

# THE ACT OF INCORPORATION AND BYLAWS

AS AMENDED, AUGUST 2022

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*Information about [Provincial and Territorial Medical Associations](#) (aka “CMA Divisions”) and [CMA Affiliated and Associated Societies](#) may be found on [cma.ca](#).*

# An Act to Incorporate the Canadian Medical Association

S.C. 1909, c. 62, as am. by S.C. 1959, c.73 and S.C. 1993, c.48

Whereas Adam T. Shillington, Robert Wynyard Powell, Frederick Montizambert, Henry Beaumont Small and John D. Courtenay, all of the City of Ottawa, in the province of Ontario, physicians, have by their petition on behalf of the unincorporated society known as the "Canadian Medical Association," prayed that it be enacted as hereinafter set forth and it is expedient to grant the prayer of the said petition: Therefore His Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:

1. The said Adam T. Shillington, Robert Wynyard Powell, Frederick Montizambert, Henry Beaumont Small and John D. Courtenay, and all other members of the said present unincorporated society, together with such other persons as become members of the corporation, are hereby constituted a corporation under the name of the "Canadian Medical Association" hereinafter called the "Association."
2. The objects of the Association shall be
  - (a) to promote the medical and related arts and sciences and to maintain the honour and the interests of the medical profession;
  - (b) to aid in the furtherance of measures designed to improve the public health and to prevent disease and disability;
  - (c) to promote the improvement of medical services however rendered;
  - (d) to publish the Canadian Medical Association Journal and such other periodic journals as may be authorized, together with such transactions, reports, books, brochures or other papers as may promote the objects of the Association;
  - (e) to assist in the promotion of measures designed to improve standards of hospital and medical services;
  - (f) to promote the interests of the members of the Association and to act on their behalf in the promotion thereof;
  - (g) to grant sums of money out of the funds of the Association for the furtherance of these objects; and
  - (h) to do such other lawful things as are incidental or conducive to the attainment of the above objects.
3. The Association may make such by-laws and rules, not contrary to law or to the provisions of this Act, as it may deem necessary for the government and management of its business and affairs, and especially with respect to the qualification, classification, admission and expulsion of members, the fees and dues which it may deem advisable to impose, and the number, constitution, powers and duties of its executive council, or other governing or managing committee, and of its officers, and may from time to time alter or repeal all or any of such by-laws and rules as it may see fit.
4. Until altered or repealed in accordance with the provisions thereof, the existing constitution, by-laws and rules of the said unincorporated society, in so far as they are not contrary to law or to the provisions of this Act, shall be the constitution, by-laws and rules of the Association.
5. The present executive council and other officers of the said unincorporated society shall continue to be the executive council and officers of the Association until replaced by others in accordance with the constitution, by-laws and regulations aforesaid.
6. No member of the Association shall, merely by reason of such membership, be or become personally liable for any of its debts and obligations.
7. The Association may receive, acquire, accept and hold real and personal property by gift, purchase, legacy, lease or otherwise, for the purpose of the Association, and may sell, lease, invest or otherwise dispose thereof in such manner as it may deem advisable for such purposes.

# Bylaws

## Chapter 1. General

1.1 This Association shall be known as the “Canadian Medical Association” or “Association médicale canadienne.”

1.2 Language

French and English may be used in the conduct of the business of the Association.

1.3 Definitions

**Affiliate Society** means a Canadian medical organization approved for affiliation by the Board of Directors according to these bylaws.

**Annual General Meeting** or **AGM** means the Annual General Meeting of Members.

**Associate Society** means a Canadian Medical organization that is approved for associate status by the Board of Directors according to these bylaws.

**Association** means Canadian Medical Association or Association médicale canadienne.

**Bylaws** means this bylaw and all other bylaws of the Association as amended and that are, from time to time, in force and effect.

**Delegate to General Council** means a person appointed pursuant to section 10.2 of these bylaws and includes a delegate appointed by virtue of his/her position.

**Provincial/Territorial Entitlement** means the formula used for determining the number of nominations for honorary membership a province or territory may make, and the number of delegates to General Council a province or territory may elect or appoint, pursuant to these bylaws; that number depends on the number of members who are honorary or fee-paying in the province or territory who are members of the Association as of December 31. In the case of Quebec, the number depends on the number of members who are honorary or fee-paying and practice or reside in Quebec and are members of the Association as of December 31.

**Membership Year** means the membership year of the Association that runs from January 1 through December 31.

**Operating Rules and Procedures** means the rules prescribed by the Board of Directors pursuant to Chapter 20 of these bylaws.

**Recognized Medical School** is one that has been recognized by the Royal College of Physicians and Surgeons of Canada or the College of Family Physicians of Canada.

Transition

1.4 The bylaw amendments adopted during the AGM in 2020 take effect immediately following the close the meeting. These amendments shall not affect the previous operation of any bylaw or affect the validity of any act done pursuant to any former bylaw.

## Chapter 2. The Seal

2.1 The Seal of the Canadian Medical Association shall be in the custody of the Chief Executive Officer and shall be affixed by the Chief Executive Officer or delegate or by a person selected by an ordinary resolution of the Board of Directors to all documents that require to be sealed.

