

CMA2020

Annual General Meeting

Annual Report



Our Mission

Empowering and caring for patients

Our Vision

A vibrant profession and a healthy population



Table of contents

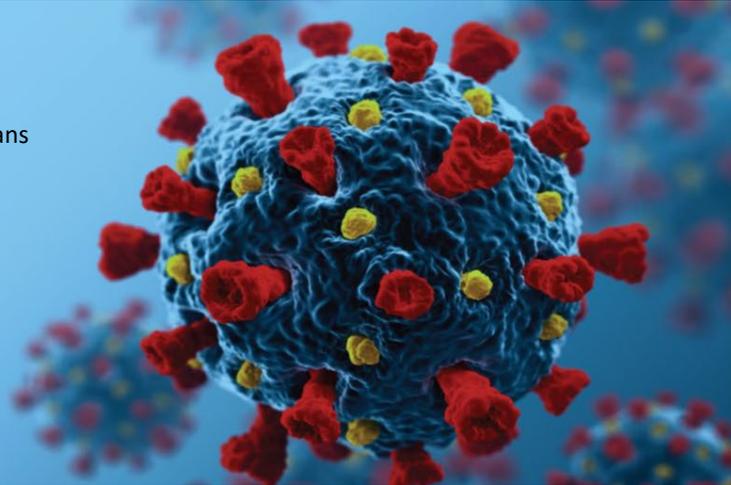
COVID-19 response	2
Flagship issues.....	3
Areas of focus.....	5
Member engagement	8
Stakeholder and patient engagement.....	12
Policy leadership	14
Governance	17
Honorary members	20
Appendix A: Bylaw amendments	A1

COVID-19 response

The Canadian Medical Association (CMA) unites physicians to take action on health issues that matter — to our members and Canadians — building quality care for patients and a vibrant medical profession. With the COVID-19 pandemic, CMA members are confronting the most severe health crisis of our time. The CMA has responded by working to inform, engage, support and advocate on behalf of members and all Canadians.

This annual report includes highlights of the COVID-19 response initiatives of the CMA Enterprise¹ from March to June 2020, the date of publication. Supplemental information may be distributed to members through vehicles such as the President’s Letter to provide updates leading up to the [2020 Annual General Meeting](#).

- Pressing governments for action
- Launching new tools and resources to assist physicians
- Fighting to stop the spread of the virus and funding COVID-19 efforts
- Curating and creating credible content for members and all Canadians
- Supporting physicians’ health and wellness
- Addressing the financial impact on physicians



The CMA demonstrated early leadership in the face of COVID-19 by recommending that the federal government implement [six priority measures](#) to support the domestic response to the pandemic. We immediately launched a far-reaching communications campaign on the importance of physical distancing and developed [Stop the Spread](#) posters in seven languages.

Since March, the CMA has published numerous [evidence-based resources](#), information on [practice management](#) and [implementing virtual care](#), as well as guidance on [maintaining on wellness and resiliency](#). President Dr. Sandy Buchman, Past President Dr. Gigi Osler and President-Elect Dr. Ann Collins have [taken to the airwaves](#) to press for action, share public health messaging and support the overall response.



The CMA Foundation committed [\\$30 million](#) to address urgent needs resulting from COVID-19, directed to critical areas of health care, the medical profession and Canada’s vulnerable communities.

Joule Inc., a wholly owned subsidiary, offered a range of resources to support physicians, including: COVID-19 research articles, blogs and in-depth news reporting on [CMAJ](#); extended clinical reference services, curated [clinical content](#) and the introduction of Patient-Oriented Evidence that Matters (POEMs) [COVID-19 research briefs](#); and leadership and wellness [webinars](#) and mindfulness sessions.

This report spans our activities from summer 2019 to June 2020 and includes descriptions of how the response of the CMA Enterprise to COVID-19 aligns with our strategic priorities and ongoing health advocacy activities.

¹ The CMA Enterprise comprises the CMA, the CMA Foundation, CMAH 2018 Inc., CMA Investco Inc., and Joule Inc. The CMAJ (Canadian Medical Association Journal) is owned by Joule Inc.

Flagship issues

CMA 2020

Our current strategic plan, [CMA 2020](#), focuses on building the foundations for our vision of a vibrant profession and a healthy population. It is underpinned by two flagship issues identified in consultation with members and partner organizations: expanding [access to care](#) and improving [physician health and wellness](#).

The strategic plan also includes three areas of focus: physicians' financial well-being; [virtual care](#); and [climate change and health](#).

Flagship issues became central in the final year of execution for CMA 2020, and this focus increased our ability to deliver on identified priorities and key outcomes. Our focus only intensified as the CMA Enterprise pivoted in response to the pandemic.

Access to care

- **Removal of CMAJ paywall** – With the support of the CMA, Joule Inc. announced the [removal of the paywall](#) to the weekly online edition of CMAJ (*Canadian Medical Association Journal*), making evidence-based health information easily available and accessible to a broader audience.
- **Models of primary care** – In a 2020 [pre-budget submission](#) to the House of Commons Standing Committee on Finance, the CMA and other stakeholders advocated for a one-time fund of \$1.2 billion over four years to help establish models of primary care across Canada.
- **Youth mental health and substance use initiatives** – In 2019, through the CMA Foundation's [Healthy Canadians Grants Program](#), 15 organizations across Canada each received \$20,000 to support the delivery of programs in the critical area of youth mental health and substance use.

The CMA Foundation committed a significant donation of more than [\\$30 million in targeted grants](#) to address urgent needs within the health care system as a result of COVID-19, including \$10 million to support vulnerable communities (working in collaboration with the Federation of Canadian Municipalities); \$250,000 to [Jack.org](#) in support of their youth mental health crisis response; \$5 million to the Frontline Fund for Healthcare Workers; \$5 million to support community hospitals; \$5 million to the COVID-19 Pandemic Response and Impact Grant Program of the Foundation for Advancing Family Medicine; \$5 million in grants to Canada's 17 medical schools to support medical learners; and \$250,000 to the Doctors without Borders/Médecins sans frontières COVID-19 Crisis Fund.

Joule Inc. introduced a [new COVID-19 web section](#) to consolidate all related research articles, news, blogs and podcasts, as well as a curated list of key [evidence-based articles and resources](#). The Ask a Librarian service was extended to provide literature search services seven days per week, with priority being given to COVID-19 queries, and the Clinical Practice Guidelines ([CPG Infobase](#)) was updated with guidelines, interim guidance and position statements on COVID-19.

The CMA provided \$500,000 in financial support to Pallium to provide health care professionals with free access to [10 online palliative care modules](#).

