presidency for the balance of the term.

7.5.7 The President-elect having assumed the presidency when sitting as President-elect shall continue as Chair of the Nominating Committee in the ensuing year.

7.5.8 If for any reason a vacancy occurs in the position of President-elect, the Executive Committee may appoint an alternate pending the next meeting of the Nominating Committee to elect Officers of FMRAC.

7.6 The Past President:

7.6.1 Shall normally serve for a one-year term.

7.6.2 In the event that the office of Past President becomes vacant, the preceding Past President shall serve as Past President. If the preceding Past President is unable to serve, the Board shall appoint a member of the Board to assume the duties of Past President.

7.7 The Executive Director:

7.7.1 Shall assume those duties requested by the President.

7.7.2 Shall provide to the Board or any committee thereof, information on any subject as requested.

7.7.3 Shall report to the Board upon the conduct of the office of the Executive Director.

- 7.7.4 Shall ensure the timely publication of communication from FMRAC and among Members.
- 7.7.5 Perform all duties set out in a job description which shall be approved from time to time by the Executive Committee.
- 7.7.6 Shall be subject to the direction of the Board through the President.
- 7.7.7 Collect all assessments and account for all monies on behalf of FMRAC.
- 7.7.8 Conduct all official correspondence on behalf of FMRAC.
- 7.7.9 Be an ex officio, non-voting member of all committees except the Nominating Committee.
- 7.7.10 Shall give notice of all meetings of the Members and of the Board of Directors.
- 7.7.11 Shall ensure that the decisions of the Members, Board of Directors and Executive Committee are duly recorded.
- 7.7.12 Shall perform all functions of a Secretary in accord with the requirements of the Canada Corporations Act as amended and the By-law herein.
- 7.7.13 Shall be the custodian of the FMRAC seal.

8.0 Meetings of the Members

- 8.1 Meetings of the Members shall be held on such date and at such place as determined by the Members.
- 8.2 Annual meetings of the Members shall be held at such time, on such day, at such place, in each year as the Members may from time to time determine for the purpose of receiving the reports and statements to be laid before the annual meeting, appointing auditors and for the transaction of such other business as may properly be brought before the meeting.
- 8.3 Quorum of any meeting of the Members shall be seven (7) Members.
- 8.4 Each Member present and in good standing shall be entitled to cast one vote at any meeting of the Members. At all meetings of the Members, every question shall be determined by a majority of fifty percent plus one votes cast at the meeting, except where the Act or these by-laws provide otherwise.
- 8.5 Notice of meetings shall be given to all Members of record by mail, telecopier or electronic mail at least fourteen (14) working days prior to the date of the meeting unless

waived by all of the Members.

8.6 Authority to call Meetings of the Members

8.6.1 The President has the authority to call a meeting of the Members.

8.6.2 The President, on written request by five Members in good standing, shall have the power to call, at any time, a Special Meeting of the Members.

8.6.3 The Board shall have power to call, at any time, a special meeting of the Members on written requisition delivered to the President and/or Executive Director by not less than sixty six and two thirds ($66 \frac{2}{3}$) percent of Directors entitled to vote.

8.6.4 The notice of special meeting shall include sufficient information to permit a Member to make a reasoned judgment on the decision to be taken.

8.6.5 Special Meetings of the Members must take place within 60 days of the written request.

8.7 Any Member may invite any of its members to attend any meetings of the Members.

9.0 Meetings of the Board

9.1 Authority to Call Meetings of the Board

9.1.1 Meetings of the Board shall be held at such time and place as the Executive Committee shall determine provided that at least one meeting of the Board shall be held each year at the Annual General Meeting of FMRAC.

9.1.2 A meeting of the Board may be called by the President on his own and must be called by the President as required.

9.1.3 Directors may require that the President convene a meeting of the Board on written request by a simple majority (50 percent plus one) of the Directors entitled to vote.

9.2 Notice of Meetings

The Executive Director shall give Directors at least two (2) weeks notice of the time, place and purpose of all meetings. Such notice shall be given in writing or by electronic means.

9.3 Quorum

9.3.1 At all meetings of the Board, a majority (50 percent plus one) of Directors entitled to vote in accord with Article 6.1 shall constitute a quorum.