## Chapter 3. Divisions

- 3.1 Subject to the approval of the Board of Directors and to such Operating Rules and Procedures as may be in place from time to time, a provincial/territorial medical association representing organized medicine in a province or in a territory may become a division and enjoy all the rights and privileges of a division in the following manner:
- (a) by intimating to the Association in writing that it desires to become a division;
  - (b) by agreeing to amend, where necessary, its constitution and bylaws to place them in harmony with the constitution and bylaws of this Association; and
  - (c) by agreeing to collect from those of its members who desire to be members of the Association such annual fee as may from time to time be set for membership and remit same to this Association, unless otherwise requested by the division.
- 3.2 There shall be no obligation on the part of either the provincial/territorial medical association or the Association to sponsor policies or programs initiated by or on behalf of the other.

## Chapter 4. Ethics and Professionalism

- 4.1 The Code of Ethics and Professionalism of the Association shall be the members' guide to professional conduct.

## Chapter 5. Membership

- 5.1 All members, as a condition of membership, shall agree to accept, uphold and be governed by the CMA Code of Ethics and Professionalism and to be governed by the bylaws. The provisions set forth in the Operating Rules and Procedures shall apply to all applicants for membership.
- 5.2 The membership categories of the Association shall be: full, student, resident, retired, at-large, associate and honorary, designated as follows.
- 5.3 Full Members
- 5.3.1 Every member in good standing of a division shall be a full member of the Association on payment of the applicable Association annual fee.
- 5.4 Student Members
- 5.4.1 Any medical student enrolled in a Canadian medical school who is a member of a division may be a student member of the Association on payment of the applicable Association annual fee.
- 5.5 Resident Members
- 5.5.1 Any medical practitioner enrolled in a postgraduate program at a Canadian medical school who is a member of a division may be a resident member of the Association on payment of the applicable Association annual fee.
- 5.6 Retired Members
- 5.6.1 Any individual who has retired from the practice of medicine, who is no longer engaged in professional activities and who is a member of a division may be a retired member of the Association on payment of the applicable Association annual fee.
- 5.7 Members-at-Large
- 5.7.1 Applicants from within Canada
- The following residents of Canada are eligible to become members-at-large of the Association upon the payment of the applicable Association annual fee:

- (a) Physicians who:
  - i) have graduated from a recognized medical school;
  - ii) demonstrate that they are members in good standing of a Canadian or foreign licensing authority, or were members in good standing immediately prior to their retirement; and
  - iii) are ineligible for division membership. For further clarity, physicians, medical students or medical residents who practice or reside in the province of Quebec are eligible to be members-at-large of the Association.
- (b) Physicians who are members of the Canadian Armed Forces.

#### 5.7.2 Applicants from Outside of Canada

The following non-residents are eligible to become members-at-large of the Association upon the payment of the applicable Association annual fee:

- (a) Physicians who:
  - i) have graduated from a recognized medical school; and
  - ii) demonstrate that they are members in good standing of the licensing authority of the jurisdiction in which they practise medicine or were members in good standing immediately prior to their retirement.
- (b) Canadians who:
  - i) are medical students enrolled in a recognized medical school; or
  - ii) are medical residents enrolled in a postgraduate program at a recognized medical school.

#### 5.8 Associate Members

- 5.8.1 Members who are in special circumstances, as defined by the Board of Directors, and who require a reduction in the full membership fee, may become associate members upon application, approval and payment of the applicable Association annual fee.

#### 5.9 Honorary Members

- 5.9.1 Persons who have distinguished themselves by their attainments in medicine, science, the humanities or who have rendered significant services to the Association may be appointed as honorary members with the unanimous approval of the Board. Honorary members shall enjoy all the rights and privileges of the Association but shall not be required to pay any Association fee. The Board may approve the following as Honorary Members:
  - (a) Members of the Association in good standing who have attained the age of 65 years and have been members for 10 years may be nominated for honorary membership by a member of the Association.
  - (b) Each division, in accordance with the following provincial/territorial entitlement, is entitled to nominate 1 honorary member each year for up to 1000 of its Association members and 1 additional honorary member for each further 1000 or fraction thereof. In the case of members residing in Quebec, nominations for honorary membership may be made by the Association Secretariat in accordance with the provincial/territorial formula. A province or territory in which the incoming president resides is entitled to 1 additional honorary member nominee that year.
  - (c) Persons who may or may not be members of the medical profession, who have attained eminence in science or the humanities, or who have rendered significant services to the Association may be nominated by a member or division for honorary membership. The number of these memberships shall not exceed 1 per 1000 members.

## Chapter 6. Fees

- 6.1 Subject to section 5.9.1, the Board of Directors shall establish the applicable Association annual fee for all membership categories, and shall report the annual fee to the AGM.
- 6.2 When changes are proposed, the Board of Directors shall send a notice of intent to the divisions and the members no later than 30 days before the AGM. The fee changes shall be effective at the start of the Association's next membership year.

## Chapter 7. Rights and Privileges of Members

- 7.1 All members are entitled to attend and vote at the AGM as full participants.
- 7.2 All members are entitled to attend open meetings of General Council.
- 7.3 Members are eligible for services and benefits of the Association under terms and conditions established from time to time by the Board of Directors.
- 7.4 The Board of Directors shall call a Special Meeting of members on its own volition or within 100 days from receipt by the Chief Executive Officer of a written request signed by not fewer than 500 Association members. Such a request shall state the object of the proposed meeting. Any Special Meeting shall consider only such business as shall be specified in the notice calling the meeting. For all such meetings, 30 days' notice must be given to the members. Such notice shall state the nature of business to be transacted at the meeting in sufficient detail to permit a member to form a reasoned judgement on such business and state the text of any special resolution to be submitted to the meeting. A two-thirds majority vote of members entitled to vote and in attendance at the meeting is required to pass a resolution at a Special Meeting of members.