As part of the Affinity agreement between the CMA, Scotiabank and MD Financial Management Inc., [\\$4.6 million](#) was provided to provincial and territorial medical associations (PTMAs) and other medical organizations, who are best attuned to the most pressing needs for physicians in their respective areas and fields and where the funds can have the greatest impact on their health and well-being. As well, \$200,000 was contributed to the [Code Life Ventilator Challenge](#), a competition that received over 2,600 entries for creating a simple, low-cost, easy-to-manufacture and easy-to-maintain ventilator.



COVID-19

Physician health and wellness

- **Multi-year funding agreements** – As part of our 10-year [affinity agreement](#) with Scotiabank and MD Financial Management Inc., the CMA supported physician health and wellness through \$3.58 million in funding for [family medicine](#) across Canada, \$1.6 million for [Well Doc Alberta](#) and \$625,000 for [national specialty societies](#).
- **Canadian Conference on Physician Health** – In October 2019, more than 300 physicians, medical learners and stakeholders [came together in St. John's](#), Newfoundland and Labrador for the sixth annual conference, which included 47 speakers and 67 abstract presenters.
- **Report on physician health and wellness in Canada** – Building on the 2018 National Physician Health Survey of nearly 3,000 physicians and residents, the CMA published a [report](#) on physician behaviours and occupational indicators, and their links to wellness.
- **2019 Physician Workforce Survey** – The CMA released [survey results](#) from more than 6,700 physicians on workload, practice settings, remuneration methods, waiting times, use of information technology and employment.
- **National physician health and wellness analysis** – The CMA completed a preliminary report that examines gaps and opportunities related to physician health and wellness and will inform the CMA's strategic direction in this area.



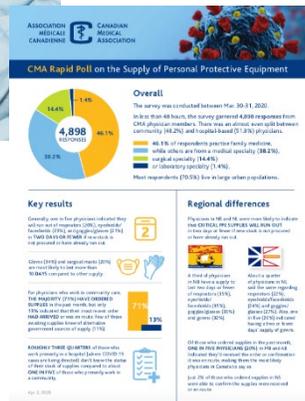
Shortly after COVID-19 was declared a pandemic, the CMA conducted a [rapid poll](#) on the supply of personal protective equipment (PPE) for front-line health providers. Based on feedback received from nearly 5,000 physician members in 48 hours, we issued a [call for urgent action](#) to the federal government to address the lack of supply of PPE across the country. The results of a [follow-up poll](#) led the CMA to call for greater transparency on the distribution of PPE for health care providers and urgent action to increase levels of population testing.

President Dr. Sandy Buchman [met with the federal minister of health](#) to hold the government to account on prioritizing procurement, supply and distribution of PPE to health providers. He also appeared before the [House of Commons Standing Committee on Health](#) and the [Senate Standing Committee on Social Affairs, Science and Technology](#) and called for caution as governments across the country begin to lift public health restrictions.

The CMA held regular meetings with physician health programs across Canada to discuss issues related to COVID-19 and potential solutions. We also co-signed a [letter to First Ministers](#) requesting a coordinated effort among federal, provincial and territorial governments and health care agencies to gather data on the incidence of COVID-19 infection and resolution among front-line health care workers.

In recognition of the unique demands COVID-19 is placing on the medical profession, the CMA launched a new [Wellness Support Line](#). It provides 24/7 mental health support and counselling to physicians, residents, medical learners and their immediate family, to complement existing resources provided through provincial and territorial physician health programs. Joule Inc. developed a series of [online mindfulness workshops](#) for physicians dealing with the pandemic and produced a [physician webinar series](#) on top issues faced by front-line physicians.

Due to COVID-19, the [International Conference on Physician Health](#) was postponed until April 2021.



Areas of focus

In 2019–2020, the CMA was particularly active in three strategic areas of focus that intersect with physician health and wellness and access to care: **physicians' financial well-being**, **virtual care** and **climate change and health**.

Physicians' financial well-being

- **CMA 150th Anniversary Bursaries and Awards Program** – In 2019, the CMA Foundation provided \$399,500 in [bursaries and awards to medical students](#) across Canada.
- **Supporting retirement** – The CMA retained an independent pension expert to examine Canada's retirement savings system, and the [expert's report](#) concluded that current legislation prevents the CMA from establishing a physician pension plan. The CMA continues to pursue retirement options for physicians and is working with partners on potential solutions.



The CMA released a [brief to the federal finance minister](#) outlining the challenges facing physicians and recommending action be taken to address the financial impact of the pandemic. Several meetings with federal officials and advocacy measures were undertaken to advance key recommendations.

As part of its \$30 million commitment to address urgent needs within the health care system due to COVID-19, the CMA Foundation granted [more than \\$5 million to the 17 Canadian medical schools](#) to address financial hardships experienced by medical students and residents as a result of the pandemic.

The CMA commissioned MNP, a national accounting and tax firm, to provide a detailed [analysis of current federal assistance programs](#) and how they can be leveraged by physicians and learners in a range of practice settings.

The CMA also worked with the PTMAs and other key stakeholders, such as the Canadian and Ontario Chambers of Commerce and the Canadian Federation of Independent Business, to share concerns with the federal government regarding the financial impact of COVID-19 on physicians.

As part of our ongoing advocacy efforts to address the financial impact of the pandemic on physicians, we launched a member survey to capture physicians' experience with federal support programs.

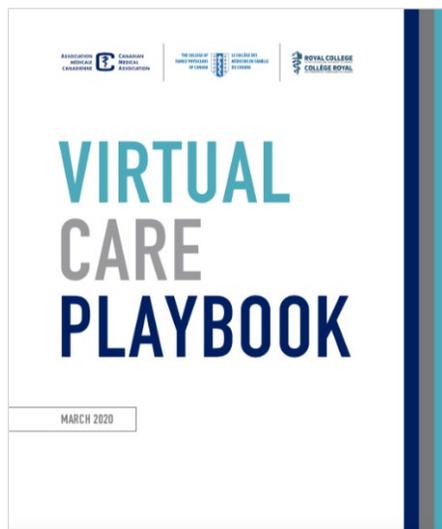


COVID-19



Virtual care

- **Future of Connected Health Care report** – The CMA released a [report](#) that revealed Canadians’ perspectives on health care and the advancement of technology and set the stage for a virtual care [policy discussion](#) at the 2019 Health Summit.
- **Virtual care community of interest** – The CMA created a new [community of interest](#) for members, experts and stakeholders to generate ideas and recommendations on virtual care.
- **Virtual Care Task Force report** – The CMA partnered with the College of Family Physicians of Canada, the Royal College of Physicians and Surgeons of Canada and other stakeholders to publish a report of [19 recommendations](#) to enable and expand the implementation of virtual care in Canada.



The CMA launched a [Virtual Care Playbook](#) with key considerations for physicians to help them provide safe, effective and efficient virtual care.