9.3.2 When there is no quorum present within thirty (30) minutes after the time for which the meeting was called, the President and/or President-Elect, as the case may be, shall adjourn the meeting to some other time.

9.4 Participation by Telephone or Electronic Means

9.4.1 A Director may, with the consent of the majority (50 percent plus one) of the Directors present, participate in a face-to-face meeting of the Board by means of a telephone or other communication facility which permits all participants to hear each other. A Director participating in the meeting by such a means is deemed to be present at the meeting. In addition, a Director entitled to a vote in accord with Article 6.1 shall be entitled to vote by means of a telephone or other communication facility in accord with this Article.

9.4.2 The President may call from time to time a Meeting of the Board by electronic means. The President shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the President at the beginning of each particular meeting by verbal roll call. Each vote cast by a Director participating by telephone or other electronic means shall be recorded in the minutes.

9.5 Voting

9.5.1 Only the Director identified by the Member as being entitled to vote in accord with Article 6.1 shall be entitled to vote. Other than as provided for in Article 9.5.2, the President shall not be entitled to vote.

9.5.2 Notwithstanding Article 9.5.1, in the event of a tie vote amongst Directors, the President shall then be entitled to vote.

9.5.3 Normally, a vote shall be by a show of hands and the President shall declare the result of all votes.

9.5.4 At the request of any Director the President shall require the Director to record their vote "Yes" or "No" and the results will be counted and recorded.

9.6 Educational and Policy Development Session

9.6.1 Concurrent with the Annual General Meeting of FMRAC, the Executive Committee shall convene an Educational and Policy Development Session which shall:

9.6.1.1 Provide an opportunity for delegates to meet and discuss issues of common interest.

9.6.1.2 Report on the activities of FMRAC and its Members.

9.6.1.3 Provide an opportunity to exchange views with Observers.

9.6.1.4 Provide an opportunity for recommendations arising from educational sessions and discussions to be brought forward to the Board for consideration.

9.6.1.5 Policy items arising from discussion at the educational and policy development sessions may be brought forth in the form of a motion by a sponsoring Director to a meeting of the Board.

9.7 Order of Business

The order of business at all meetings of the Board shall be decided by the Executive Committee. Any change in the proposed order of business may be requested by the President, and if approved by the Board, the order shall proceed as amended.

9.8 Resolutions

The President and the Executive Director shall each sign on behalf of FMRAC any resolution of the Board.

9.9 Entitlement to Attend

9.9.1 All Delegates and Observers shall be entitled to attend any meeting of the Board, and shall be entitled to address the meeting with the leave of the President or President-elect, as the case may be.

9.9.2 The Board, by majority vote, may decide that any item of business shall be dealt with in camera, in which event all other persons in attendance other than Directors shall be excluded from the meeting during the discussion of such item.

10.0 Committees

10.1 There shall be the following committees of the Board:

10.1.1 Executive Committee

10.1.2 Accreditation and Education Advisory Committee

10.1.3 Nominating Committee

10.2 The Board may from time to time designate such other working committees as it deems appropriate and appoint members to such committees.

10.3 Appointment of Committee Members

10.3.1 At each Annual General Meeting the Nominating Committee shall recommend all members of standing committees and appointees of FMRAC. The Board shall consider such report, and make appointments for such positions.

10.3.2 The Executive Committee may fill any vacancy that arises between meetings of the Board.

10.3.3 A committee appointment may be terminated at any time on written notice by the Executive Committee.

10.4 Term of Office

Unless otherwise specified, the term of office for committee members is one (1) year term.

10.5 Duties of Committees

The Executive Committee shall establish terms of reference for all other standing committees and working committees.

10.6 Decisions of Committees

All decisions of a standing committee established by the Board made within the scope of duties of that committee as defined in this By-law or its terms of reference shall be of the same force and effect as a decision of the Board and shall be reported to the Board at the earliest subsequent meeting.

10.7 Executive Committee

10.7.1 Shall consist of the President, President-elect, Past-President and members-at-large.

10.7.2 Shall be empowered to act on behalf of the Board between meetings of the Board on all matters and shall report to the Board at its earliest subsequent meeting of the Board.