## Chapter 8. Termination of Membership, Removal or Suspension of Rights and Privileges

- 8.1 If a member ceases to meet the conditions for membership described in Chapter 5, membership in the Association may be terminated or suspended by the Board of Directors in accordance with the Operating Rules and Procedures.
- 8.2 A division shall notify the Association immediately of any suspension or termination of a member of that division, at which time membership in the Association shall automatically be suspended or terminated accordingly. In that event, any membership fees that have been paid to the Association by the member shall be automatically forfeited. The division shall notify the Association of any reinstatement or readmission of the member, in which case, provided the member meets the qualifications for membership in the Association, the Association shall reinstate or readmit the member, as the case may be. These terms regarding suspension, termination and reinstatement or readmission apply to members resident in Quebec, in the event the Association learns about circumstances that would have resulted in the suspension or termination of provincial/territorial membership
- 8.3 Membership in the Association shall automatically terminate if a member has not paid the applicable Association annual fee in accordance with the requirements set out in the Operating Rules and Procedures.
- 8.4 By accepting membership in the Association under the terms of the bylaws, each member agrees to such right of termination of membership as aforesaid and thereby specifically waives any right or claim to damages in the event of membership being so terminated.

8.5 Resignation of membership may be effected by giving notice directly to the Chief Executive Officer.

## Chapter 9. Annual General Meeting

9.1 There shall be an AGM at a time and place to be decided by the Board of Directors. The time and place shall be announced to the membership in an Association publication with distribution to all members as early as possible and at least 30 days prior to the meeting.

9.2 Planning and other matters relating to the AGM are set forth in the Operating Rules and Procedures of the Association. Business conducted at the AGM shall include:

- (a) receiving the annual report to membership which includes the Committee on Ethics, and allowing members to ask questions of the Board of Directors which may include inquiries relating to the general health and welfare of the public or the profession;
- (b) enactment, amendment or repeal of bylaws; and
- (c) appointment of an auditor.

9.3 A quorum for the AGM shall be 50 members.

## Chapter 10. General Council

10.1 Duties and Powers

10.1.1 General Council shall provide policy guidance and direction to the Association and more specifically, shall as far as possible deal with

- (a) the report of the Committee on Nominations and

10.1.2 Subject to 15.1. and the provisions in these bylaws concerning filling vacancies, General Council has sole authority for, and may not delegate, the election of the President-Elect, the directors, the AGM Chair/Speaker and the AGM Vice-Chair/Deputy Speaker of General Council, the Chair of the Committee on Ethics, members of the committees on Ethics and Nominations, and elected members of the Governance, Audit and Finance, and Appointments committees, in accordance with the nominations process outlined in the Operating Rules and Procedures.

10.2 Composition of General Council

10.2.1 Delegates to General Council shall be as follows:

- (a) Delegates by virtue of their position:
  - i) the Chair of the Board and the Board of Directors;
  - ii) the AGM Chair/Speaker and AGM Vice-Chair/Deputy Speaker;
  - iii) the President of each division, and in the case of Quebec, the Association may invite a member from that province to be a delegate in addition to the provincial entitlement complement;
  - iv) the chairs of the Committee on Ethics, the Governance Committee and the Committee on Awards;
  - v) a delegate from the Royal Canadian Medical Service, at the direction of the Surgeon General; and



- vi) past Presidents, past Speakers, past Chairs of the Board of Directors, and past Chief Executive Officers are entitled to be voting delegates at meetings of General Council for 5 years following completion of their term of office.
- (b) Provincial/territorial and Affiliate Society delegates elected or appointed subject to paragraph 10.2.2.
  - i) delegates from the provinces/territories; and
  - ii) the affiliate society delegates.

#### 10.2.2 Provincial/territorial and Affiliate Entitlement for Delegates to General Council

- (a) Delegates shall be appointed by divisions to General Council in accordance with the following provincial/territorial entitlement: each division is entitled to appoint 4 delegates for up to 100 of its Association members; 1 additional for 101 to 250; 1 additional for 251 to 500 and 1 additional for each further 500 or fraction thereof. For greater certainty, student members may be appointed as provincial/territorial delegates to General Council. Delegates representing the members in Quebec may be invited to participate by the Association in accordance with the provincial/territorial entitlement formula. Notwithstanding the provincial/territorial entitlement, the Ontario Medical Association is entitled to appoint one additional delegate to represent the Territory of Nunavut, until such time as a medical association in the Territory of Nunavut is established as a division of the Association. The individual appointed to represent the Territory of Nunavut must be currently residing and practising medicine in the Territory of Nunavut and shall be appointed in accordance with the Operating Rules and Procedures.
- (b) Affiliated societies shall each be entitled to 1 delegate.
- (c) Delegates must be Association members.

10.2.3 The names and addresses of delegates appointed or invited pursuant to paragraph 10.2.2 shall be submitted to the Chief Executive Officer at least 30 days prior to the AGM. A delegate may be replaced by an alternate on notification in writing to the Chief Executive Officer by the constituency represented.