The CMA also published a [Virtual Care Guide for Patients](#) and conducted a [poll](#) to capture the experience of Canadians who used online channels to interact with their physicians during the pandemic.

The CMA supported provincial government [expansion of access to telemedicine](#) during the pandemic, and the federal government’s new [strategic investments](#) in virtual care.



COVID-19



Climate change and health

- **Advocacy** – We were a signatory of the [2019 Lancet Countdown](#) on Health and Climate Change and the [call to action](#) of the Canadian Association of Physicians for the Environment.
- **Parliamentary submission** – The CMA made [recommendations](#) to the Committee on Transportation and the Environment of the National Assembly of Quebec regarding better integration of the impact of climate change on health and the health care system related to *Bill 44: An act mainly to ensure effective governance of the fight against climate change and to promote electrification*.
- **Environmental, Social and Governance Framework** – The CMA, together with CMAH 2018 Inc. and CMA Investco Inc., is developing an Environmental, Social and Governance (ESG) Framework to guide the Enterprise in its investments.

During COVID-19, we have seen several new climate-related innovations and initiatives. For example, with physical events cancelled or on hold, the meeting industry is adjusting to holding more events virtually, in turn helping to reduce our carbon footprint — and encouraging us to reevaluate how we plan our meetings moving forward.



Impact 2040

As the CMA executes on the final year of CMA 2020, we have kicked off a comprehensive enterprise-wide strategic review and refresh process to reimagine the future of health care, health and the medical profession. The CMA's next strategy, Impact 2040, will continue to drive toward the CMA's vision of a vibrant profession and a healthy population, and will be both aspirational in terms of the meaningful change we desire to create as well as practical in terms of the impact and outcomes we will deliver.

This work was kicked off in January 2020 and was interrupted when the pandemic was declared. As a result of this massive disruption, the CMA board decided to establish a [Post-Pandemic Expert Advisory Group](#) (EAG) to inform the strategic work of the CMA. The EAG will provide advice, expertise and perspectives on the pandemic to help inform short-term action plans and long-term strategic considerations. Impact 2040 will be an evolution of the current strategic framework and critical for mapping the CMA's journey through and beyond pandemic recovery.

Member engagement

Over 78,000 members¹



Health Summit and AGM

In 2019, the CMA held its second [Health Summit](#) in Toronto. We brought together more than 1,000 physicians, patients and policy-makers to examine how to build stronger health care systems, communications and approaches to improve care. The Summit featured 27 speakers and panellists who presented a breadth of perspectives on improving and reimagining health care.

The [2019 Annual General Meeting](#) (AGM) gathered over 430 members in Toronto, where the board chair and the president answered questions and listened to members' ideas for the future direction of the CMA.

The 2020 Health Summit, which was to explore how to accelerate action in health care, has been cancelled because of COVID-19. The [2020 AGM](#) will take place virtually on Sunday, Aug. 23. [Registration is now open](#) and additional details are available on page 17.



Member forums

The CMA hosted six [member forums](#) in Rouyn-Noranda, Quebec City, Calgary, Saskatoon, Vancouver and Thunder Bay to engage and consult with members on access to care, physician health and wellness, and visioning the future. The forums were supported by an online discussion on the CMA's community engagement platform. We cancelled the member forums in London and Fredericton because of COVID-19. Virtual member forums — which will focus on providing information on COVID-19 resources — are envisioned for the coming months.

Clinical resources

CMA members have access to a curated collection of evidence-based, virtual clinical resources including point-of-care tools, drug databases, journals, textbooks and clinical practice guidelines supported by expert search assistance through the [Ask a Librarian](#) service. Accessed regularly by over 30,000 members, the tools are valued at over \$2,500 per year in licensing and subscription fees.

¹ As of May 31, 2020



Innovation

In 2019, eight physicians and medical learners shared \$200,000 in funding under the [Joule Innovation grant program](#) to develop or expand projects to advance health care. In 2020, Joule Inc. more than doubled the funding available under the program and offered two new grant categories: physician health and wellness and sustainable health care. The 2020 grant application deadline has been extended indefinitely because of COVID-19.



Joule Inc. launched the COVID-19 Innovation grant program to provide [up to \\$1 million](#) in grants to physicians and medical learners in developing new solutions and ideas to respond to the pandemic.

Joule Inc. also helped raise the profile of physician innovators through videos, podcasts and features on [joulecma.ca](#) and the [Boldly blog](#).

The CMA Foundation partnered with the Foundation for Advancing Family Medicine to create the [COVID-19 Pandemic Response and Impact Grant Program](#), targeting both short-term and long-term innovation to support family physicians in their response to COVID-19.



Physician leadership

Whether transitioning to practice or in an established role, physicians require essential skills at all stages of their careers to lead and influence meaningful change in health care.

In 2019–2020, over 1800 senior residents attended Joule’s [practice management seminars](#) to develop skills to help them transition to practice such as evaluating practice opportunities, financial planning, insurance and billing.

Through the [Physician Leadership Institute](#) (PLI), over 1400 physicians attended a PLI course and enhanced their leadership competencies in areas such as self-awareness, leading change, critical communications and strategic thinking.

Support for next-generation physicians

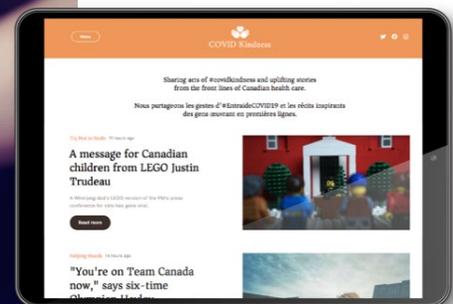
The [CMA Ambassador Program](#) assisted students, residents and early-career physicians to connect with their peers. We also sponsored their attendance at various events, including the CMA Health Summit and the Canadian Conference on Physician Health. With many events cancelled as a result of COVID-19, we're now exploring opportunities to support attendance at virtual events and offer continued professional development online.

The CMA held [interview training sessions](#) at medical schools across Canada, helping over 950 medical students prepare for their Canadian Resident Matching Service (CaRMS) match by leveraging the experience of over 135 resident physicians who worked as coaches and hosts.

Recognition

The CMA partnered with Resident Doctors of Canada (RDoC) to help support the nationwide celebration of [National Resident Awareness Week](#) in February to recognize resident physicians and acknowledge the important work they do in the Canadian health care system.

In light of COVID-19, the CMA has made some changes to its [awards](#). The names of this year's recipients will be announced to coincide with the AGM taking place on Aug. 23, 2020. The Awards Gala Ceremony has been postponed to December 2020.



In recognition of the dedication, commitment and sacrifice of health care workers during the pandemic, the CMA launched covidkindness.ca to share positive stories from the front line.