10.7.3 There shall be no more than six members. All members, except the President, the President-elect and the Past President must be Directors.

10.7.4 The Executive Committee shall, subject to the authority of the Board, be responsible for the general administration of the affairs of FMRAC and shall make cognizance of and act upon all matters delegated to it by the Board or that may arise between Board meetings.

10.7.5 An Executive committee member may, with the consent of the majority (50 percent plus one) of the Executive Committee members present, participate in a face-to-face meeting of the Executive Committee by means of a telephone or other

communication facilities which permit all participants to hear each other. An Executive Committee member participating in the meeting by such a means is deemed to be present at the meeting. In addition, an Executive Committee member entitled to a vote in accord with Article 6.1 shall be entitled to vote by means of a telephone or other communication facility in accord with this Article.

10.7.6 In accordance with by-law 10.7.2 all actions of the Executive Committee shall be deemed to be actions of the Board.

10.7.7 The Executive Committee will review the By-laws at least every three years and provide a report to the Members and the Board.

10.7.8 The Executive Committee shall convene the educational and policy development sessions of FMRAC concurrent with the Annual General Meeting, which shall:

10.7.8.1 Provide opportunity for delegates to meet and discuss issues of common interest.

10.7.8.2 Report on the activities of FMRAC and its Members.

10.7.8.3 Provide an opportunity to exchange views with Observers.

10.7.8.4 Provide an opportunity for recommendations arising from educational sessions and discussions to be brought forward to the Board for consideration.

10.8 Accreditation and Education Advisory Committee

10.8.1 There shall be five (5) members appointed by the Nominating Committee of FMRAC. Four of the members will be appointed on a regional basis as follows: Atlantic, Quebec, Ontario, West.

10.8.2 At least one member of the Accreditation and Education Advisory Committee should wherever possible be a member of the Executive Committee and may be one of the four regional representatives.

10.8.3 The members selected by the Nominating Committee must be familiar with regulatory and educational issues from a regulatory authority perspective and ideally would be either medical staff members, or medical council/committee members of the regulatory authority.

10.8.4 The individuals representing FMRAC on the RCPSC Accreditation Committee, the CFPC Committee on Accreditation and the AFMC Committee on Accreditation of Canadian Medical Schools/Committee on Accreditation of Continuing Medical Education must be chosen from amongst the members of the Accreditation and

Education Advisory Committee.

10.8.5 Representatives from other organizations may be invited as resource persons.

10.9 Nominating Committee

10.9.1 The Nominating Committee shall consist of the President, President-elect and the Past President.

10.9.2 The chairperson of the Nominating Committee shall be the Past President.

10.9.3 On an annual basis, the Nominating Committee will identify individuals appropriate to and willing to serve in each of the vacant positions of the standing committees of the Board.

11.0 Banking and Signing Officers

11.1 Contracts, documents or any instruments in writing (including all banking documents) requiring the signature of FMRAC shall be signed by two (2) signing officers named annually by the Board.

11.2 The Executive Committee of FMRAC shall not, without prior approval by the Board make any capital expenditures which, either alone or in conjunction with other capital expenditures in any given financial year of FMRAC, exceed in the aggregate One Hundred Thousand (\$100,000) Dollars.

12.0 Solicitor and Auditors

12.1 The Solicitor for FMRAC shall be appointed annually by resolution of the Board at the Annual General Meeting. Any vacancy may be filled by the Executive Committee until the next Annual General Meeting.

12.2 The Auditor for FMRAC shall be appointed annually by resolution of the Board at the Annual General Meeting. Any vacancy may be filled by the Executive Committee until the next Annual General Meeting.

12.2.1 At least once every year and as soon as possible after the fiscal year end, the auditors shall examine the correctness of the accounts and the financial records of FMRAC and prepare the financial statements for approval by the Members.

13.0 Reimbursement

13.1 Directors shall receive no remuneration or reimbursement by FMRAC for acting as such.

- 13.2 Executive Committee members may be reimbursed for reasonable expenses incurred in the performance of their duties, at such rates and in accordance with such policies as may be determined by the Board from time to time.
- 13.3 Where individuals represent FMRAC at meetings of other organizations, they may be reimbursed for reasonable living and travel expenses incurred in the performance of their duties, at such rates and in accordance with such policies as may be determined by the Board from time to time.