### 10.3 Meetings

10.3.1 General Council shall discharge its duties at least once in each year.

#### 10.3.2 Special Meetings of General Council

- (a) For the purposes of special meetings, the membership of General Council, unless new delegates have been appointed, shall be as at the previous meeting.
- (b) The Board of Directors shall call a Special Meeting of General Council on its own volition or within 100 days from receipt by the Chief Executive Officer of a request signed by:
  - i) not fewer than 500 Association members, or
  - ii) 50 delegates from at least 3 provinces/territories, provided that not more than 50% are from any 1 province/territory.

Such a request shall state the object of the proposed meeting. Any Special Meeting shall consider only such business as shall be specified in the notice calling the meeting. For all such meetings, 30 days' notice must be given to the delegates.

10.3.3 A quorum shall be 50 delegates. All delegates except the AGM Chair/Speaker and AGM Vice-Chair/Deputy Speaker shall be eligible to vote.

#### 10.4 AGM Chair/Speaker and AGM Vice-Chair/Deputy Speaker of General Council

#### 10.4.1 AGM Chair/Speaker

The AGM Chair/Speaker:

- (a) shall preside at all meetings of General Council and Chair the Annual General Meeting and
- (b) shall remain in office for a 3-year term, and may hold office for a maximum of 2 consecutive terms, until the conclusion of the AGM or until such time as his or her successor is appointed; and
- (c) if the office of the AGM Chair/Speaker should become vacant, the AGM Vice-Chair/Deputy Speaker shall assume the position.

#### 10.4.2 AGM Vice-Chair/Deputy Speaker

The AGM Vice-Chair/Deputy Speaker:

- (a) shall, when requested or when the AGM Chair/Speaker is absent, deputize for the AGM Chair/Speaker and assume all rights, duties and responsibilities of the AGM Chair/Speaker and be Vice-Chair of the AGM;
- (b) shall remain in office for a 3-year term, and may hold office for a maximum of 2 consecutive terms, until the conclusion of the AGM or until such time as his or her successor is appointed; and
- (c) if the office of the AGM Vice-Chair/Deputy Speaker should become vacant, the Board of Directors shall appoint any member of the Association to the position until a replacement is elected at the next General Council.

## Chapter 11. Board of Directors

### 11.1 Duties and Powers

11.1.1 The Board of Directors shall be responsible for the management of the affairs of the Association, including risk management. In particular, the Board of Directors:

- (a) shall appoint a Chair of the Board, who may but need not be an elected director, but must be a physician and an Association member;
- (b) shall appoint the Chair of the Audit and Finance Committee from its members;
- (c) shall appoint a non-physician Director, and when doing so shall seek a candidate willing to serve 2 consecutive 3-year terms;
- (d) shall appoint the Chief Executive Officer and designate the duties of the office;
- (e) shall approve the budget and establish membership fees for the ensuing calendar year after considering the recommendation of the Audit and Finance Committee;
- (f) unless otherwise stated in these bylaws, shall establish committees and task forces as necessary to carry out the work of the Association, set their terms of reference, appoint the members of such bodies, and receive their reports;
- (g) shall name the signing authorities of the Association and indicate limits to their authority;
- (h) may authorize the payment of honoraria and travel and maintenance expenses to directors, officers, officials, chairs and members of committees and others engaged in Association business;
- (i) may appoint representatives of the Association to outside bodies;

- (j) shall elect a vice-chair from its members, who will chair meetings of the Board in the absence or at the direction of the Chair; and
- (k) shall create and amend the Operating Rules and Procedures of the Association and have authority for enactment, amendment or repeal of the bylaws for referral to the members at the AGM.

11.1.2 The Board of Directors is hereby authorized:

- (a) to borrow money upon the credit of the Association in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;
- (b) to mortgage, hypothecate, charge, pledge, or give security in any manner whatever upon, all or any of the property, real and personal, immoveable and moveable, undertakings and rights of the Association, present and future; and
- (c) to delegate to such appointed officials, officers or directors as they may designate, all or any of the foregoing powers to such extent and in such manner as they may determine.

11.2 Composition

11.2.1 The Board of Directors shall be comprised of:

- (a) The President, President-Elect, Immediate Past President elected or appointed pursuant to these bylaws, and Chair of the Board of Directors appointed pursuant to these bylaws; and
- (b) the following elected directors:
  - i) 1 director (includes the Chair of the Board if he or she is appointed from amongst the sitting directors) from each province or territory which has a minimum number of 40 members,
  - ii) a student director;
  - iii) a resident director; and
  - iv) a non-physician director.

11.3 Term

11.3.1 The term of office of the directors commences immediately following the end of the AGM and General Council shall be as follows:

- (a) Officers shall hold office in accordance with the terms set out in section 13.1.
- (b) Subject to section 11.3.3, student directors and resident directors shall hold office for a term of 1 year or until such time as their successors are appointed.
- (c) Subject to section 11.3.3, directors from a province or territory as defined herein and non-physician directors shall hold office for a term of 3 years, or until such time as their successors are appointed.

11.3.2 Subject to section 11.3.3, student and resident directors may hold office for a maximum of 3 consecutive terms and provincial/territorial directors and non-physician directors may hold office for a maximum of 2 consecutive terms. Directors are generally expected to serve two three year terms.