On May 1, we recognized National Physicians' Day by highlighting and championing the work of all physicians, learners and medical professionals in challenging times. CMA President Dr. Sandy Buchman shared the following [media statement](#):



This pandemic has been a stark reminder of the commitment of physicians from coast-to-coast-to-coast. Facing unprecedented circumstances and anxiety, physicians are leading the public health response, caring for those afflicted by COVID-19, and sustaining our health care system. Today, let's reflect on the work and sacrifices made by physicians and, most importantly, express our most sincere appreciation for the care they provide in normal and in extraordinary times. Physicians embrace the medical profession as a calling — and this rings truer now more than ever.



COVID-19

Member engagement vehicles

In 2019–2020, CMA members took advantage of various opportunities to initiate and inform year-round and ongoing policy development and guidance:

Join the community engagement platform



The CMA’s [community engagement platform](#) allows members to connect on specific health topics — such as equity in medicine, virtual care, and physician learning and practice improvement — and to share their feedback and ideas with the CMA.

Join the Member Voice e-Panel or respond to polling



Participating in the [CMA Member Voice e-Panel](#) gives members the chance to share their views on a variety of health policy and professional issues. The feedback collected through these online surveys provides a quick snapshot of where the profession stands and helps inform the CMA’s policy and advocacy work.

Submit a member health policy proposal or provide policy feedback



[Member health policy proposals](#) help set CMA policy, clarify our position and shape our advocacy on important health issues. Members can also engage in reviewing such proposals for further development via communities of interest, e-panels and other polling.

In 2019–2020, several member health policy proposals precipitated member consultation on draft revisions to policy, including on firearms control, and one proposal was redirected to a specialty medical society. A proposal calling for the CMA to endorse a World Health Organization resolution on digital health was incorporated into the work of the Virtual Care Task Force.

Submit a corporate business proposal



Members can submit [corporate business proposals](#) to suggest potential bylaw changes that may be addressed at the Annual General Meeting. These proposals must be submitted no later than 90 days before the meeting.

Participate in a CMA event

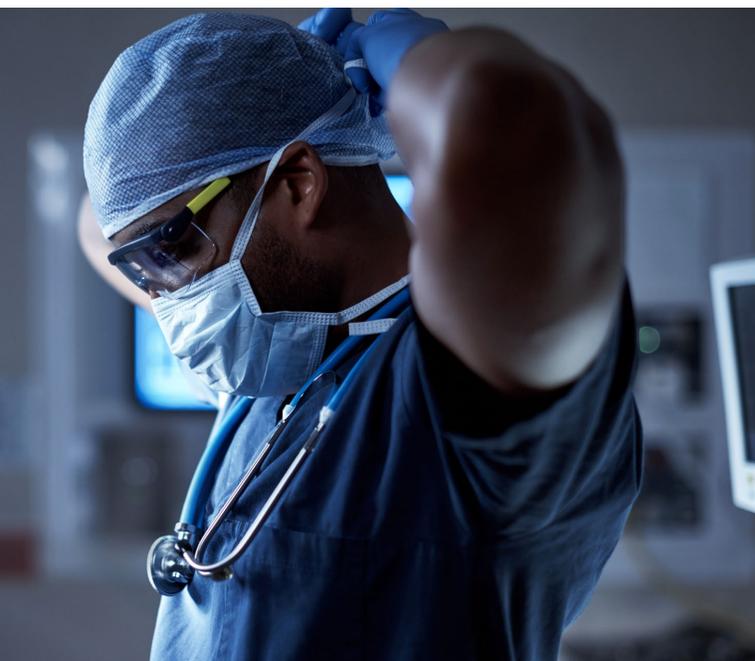


Members have the opportunity to participate in events such as the [Annual General Meeting and General Council](#), the [Health Summit](#) and [Member Forums](#).

Stakeholder and patient engagement

Stakeholders

- **PTMAs** – President Dr. Sandy Buchman presented at multiple AGMs, representative assemblies and PTMA board meetings, in person and virtually, to share updates and receive feedback on the CMA's priority work areas.
- **Fair process in Alberta** – The CMA supported the Alberta Medical Association (AMA) in opposing the provincial government's termination of its contract with physicians and imposing its own terms, by calling for the basic principles of [negotiated agreements](#) to be respected. The CMA also provided the AMA with significant financial resources to support research, communications and legal efforts toward reaching a negotiated agreement with the government.
- **AMC au Québec** – In 2019, Members of the Quebec Medical Association voted in favour of dissolving the organization. In 2020, the CMA opened an [office in Montréal, Quebec](#) to ensure a continued physical presence in the province to bring together the medical community. We have been participating in monthly meetings with the student group in Quebec to discuss their strategic plan for 2020, and we are collaborating with Joule Inc. on Physician Leadership Institute training for members in Quebec. CMA board member Dr. Abdo Shabah took part in the "Forum national sur l'évolution de la Loi concernant les soins de fin de vie" organized by the [Quebec government](#).
- **Choosing Wisely Quebec** – CMA staff and Dr. Wendy Levinson, chair of [Choosing Wisely Canada](#), met with l'Institut national d'excellence en santé et en services sociaux in Quebec to advance the national dialogue on avoiding unnecessary medical tests, treatments and procedures. Dr. Levinson has also been meeting with different partners to identify the organization best suited to take on this project in Quebec.
- **Physician executives** – The CMA is working closely with Joule Inc. in reaching out to members of the Physician Executives Committee to learn about their needs and concerns. The next Physician Executives Conference will be held on Nov. 27, 2020.



During the COVID-19 pandemic, the CMA has been engaged in weekly meetings with PTMAs, the Canadian Medical Forum and affiliates. The CMA has also connected with multiple physician organizations in Quebec, including the Fédération des médecins spécialistes du Québec (FMSQ) and the Fédération des médecins omnipraticiens du Québec (FMOQ).

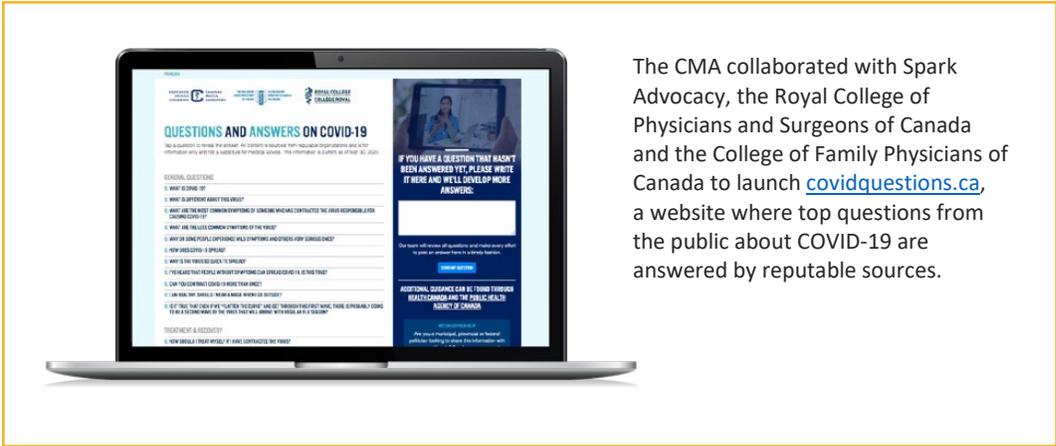
As part of the Affinity Agreement between CMA, Scotiabank and MD Financial Management Inc., a total of \$27 million (as of May 30) has been provided to support physicians and the medical profession, including health and wellness initiatives, COVID-19 relief and training.