14.0 Indemnification

- 14.1 Every director and officer of FMRAC in exercising the powers and discharging the duties of a director or officer shall act honestly and in good faith with a view to the best interest of FMRAC and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to FMRAC through the insufficiency or deficiency of title to any property acquired for or on behalf of FMRAC, or for the insufficiency or deficiency of any security in or upon which any of the monies of FMRAC shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of FMRAC shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of the director or officer, or for any other loss, damage or misfortune which shall happen in the execution of the duties of such office or in relation thereto; provided that nothing herein shall relieve any director or any officer from the duty to act in accordance with the Act and the regulations thereunder or from liability for any breach thereof.
- 14.2 Every director, officer, member of a committee, employee or agent of the FMRAC and his or her heirs, executors and administrators, and estate and effects, shall from time to time and at all times be indemnified and saved harmless out of the funds of the FMRAC from and against,
- a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceedings that is brought, commenced, or prosecuted against him or her, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
 - b) all other costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.
- 14.3 If any employee of FMRAC is named in a civil suit and the subject matter relates to the person's employment by FMRAC, FMRAC will pay for the employee's legal representation in the proceedings and any appeal, and will pay any sum of money the employee or the employee's estate becomes liable to pay in connection with the matter but, if the court finds

that the employee has been deliberately dishonest or has committed a criminal offence, FMRAC will not be liable for such payment.

- 14.4 Any indemnification under Article 14.2 of the present article, unless ordered by a court, shall be made by FMRAC only as authorized in the specific case upon a determination that indemnification of the director, officer, member of a committee, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in this article. The determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding, and if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the members.

15.0 Policies and Procedures

- 15.1 Rules of Order

At meetings of the Board, all matters of procedure not provided for by the By-Law shall be decided by the procedures set forth in Wainberg's Society Meetings (including Rules of Order).

16.0 Amendments to the By-Laws

- 16.1 The present By-Laws may be amended or repealed at any meeting by a majority vote of 2/3 of the Members provided that the repeal or amendment of such By-Laws shall not be enforced or acted upon until the approval of the Corporation's Directorate, Industry Canada. Notice of any amendment shall be given to Members, at least thirty (30) days prior to the date of the meeting. Any other amendments may be proposed during the meeting and adopted without prior notice, provided that notice is waived by a unanimous vote of the Members present.
- 16.2 Notwithstanding the repeal of former By-Laws of FMRAC, all resolutions of the Board respecting the management and operation of FMRAC shall remain in full force and effect unless inconsistent with these By-Laws.
- 16.3 Every amendment after enactment by the Members, shall be signed by the President and Executive Director and shall be sealed with the seal of FMRAC.

17.0 General

- 17.1 All general By-Laws and amendments thereto of FMRAC are hereby repealed and the foregoing By-Laws substituted therefore. This By-Law shall be enforced as of and from 13 June 2009.
- 17.2 The head office of FMRAC shall be in the City of Ottawa, Ontario, Canada.

- 17.3 English and French shall be the official languages of FMRAC.
- 17.4 In these and subsequent By-Laws, the masculine or singular has been used, the same shall be construed as meaning the plural, feminine or neutral, where the context so requires and references to persons shall include firms and corporate bodies.
- 17.5 The fiscal year-end of FMRAC shall be the 31st of March in each calendar year.
- 17.6 The Board may prescribe such rules and regulations not inconsistent with this By-Law relating to the management and operation of FMRAC as it deems appropriate, provided that such rules and regulations shall be confirmed at the next Annual General Meeting and in default of such confirmation shall cease to have force and effect.
- 17.7 In the event of the dissolution of FMRAC; the assets shall be used to discharge any liabilities of FMRAC. Any remaining assets shall be liquidated and the income distributed to the Members in proportion to their average contribution over the preceding two (2) years.

PASSED by the Members this 13 day of June 2009

President

Chief Executive Officer