11.3.3 If an incumbent becomes a provincial/territorial director, student, or resident director as a result of filling a vacancy under Section 11.5.3, the time spent filling the vacancy shall not count toward the length or number of terms that the incumbent is entitled to under these bylaws.

11.4 Removal of Directors, Officers, Electees and Appointees

- 11.4.1 The Board of Directors may by extraordinary resolution requiring two-thirds majority vote, remove any director, officer, electee or appointee from office before the expiration of such person's term if their conduct has been found likely to bring the Association or the profession into disrepute, if malfeasance has been found, if there has been a gross violation of the Code of Ethics and Professionalism, or for any other reason that the Board of Directors in its discretion may determine to be valid. The Board may appoint a qualified individual to fill the resulting vacancy for the remainder of the term of the director, officer, electee or appointee so removed. Any such removal shall be carried out in accordance with the requirements set out in the Operating Rules and Procedures. Notwithstanding this section, the members of a meeting may remove the chair of the meeting by following the procedures set out in the Rules of Order designated in these bylaws.
- 11.5 Vacancies
- 11.5.1 An office, a seat on the Board of Directors or on a committee shall be declared vacant:
- (a) if the incumbent resigns in writing to the Chief Executive Officer;
  - (b) if the incumbent is found by a court to be of unsound mind;
  - (c) except in the case of the non-physician director, if the incumbent ceases to be a member of the Association;
  - (d) if the incumbent is removed by the Board of Directors in accordance with section 11.4;
  - (e) if no candidate is confirmed by General Council;
  - (f) on the death of the incumbent.
- 11.5.2 Unless otherwise stated in the bylaws, vacancies are filled by the Board of Directors.
- 11.5.3 A vacancy on the Board of Directors shall be filled by the Board of Directors, as follows:
- (a) A vacancy among the student and resident directors shall be filled by the Board with a nominee from the constituency concerned for the remainder of the incumbent's term.
  - (b) A vacancy among the provincial/territorial directors shall be filled by the Board with a nominee from the constituency concerned, until the end of the next AGM and General Council meeting.
  - (c) A vacancy among the officers shall be filled in accordance with the requirements in Chapter 13.1
  - (d) A vacancy in the position of the non-physician director shall be filled by the Board of Directors, and such an appointment begins the first of two consecutive 3-year terms of office a non-physician director is eligible to serve.
- 11.6 Meetings of the Board of Directors.
- 11.6.1 Notice of the time and place of each meeting shall be given to each director not less than 48 hours before the meeting is to be held. A director may waive notice of or otherwise consent to a meeting.
- 11.6.2 The Board of Directors shall meet at the call of the Chair.
- 11.6.3 On the request in writing by 4 directors, the Chair of the Board shall call a special meeting of the Board.
- 11.6.4 In the absence of the Chair of the Board, the chair shall be the Vice-Chair and in the absence of both the Chair of the Board and the Vice-Chair, the President shall chair the meeting.
- 11.6.5 The quorum shall be a majority of the directors.

## Chapter 12. Nominations

### 12.1 Committee on Nominations

12.1.1 General Council shall elect the members of the Committee on Nominations, which shall be comprised of 1 member from each province/territory, 1 member from the affiliate societies, 1 resident member, 1 student member, Chair of the Appointments Committee and the Immediate Past President of the Association who shall chair the Committee on Nominations. The process and rules for making nominations for election to the Committee on Nominations shall be contained in the Association's Operating Rules and Procedures. The Committee on Nominations shall meet at the request of the Board of Directors. The term of office shall be 3 years, renewable once except for the resident member and student member of the Committee on Nominations which shall be 1 year, renewable twice. The Past President shall have a term of 1 year.

### 12.2 Eligibility for Nomination

12.2.1 Except for the position of non-physician director, only members of the Association who are members of the medical profession shall be eligible for nomination. All nominees are subject to the Conflict of Interest Guidelines as set out in the Operating Rules and Procedures. All nominees must be residents of Canada.

12.2.2 Only members of the Association who have been members for 5 consecutive years preceding their nomination shall be eligible for nomination to the positions of President-Elect, AGM Chair/Speaker and AGM Vice-Chair/Deputy Speaker. Nominees for President-Elect are subject to the Conflict of Interest Guidelines as set out in the Operating Rules and Procedures.

### 12.3 Nominations Rules and Process

12.3.1 Any member of the Association may submit nominations for the offices of AGM Chair/Speaker and AGM Vice-Chair/Deputy Speaker, Chair and all members of the Committee on Ethics, members of the committees on Ethics and Nominations, and elected members of the Audit and Finance, Governance and Appointments committees.

12.3.2 Nominations for the student member and resident member of the Committee on Ethics shall be carried out in accordance with the Association's Operating Rules and Procedures.

12.3.3 Nominations for the Board of Directors will be made to the Committee on Nominations in accordance with the following:

- (a) Nominations for provincial/territorial directors may be submitted by any member of the Association who resides in the province/territory.
- (b) Nominations for the student director may be submitted by any affiliate society representing medical students, or by any Association member of any affiliate society representing medical students. Only student members shall be eligible to be nominated.
- (c) Nominations for the resident director may be submitted by any affiliate society representing residents, or by any Association member of any affiliate society representing residents. Only resident members shall be eligible to be nominated.

12.3.4 Any member, division, or the Nominations Committee in the case of a nominee from Quebec, may submit a nomination for the Office of President-Elect, in accordance with the Association's Operating Rules and Procedures.