COVID-19

Patients

- **Patient engagement framework** – With the help of the [Patient Voice](#) advisory group, the CMA developed the first-ever [patient engagement framework](#) to seek input on how we can consult with patients and the public.
- **Health Summit** – The CMA made patients an integral part of the [2019 Health Summit](#), with a patient representative on the planning working group and a patient participant on each discussion panel. The CMA also sponsored 50 patients to attend the Health Summit, which is certified as a [Patients Included](#) meeting.
- **CMA Health Advocates** – The CMA helped mobilize patients and the public to bring attention to health issues during the 2019 federal election through a new public engagement platform, [CMA Health Advocates](#). More than 9,000 supporters joined, and more than 81,000 letters were sent to federal election candidates through the platform.
- **Patient Voice** – Two representatives from the CMA Board of Directors sit on the [Patient Voice](#), a group that offers ideas on how to make Canadians healthier and contribute to a vibrant medical profession, highlighting emerging issues that matter to the public and giving insight into the best ways for the CMA and physicians to engage with patients.
- **CMA Board** – 2019–2020 marked the first year in which there was a nonphysician on the [CMA Board](#).



Sponsorship

- **Choosing Wisely Canada** – The CMA is a founding member of [Choosing Wisely Canada](#) and, again in 2019–2020, we provided \$315,000 to promote awareness so that reducing overuse becomes an increasingly common feature of good health care delivery.
- **Canadian Medical Hall of Fame (CMHF)** – We share the CMHF’s goal of [celebrating physicians](#) in Canada who have made, and are making, significant contributions to Canadian medicine. We contributed \$250,000 to support programs and operations, and we provided a one-time sponsorship amount of an additional \$100,000 to build a Virtual Exhibit Hall celebrating the profession.
- **Medical leaders of tomorrow** – The CMA continues to invest in the medical leaders of tomorrow through its continued support of the [Canadian Federation of Medical Students](#) and [Resident Doctors of Canada](#), and we contributed \$100,000 to each organization, respectively.
- **Specialty organizations** – Several collaborations with additional national specialty and special-interest physician organizations helped to strengthen our work on issues and causes, as well as initiatives.

Policy leadership

GOVERNMENT CONSULTATIONS

The CMA responded to federal government consultations, issued statements regarding government policies and participated on government steering committees.

Consultation highlights

- **Cannabis** – In response to a [Health Canada consultation](#) on potential market for cannabis health products, the CMA recommended that all cannabis health products that make health claims be reviewed thoroughly for efficacy, safety and quality and that strict requirements for packaging, including the use of childproof containers, be put in place to ensure consumer safety.
- **Pharmacare** – The CMA [welcomed recommendations](#) of the Advisory Council on the Implementation of National Pharmacare to develop a Canada-wide single-payer public pharmacare program.
- **Smoking and e-cigarettes** – The CMA responded to Health Canada’s consultations on proposed [vaping products promotion](#) and [labelling and packaging regulations](#), and we called for [stronger measures](#) to prevent the promotion of vaping products to youth.
- **Medical assistance in dying (MAiD)** – The CMA conducted physician roundtables and a [member survey](#) that received over 6,000 responses to inform legislative developments and update the CMA policy on MAiD. President Dr. Sandy Buchman and other CMA representatives also participated in federal consultation roundtables in Toronto, Winnipeg, Quebec City and Montréal.
- **Health care in Quebec** – AMC au Québec tabled a pre-budget submission to the minister of finance recommending support for seniors and caregivers, the introduction of a tax on tobacco and vaping products, and investment in the “Choisir avec soin” program in Quebec.



Seniors care – The CMA issued a [statement](#) welcoming the federal government’s release of new interim guidance on infection prevention and control of COVID-19 in long-term care (LTC) homes, and a subsequent [statement](#) calling for immediate action in response to reports on the deplorable living conditions of seniors in some LTC homes.

The CMA continues to be involved in advocacy for seniors’ care through the [Demand a Plan](#) and Health Advocates campaign. We also held a meeting with the Quebec minister for seniors and caregivers to discuss proposed legislation on caregivers and LTC, and opportunities for the CMA to collaborate with government and other stakeholders.

Pharmaceuticals – The CMA has been participating in the Health Canada Multi-Stakeholder Steering Committee on Drug Shortages and the Health Canada [Tier Assignment Committee](#).



COVID-19

New CMA policies

On International Women’s Day in March, the CMA launched its [Policy on Equity and Diversity in Medicine](#) and the [CMA Statement on Equity and Diversity in Medicine](#), which provide guiding principles and recommendations for medical organizations, institutions and physician leaders. Members and stakeholders played a key role in the development of the policy, with more than 100 physicians and medical learners providing feedback to the CMA.

GUIDING PRINCIPLES



Respect for persons

The principles of equity and diversity are grounded in the fundamental commitment of the medical profession to respect for persons. Respect for persons means that everyone has equal and inherent worth, has the right to be valued and respected, and to be treated with dignity.



Empowerment

When we address equity and diversity, we are opening the conversation to include the voices and knowledge of those who have historically been under-represented and/or marginalized. It is a process of empowerment—where a person can engage with and take action on issues they define as important. Empowerment involves a meaningful shift in experience that fosters belonging in the profession.



Solidarity

Solidarity means standing alongside others by recognizing our commonality, shared vulnerabilities and goals, and interdependence. It is enacted through collective action and aims. To show solidarity within the profession means making a personal commitment to recognizing others as equals, cultivating respectful, open, and transparent dialogue and relationships, and role modelling this behaviour.

In June, the CMA issued a [statement condemning racism](#) in all its forms and reaffirming the commitment to holding ourselves accountable to recognizing and challenging behaviours, practices and conditions that hinder equity and diversity, including racism.

In response to COVID-19, the CMA released a [Framework for Ethical Decision Making During the Coronavirus Pandemic](#), based on six recommendations published in the *New England Journal of Medicine*, to support physicians and health care workers in making difficult ethical decisions.



Federal election

The CMA mobilized physicians and the public to [give health a strong voice](#) during the 2019 federal election, pressing candidates to learn what they and their parties could do to improve the health of Canadians.

As a result of the CMA’s unprecedented advocacy campaign during the election, we succeeded in getting detailed commitments from almost all political parties. The governing Liberals continued to make health a priority following the election, committing to deliver on CMA’s priorities in the [Speech from the Throne](#) and the mandate letters of cabinet ministers.

Campaign 2019

- 16** Political candidates met with the CMA presidents
- 25** Meetings took place between CMA members and candidates
- 95** Information packages were delivered to political candidates by CMA members
- 455** Letters were sent from CMA members to political candidates
- 590** Members joined the new **CMA Advocacy Caucus** to engage in grassroots advocacy
- 3200** Tweets were sent out under the hashtag **#VoteForHealth**



The CMA also conducted in-depth focus groups and extensive opinion research with physicians and Canadians about their views on the health care system. This process prompted the CMA to call for the following [commitments](#) from federal political parties:

Put health back on the agenda

- 1. Access to care** – Increase access to care by focusing on solutions to strengthen primary care and support the next generation of physicians.
- 2. Seniors care** – Address the impact of an aging population with a demographic top-up to the Canada Health Transfer, which would support the creation of programs for seniors and caregivers.
- 3. Virtual care** – Invest in the infrastructure necessary to deliver care virtually and establish a national physician licence.
- 4. Pharmacare** – Implement pharmacare and take immediate measures to prevent and resolve drug shortages.
- 5. Youth mental health** – Demonstrate national leadership and provide funding for integrated mental health and addiction services for youth.
- 6. Climate change and health** – Develop a comprehensive climate change plan to ensure our health care and public health systems can deal with the growing health impact.

Governance

CMA ENTERPRISE

The CMA Enterprise is structured to ensure that it meets best governance practices. It comprises the CMA, the CMA Foundation, CMAH 2018 Inc., CMA Investco Inc., and Joule Inc. An organizational chart that lists the board members of each entity is available on page 19.

Enterprise highlights

- **CMA Foundation** – Created by the CMA, the CMA Foundation provides [impactful charitable giving](#) to registered Canadian charities and qualified donees that further excellence in health care.
- **Joule Inc.** – As a wholly owned subsidiary of CMAH 2018 Inc., Joule Inc. assists physicians in the pursuit of [clinical excellence](#) by supporting physician-led innovation and by inspiring physician-adoption of knowledge products and innovative technologies and services.
- **CMA Investco Inc.** – As a wholly owned subsidiary of CMAH 2018 Inc., CMA Investco Inc. serves as the CMA's investment arm and has a [board of investment experts](#).

The CMA Foundation made a significant commitment of more than \$30 million to address critical needs resulting from the pandemic in health care, the medical profession and Canada's vulnerable communities.

As outlined throughout this report, Joule Inc. has been instrumental in the COVID-19 response, offering a range of resources to support physicians.



PRESIDENTIAL ROTATION

In keeping with the AGM approval of a board composition model of one board seat per jurisdiction, the CMA's presidential rotation was realigned. Starting in 2022, it will be based on an [alphabetical model](#).

Annual General Meeting and General Council

The 2020 Annual General Meeting (AGM) and General Council (GC) elections will be held virtually on Sunday, Aug. 23, as set out in the [agenda](#).

GC elections (ratification vote) – The [Nominations Committee report](#) includes biographies for each nominee and the process for elections. There are no nominations from the floor as this process was discontinued under a bylaw change approved at the AGM in 2019.

Appointment of auditors – The board recommends to members that the resolution retaining PricewaterhouseCoopers as auditors for the 2020 fiscal year be rescinded and that Ernst & Young LLP be appointed as auditors until the next AGM or until their successors are appointed.

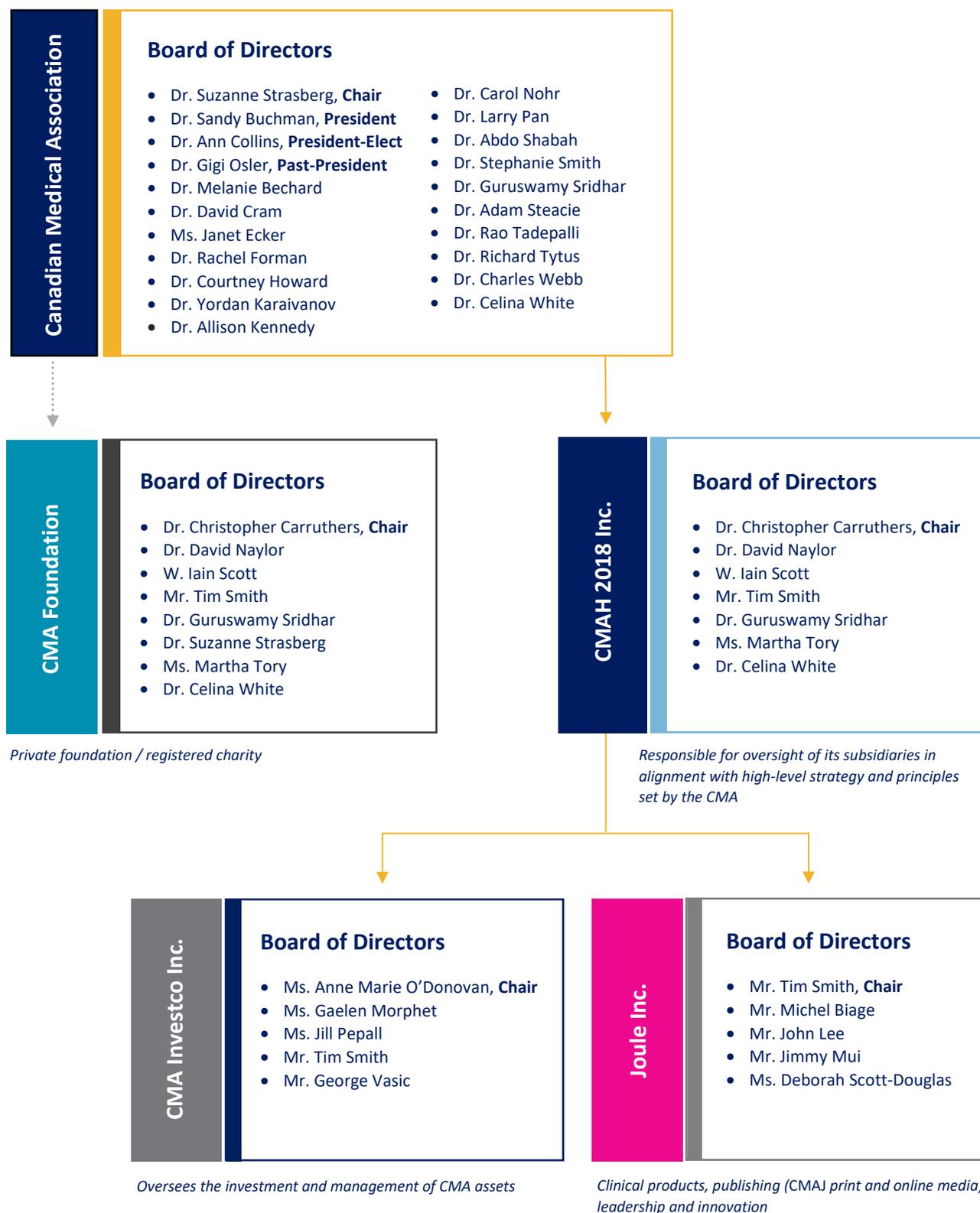
Bylaw amendments – Proposed housekeeping amendments to the bylaws as well as changes related to the dissolution of the Quebec Medical Association (QMA) were reviewed by the board in April 2020 for consideration at the AGM (Appendix A). The proposed amendments become effective when adopted by a two-thirds majority vote of members present and voting at the AGM. Changes were also made to the operating rules and procedures (ORPs) in the past year to primarily capture changes warranted by the dissolution of the QMA. The [current version of the ORPs](#) was recently adopted by the Board of Directors.