12.3.5 The general process applying to nominations shall be set forth in the Association's Operating Rules and Procedures.

## 12.4 Responsibilities of the Committee on Nominations

12.4.1 The primary task of the Committee on Nominations shall be to recruit and secure strong balanced leadership for the Association. In particular, the duties of the Committee on Nominations shall be as follows:

- (a) to issue a call to all members, divisions and affiliate societies, not less than 9 months prior to the next AGM, for nominations for the following elected positions in the Association: President-Elect, Speaker and Deputy Speaker of General Council/AGM, directors, the Chair of the Committee on Ethics and all members of the committees on Ethics and Nominations. The call for nominations shall also include, subject to vacancies arising; up to 2 members of the Governance Committee, up to 2 members of the Audit and Finance Committee and 1 member of the Appointments Committee. Only nominations received at least 5 months prior to the AGM, or made by the Committee on Nominations as in 12.3,3(a), 12.3.4(a) or 12.4.1(e), shall be eligible for ratification by General Council;
- (b) to interact with divisions and affiliates and the membership to seek and encourage nominations that reflect the diversity and demography of the physician population, specifically with a sensitivity to age, gender, sexual identity, ethnicity/race, Indigeneity, disability and regional balance, and the requirements of the Association regarding the specific vacancies to be filled, including seeking candidates who are willing to serve two consecutive three year terms;
- (c) to establish and maintain a process to enable nominees to indicate their eligibility and commitment;
- (d) to establish a process to ensure that all nominees for the position of director understand and agree to commit to the responsibilities of the office;
- (e) In the event that no eligible nominations for any position are placed before it, the committee may select a nominee of its choice;
- (f) to submit, at its discretion more than 1 nomination for any position to General Council; and
- (g) in carrying out the above duties to ensure that the Association's requirements concerning eligibility for nomination set forth in Section 12.2 and the rules and procedures for nomination contained in the Association's Operating Rules and Procedures are followed.

12.4.2 The report of the Committee on Nominations shall be provided to each delegate to General Council at least 15 days before the elections. Any additional nominations received by the Committee in accordance with these bylaws and the Operating Rules and Procedures shall then be presented to General Council.

## Chapter 13. Officers

13.1 The officers of the Association shall be the President, the President-Elect, the Immediate Past President, and the Chair of the Board of Directors. The President, President-Elect and Immediate Past-President shall hold office for a term of 1 year or until such time as their successors are appointed. The Chair of the Board of Directors shall hold office for a term of 3 years and may hold office for a maximum of 2 consecutive terms or until such time as their successor is appointed. The officers of the Association shall be elected or appointed in accordance with these bylaws and the Operating Rules and Procedures. If there is more than 1 nomination for any position, a ballot shall then be taken for that position. Subject to the provisions of this Chapter, vacancies among the officers shall be filled by the Board of Directors.

13.2 The President:

- (a) shall be the senior elected officer of the Association;

- (b) shall perform such duties as custom requires;
- (c) shall be the primary spokesperson of the Association; and
- (d) shall have the right to attend and vote at meetings of all committees of the Association.

13.2.1 In the event that the office of President becomes vacant, the President-Elect shall serve as Acting President.

13.3 The President-Elect:

- (a) shall assist the President in the performance of the presidential duties, and in the President's absence, or at the President's request, preside or perform such other functions as are the duties of the President, unless otherwise provided for in these bylaws;
- (b) shall assume the office of President at the close of the next AGM; and
- (c) shall serve as Acting President in the event that the office of President becomes vacant, and in that capacity shall assume all the powers and duties of the President during the unfinished portion of that presidential term.

13.3.1 In the event that the office of President-Elect becomes vacant at any time prior to 90 days before the Annual Meeting and there is only 1 person nominated for the position from the call for nominations issued by the Chief Executive Officer in accordance with the Operating Rules and Procedures, the Chair of the Board of Directors shall declare that person duly elected. If there is more than 1 nomination for the position, the vacancy will be filled in accordance with the process described in the Operating Rules and Procedures. In the event of a vacancy in the office of President-Elect during the 90-day period before the Annual Meeting, the vacancy will be filled in accordance with the process described in the Operating Rules and Procedures.

13.4 The Immediate Past President

- (a) shall be a member of the Board of Directors;
- (b) shall assist the President and President-Elect with spokesperson duties as delegated
- (c) shall chair the Committee on Nominations; and
- (d) shall preside over the elections at General Council.

13.4.1 In the event that the office of Immediate Past President becomes vacant, the preceding Immediate Past President shall serve as Immediate Past President. A person so appointed shall not assume the title of Immediate Past President.

13.5 Chair of the Board of Directors

- (a) shall chair and be responsible for the calling of meetings of the Board of Directors;
- (b) shall act as chief liaison officer between the Board of Directors and the Chief Executive Officer;
- (c) shall be a nonvoting member of the Board of Directors;
- (d) shall present the report of the Board of Directors to members.

## Chapter 14. The Secretariat

14.1 The Chief Executive Officer:

- (a) shall be appointed by the Board of Directors;
- (b) shall be the chief executive officer of the Association;

- (c) shall be responsible to the Board of Directors through the Chair for the general administrative supervision of the affairs of the Association, and for the organization and management of the Secretariat;
  - (d) shall be a nonvoting member of all committees of the Association unless otherwise directed by the Board of Directors;
  - (e) shall be an official representative of the Association; and
  - (f) shall assume or delegate such duties as may be assigned by the Board of Directors.
- 14.2 Other appointed officials and employees shall be responsible to the Board of Directors through the Chief Executive Officer for the performance of duties assigned to them.