Looking ahead

As we look beyond CMA 2020, the CMA Enterprise will focus on the development and implementation of our new strategy, Impact 2040. We will continue to play a leadership role in addressing the immediate needs of members during COVID-19. At the same time, we're supporting members as they resume providing health care services, and we will ensure our decisions and actions are informed by and aligned with our longer term vision.

Stay informed on our work through [news updates](#) and [Board meeting summaries](#) on cma.ca.

CMA Enterprise



..... Denotes membership interest. CMA is the sole member of the CMA Foundation.

———— Denotes ownership interest. All subsidiaries are wholly owned.

2020 Honorary members



ALBERTA

- Dr. Bill (W. W.) Anderson
- Dr. Daniel J. Barer
- Dr. Steven W. Chambers
- Dr. Rowland T. Nichol
- Dr. Ernst P. Schuster
- Dr. Linda M. Slocombe



BRITISH COLUMBIA

- Dr. James Boyle
- Dr. Karen Buhler
- Dr. B. Jean Clarke
- Dr. Mark Corbett
- Dr. Lyle Daly
- Dr. Barry Hagen
- Dr. Khati Hendry
- Dr. Nirvair Levitt
- Dr. Walter John Mail
- Dr. Graeme Douglas McCauley
- Dr. Howard Mills
- Dr. Ormond Panton
- Dr. Thomas Perry
- Dr. Shelley Ross
- Dr. Gavin Stuart
- Dr. Brian Winsby



MANITOBA

- Dr. Margaret Abell
- Dr. Virginia Fraser
- Dr. Murray Kesselman



NEW BRUNSWICK

- Dr. David Bewick
- Dr. Edouard Hendriks
- Dr. Michael Perley



NEWFOUNDLAND AND LABRADOR

- Dr. Georgina Chalker
- Dr. David Prior



NORTHWEST TERRITORIES

- Dr. James Corkal



NOVA SCOTIA

- Dr. Minoli Amit
- Dr. Sally Jorgensen
- Dr. Paul Van Boxel



ONTARIO

- Dr. Diamond Allidina
- Dr. Eric Barker
- Dr. Gail Beck
- Dr. Alan Drummond
- Dr. Gregory Flynn
- Dr. Elliot Halparin
- Dr. Gary Gale Johnson
- Dr. Marvin Kay
- Dr. Renwick Mann
- Dr. Lawrence Patrick
- Dr. Dennis Pitt
- Dr. Charmaine Roye
- Dr. Allan Studniberg
- Dr. Jeffrey Turnbull
- Dr. Richard Tytus



QUEBEC

- Dr. Jean-Luc Dupuis
- Dr. Bruno L'Heureux
- Dr. Yvan D. Proulx



PRINCE EDWARD ISLAND

- Dr. Rosemary Henderson



SASKATCHEWAN

- Dr. Peter Butt
- Mr. Ed Hobday
- Dr. Beverley Karras
- Dr. Tom Smith-Windsor



YUKON

- Dr. Ngozi Ikeji

CANADIAN MEDICAL ASSOCIATION

- Dr. Hartley Stern

Appendix A: Bylaw amendments

THE ACT OF INCORPORATION AND BYLAWS

AS AMENDED, AUGUST [2019/2020](#)



Contents

An Act to Incorporate the Canadian Medical Association	3
Bylaws	4
Chapter 1. General	4
Chapter 2. The Seal	4
Chapter 3. Divisions.....	5
Chapter 4. Ethics and Professionalism	5
Chapter 5. Membership	5
Chapter 6. Fees.....	7
Chapter 7. Rights and Privileges of Members.....	7
Chapter 8. Termination of Membership, Removal or Suspension of Rights and Privileges	7
Chapter 9. Annual General Meeting	8
Chapter 10. General Council	8
Chapter 11. Board of Directors	10
Chapter 12. Nominations	13
Chapter 13. Officers	15
Chapter 14. The Secretariat	16
Chapter 15. Committee on Ethics	16
Chapter 16. Affiliate Societies and Associate Societies	17
Chapter 17. Auditor.....	17
Chapter 18. Rules of Order and Meetings of the Association.....	18
Chapter 19. Amendments to Bylaws.....	19
Chapter 20. Operating Rules and Procedures.....	20
Chapter 21. Execution of Documents	20
Chapter 22. Liability and Indemnity	20
Chapter 23. Winding Up the Association	21
Appendix A: CMA Divisions and Addresses.....	22
Appendix B: CMA Affiliated Societies.....	23
Appendix C: CMA Associated Societies	24

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 ~~to attend General Council and~~ includes a delegate appointed by virtue of his/her position.

Divisional Provincial/Territorial Entitlement means the formula used for determining the number of nominations for honorary membership a ~~division-province or territory~~ may make, and the number of delegates to General Council a ~~division-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 ~~division-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 ~~2019-2020~~ take effect immediately following the close of ~~Health Summit in 2019~~ ~~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.

~~1.5 Notwithstanding subsection 11.2.1(b)(i), there shall be 2 directors from the province of Ontario until the close of the Health Summit in 2020.~~

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.

Commented [A1]: Marginal comments highlighted in grey relate to Quebec Medical Association (QMA) dissolution.

Commented [A2]: Housekeeping: To align bylaws with the need for online-only meeting.

Commented [A3]: Relates to QMA dissolution: With no division in Quebec, making the editorial change towards “provincial/ territorial” where feasible in the bylaws.

Commented [A4]: Relates to QMA dissolution: Need to redefine this term because there is no longer a division in Quebec.