## Chapter 15. Committee on Ethics

- 15.1 Subject to 12.4.2 and this section, General Council will elect the Chair and members of the Committee on Ethics in accordance with the report of the Committee on Nominations. If there is more than 1 nomination for any position, a ballot shall then be taken for that position in accordance with the Operating Rules and Procedures. Committee members may serve up to 2 consecutive 3-year terms. The term of office for the Committee on Ethics Chair is three years, renewable once. The term of office for a student or resident member is one year, renewable twice.
- (a) The Committee on Ethics will elaborate on, interpret, and recommend amendments to the Code of Ethics and Professionalism, address problems related to ethics referred to the Association, advise the Association on matters pertaining to ethical issues of interest or concern to the medical profession and on ethical issues related to the Association's core strategies and priorities and perform other duties as determined by the Board of Directors.
  - (b) The Committee on Ethics shall comprise:
    - i) 5 members selected on a regional basis (BC/Yukon, Prairie provinces/NWT, Ontario, Quebec, Atlantic provinces);
    - ii) 1 resident member;
    - iii) 1 student member;
    - iv) 1 member appointed by and from within the Board of Directors; and
    - v) a chair.

## Chapter 16. Affiliate Societies and Associate Societies

- 16.1 Eligibility for affiliation
- (a) Any Canadian medical organization representing a medical specialty that is recognized by the Royal College of Physicians and Surgeons of Canada or the College of Family Physicians of Canada, the majority of whose members are physicians and are members of the Association, may become affiliated with the Association. For the purposes of this section, a medical student enrolled in a Canadian medical school shall be deemed a physician.
  - (b) The Canadian Federation of Medical Students and Resident Doctors of Canada may become affiliated without meeting the requirements set out in 16.1(a) and shall be entitled to all the rights and privileges thereof.
- 16.2 Such organization may, on application to, and approval by the Board of Directors be accepted as an affiliate society and shall be entitled to 1 delegate to General Council.



- 16.3 Any affiliation formed under this Chapter shall mean that a friendly relationship exists between the 2 bodies. There shall be no obligation on the part of either party to sponsor policies or programs initiated by or on behalf of the other.
- 16.4 Affiliation shall be on a year-to-year basis and shall continue unless either party shall give notice to the other in writing of its intention to withdraw or unless the affiliate society ceases to meet the qualifications for affiliation.
- 16.5 Associate Societies
- 16.5.1 Any Canadian medical organization that does not represent a medical specialty, other than the national organizations representing medical students and residents, the majority of whose members are physicians and are members of the Association, may become associated with the Association. The organization representing the medical regulatory authorities may become associated without meeting the requirement above. Such organization may, on application to, and approval by the Board of Directors, be accepted as an associate society. Any association formed under this Chapter shall mean that a friendly relationship exists between the 2 bodies. There shall be no obligation on the part of either party to sponsor policies or programs initiated by or on behalf of the other. Association shall be on a year-to-year basis and shall continue unless either party shall give notice to the other in writing of its intention to withdraw or unless the associate society ceases to meet the qualifications for association.

## Chapter 17. Auditor

- 17.1 An Auditor shall be appointed by the members at the AGM on the recommendation of the Board of Directors.
- 17.2 The Auditor:
- (a) shall examine annually the financial statements of the Association, perform procedures to obtain audit evidence about the amounts and disclosures in the statements, and prepare an auditor's report in accordance with the generally accepted auditing standards set out in the Chartered Professional Accountants Canada Handbook – Assurance, as amended from time to time.
  - (b) shall examine and report on other financial affairs of the Association at any time during the year upon the request of the Board of Directors.
- 17.3 The audited financial statements shall be made available to all members of the Association annually.

## Chapter 18. Rules of Order and Meetings of the Association

- 18.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws, with the Operating Rules and Procedures, and any special rules of order the Association may adopt.
- 18.2 Secret Ballot
- 18.2.1 At meetings of the Association, an election or an issue may be determined by secret ballot if so requested by any one member present and eligible to vote.
- 18.3 Participation at meetings by telephone or electronic means
- (a) Any person entitled to attend a meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Association makes available

such a communication facility or the person in question has access to such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how a particular member or group of members voted.

- (b) Provided all of the directors or committee members consent, a director or committee member may participate in a meeting of directors or committee members by means of an electronic, telephonic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director or committee member participating in the meeting by such means shall be deemed to have been present at that meeting.

#### 18.4 Meetings held by electronic means

- (a) If the Board calls a meeting of Members, the Board may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person so participating in a meeting is deemed for the purposes of this bylaw to be present at the meeting.
- (b) Members of the Board of Directors or committees may participate at meetings by means of such telephone or other communication facilities as permit all persons participating to communicate with and to hear each other. A person so participating in a meeting is deemed for the purposes of this bylaw to be present at the meeting.

#### 18.5 Adjournment

The chair of the meeting may, with the consent of the meeting, adjourn the meeting, but no business shall be transacted at the resumption of any such adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

#### 18.6 Remote Ballot for the Board of Directors and committees of the Board

- (a) The chair may take a remote ballot on any urgent matter or any appointment and in addition shall take a remote ballot, in the case of the Board at the request in writing of 4 directors and in the case of committees at the request in writing of 2 committee members.
- (b) In the case of a resolution an affirmative vote by two-thirds of the directors or committee members who are eligible to vote shall have the same force and effect as a resolution duly passed at a regular meeting. In the case of an appointment, a candidate must receive an affirmative vote by a majority of the total directors who are eligible to vote. An appointment made by remote ballot shall have the same force and effect as an appointment at a regular meeting.
- (c) A remote ballot is taken in the following manner: the questions submitted shall be in a form to which an affirmative or negative answer can be given or the appointment proposed shall be in a form by which it can be completed. The ballot shall be sent to all directors or committee members, accompanied by an explanatory note stating the circumstances of the emergency (where the matter is urgent) and giving the last date on which ballots will be received. A remote ballot may be sent to each director or committee member and returned to the Association by each such director and committee member by (i) personal delivery or courier; or (ii) electronic means. A remote ballot sent by electronic means (an "electronic ballot") is considered to have been provided when it leaves an information system with the control of the originator or another person who provided the document on the originator's behalf. An electronic ballot is considered to have been received when it enters the information system provided by the addressee. No ballot will be counted unless it is received by the Chief Executive Officer not later than the date given. The Chief Executive Officer shall examine the ballots, record and announce the vote.

## Chapter 19. Amendments to Bylaws

- 19.1 Proposals for amendments to the bylaws may be submitted by 10 or more members. These proposals must be received by the Chief Executive Officer 90 days before the date of the AGM for consideration by the Board of Directors.
- 19.2 Amendments to the bylaws may be proposed by the Board of Directors. These proposals must be received by the Chief Executive Officer in time for a notice to be published in the Annual Report to Members and made available on the Association website at least 30 days before the AGM.
- 19.3 Amendments that have been proposed and published or communicated as in Section 19.2, must be adopted by a two-thirds vote of the members present and voting at the AGM in order to become effective. Amendments so adopted become effective at the close of that meeting. Amendments adopted shall not affect the previous operation of any bylaw or affect the validity of any act done pursuant to any former bylaw.

## Chapter 20. Operating Rules and Procedures

- 20.1 The Board of Directors may prescribe and amend from time to time such operating rules and procedures not inconsistent with the bylaws relating to the management and operation of the Association and other matters provided for in this bylaw as they may deem expedient.

## Chapter 21. Execution of Documents

- 21.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any 2 of its officers or signing authorities appointed pursuant to these bylaws. Notwithstanding the foregoing, the Board of Directors may from time to time direct the manner in which the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal thereto.

## Chapter 22. Liability and Indemnity

- 22.1 The Association will not hold the members of the Board of Directors, or any member acting on its behalf individually or collectively liable for decisions or actions taken in good faith on behalf of the Association.
- 22.1.1 For the protection of officers, directors, officials and members of the Association, except as otherwise provided by law:
- (a) No officer, director, official or other member or the Association is liable for any of the following acts or omissions:
    - i) the acts or omissions of any other officer, director, official, member or employee;
    - ii) joining in any act for conformity;
    - iii) any loss, damage or expense happening to the Association
      - (I) through the insufficiency or deficiency of title to any property acquired on behalf of the Association; or
      - (II) for the insufficiency or deficiency of any security upon or in which any of the monies of the Association are placed out or invested;

- iv) 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 assets are lodged or deposited;
- v) any loss, conversion, misapplication or misappropriation of any monies, securities or other assets belonging to the Association;
- vi) any damage resulting from any dealings with any monies, securities or other assets belonging to the Association; or
- vii) any other loss, damage or misfortune which may happen in the execution of or in relation to the duties of the office or trust;

unless the act or omission happens by or through the wrongful and wilful act, neglect or default of the officer, director, official or other member of the Association.

- (b) No officer, director, official or other member of the Association is liable for any contract, act or transaction entered into, done or made for the Association, whether or not completed, if it has been authorized or approved by the Board of Directors;
- (c) If any officer, director, official or other member of the Association
  - i) is employed by or performs services for the Association other than in the individual's role in the Association; or
  - ii) is a member of a firm or a shareholder, director or officer of a company employed by or performing services for the Association;

the fact that the individual is an officer, director, official or other member of the Association shall not alter the individual's entitlement to proper remuneration for the services performed.

#### 22.1.2 Indemnities to Officers and Directors

Every officer or director of the Association, or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by the Association, their heirs, executors, administrators and estates are indemnified out of the funds of the Association, from and against:

- (a) all costs, charges and expenses incurred in the execution of the duties of the office
  - i) in or about any proceedings commenced against the individual;
  - ii) in respect of any other liability; and
- (b) all other costs, charges and expenses incurred in relation to the affairs of the Association;

unless the costs, charges or expenses happen by or through the individual's wrongful and wilful act, neglect or default.

## Chapter 23. Winding Up the Association

- 23.1 In the event of the dissolution or winding up of the Association, it is specially provided that all of the assets remaining after the payment and satisfaction of the Association's debts and liabilities shall be distributed to 1 or more organizations in Canada carrying on similar activities or having objects similar to 1 or more of the objects of the Association.
- 23.2 The Association is to carry on its operations without pecuniary gain to the Association's members, and any profits or other accretions to the Association are to be used in promoting its objects.