Commented [A5]: Housekeeping: Remove last reference to transition in board composition that began in 2018.

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.~~ ~~Subject to the approval of General Council, the~~ 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 ~~An affiliation formed under this Chapter shall mean that a friendly relationship exists between CMA and the division.~~ There shall be no obligation on the part of either party ~~the provincial/territorial medical association or the Association~~ to sponsor policies or programs initiated by or on behalf of the other.

Commented [A6]: Housekeeping: In keeping with roles. Also related to QMA dissolution.

Commented [A7]: Housekeeping: This statement is redundant language.

Chapter 4. Ethics and Professionalism

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

Commented [A8]: Housekeeping: Name was changed in 2019.

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.

Commented [A9]: Relates to QMA dissolution: For greater certainty clause.

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 of a division 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.

Commented [A10]: Relates to QMA dissolution: To extend the definition of Associate Members to physicians in Quebec (MALs). Note: this would then extend to other MALs such as Armed Forces physicians.

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. Such nominations require the approval of the executive body of the division in which the nominees practiced, are practicing medicine or reside.
- (b) Each division, in accordance with the following divisional/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 division acting as host of the Annual General Meeting may nominate 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.

Commented [A11]: Housekeeping: Align with practice to nominate Honorary Members and streamlining to remove unnecessary approval level.

Commented [A12]: Housekeeping: Editorial.

Commented [A13]: Relates to QMA dissolution: Need to provide for a body which can approve nominations for honorary membership.

Commented [A14]: Housekeeping: Legacy provision. The Annual General Meeting (AGM) will typically be coupled with the Health Summit, which will only be hosted in larger centres. The intent of the provision relates to the province/territory in which the incoming president resides.

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 ~~as observers.~~
- 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.

Commented [A15]: Housekeeping: To reflect current practice.

Commented [A16]: To clarify that physical signatures must be collected in a request for a Special Meeting. This makes the interpretation/analysis more explicit but is not a higher threshold than was already there.

Commented [A17]: To align with *Canada Not-for-Profit Corporations Act* requirements and expert advice. This makes the interpretation/analysis more explicit but is not a higher threshold than was already there.

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.

Commented [A18]: Relates to QMA dissolution: Loss of licensure disqualifies a member from belonging to the CMA.

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 s of the Board of Directors and 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 present in person.

Commented [A19]: Housekeeping: Making explicit the ambit of AGM business.

Commented [A20]: Housekeeping: To align bylaws and confirm AGM may be held as an online-only meeting.

Chapter 10. General Council

10.1 Duties and Powers

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

(a) the report of the Committee on Nominations and

(b) any matter relating to the general health and welfare of the public or the profession;

Commented [A21]: Housekeeping: No need to specify the Board of Directors.

Commented [A22]: Housekeeping: Migrated to AGM.

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 Speaker and the 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 Speaker and 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.

Commented [A23]: Relates to QMA dissolution: To ensure Quebec members are entitled to a full complement of delegates even if there is no divisional President.

- (b) ~~Division-Provincial/territorial~~ and Affiliate Society delegates elected or appointed subject to paragraph 10.2.2.
 - i) delegates from the ~~divisions~~~~provinces/territories~~; and
 - ii) the affiliate society delegates.

10.2.2 ~~Divisional~~~~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 ~~divisional~~~~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 ~~by their divisions~~ as ~~divisional~~~~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 ~~divisional~~~~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.

Commented [A24]: Housekeeping: Editorial.

Commented [A25]: Relates to QMA dissolution: Mechanism to invite Quebec-based General Council (GC) delegates.

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

Commented [A26]: Housekeeping: Reflects current practice of adjacent meetings.

10.3 Meetings

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

Commented [A27]: Housekeeping: To align with permissive provisions around virtual meetings.

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~~~~divisions~~, provided that not more than 50% are from any 1 ~~division~~~~province/territory~~.

Commented [A28]: Related to QMA dissolution: No division in Quebec but delegates from Quebec could be included in the number that request a special meeting of GC.

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 ~~present in person~~. All delegates except the Speaker and Deputy Speaker shall be eligible to vote.

Commented [A29]: Housekeeping: To align with permissive provisions around virtual meetings.

~~10.3.4 Observers may attend open meetings of General Council in accordance with these bylaws and the Operating Rules and Procedures.~~

Commented [A30]: Housekeeping: To align bylaws with current practice.

10.4 Speaker and Deputy Speaker of General Council

10.4.1 Speaker

The Speaker:

- (a) shall preside at all meetings of General Council ~~and Chair the Annual General Meeting and enforce due observance of the bylaws and the rules of order according to Chapter 18;~~
- (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 General Council~~ or until such time as his or her successor is appointed; and
- (c) if the office of the Speaker should become vacant, the Deputy Speaker shall assume the position.

Commented [A31]: Housekeeping: Reflects current practice. Moreover, presiding at meetings presupposes enforcement of bylaws/rules of order; it is not necessary to say that here.

Commented [A32]: To tie term of office to AGM.

10.4.2 Deputy Speaker

The Deputy Speaker:

- (a) shall, when requested or when the Speaker is absent, deputize for the Speaker and assume all rights, duties and responsibilities of the 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 ~~General Council~~ ~~the AGM~~ or until such time as his or her successor is appointed; and
- (c) if the office of the Deputy Speaker should become vacant, the Board of Directors shall appoint any member of the Association to the position until a replacement is elected ~~and the next AGM~~ at the next ~~meeting of~~ General Council.

Commented [A33]: Housekeeping: Editorial.

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 officers 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

Commented [A34]: To align the non-physician director's term of office with provincial/territorial directors' terms of office.

- (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 ~~50-40~~ members;
 - ii) a student director;
 - iii) a resident director; and
 - iv) a non-physician director.

Commented [A35]: Reducing threshold to 40 in response to evolving membership.

11.3 Term

11.3.1 The term of office of the directors commences immediately following the end of the AGM, General Council and (as applicable) Health Summit meeting, and 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.

Commented [A36]: Housekeeping: To clarify that the term of office begins at the end of the sequence of meetings AGM/GC/Health Summit. If there is no Health Summit, terms begin at the end of the GC elections/AGM meeting.

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.

Commented [A37]: To reflect current practice/expectation already included in the operating rules; inserting this term into CMA's bylaws gives more explicit guidance in putting forward nominees.

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 elected** by General Council;
- (f) on the death of the incumbent.

Commented [A38]: Housekeeping: Aligning bylaws with bylaw change from 2019.

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, General Council and (as applicable) Health Summit 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.

Commented [A39]: Housekeeping: To clarify that the term for a person filling a vacancy lasts until the multi-day AGM/GC/Health Summit meetings are concluded, until new directors begin their terms (see 11.3.1). If there is no Health Summit, the term lasts until the end of the GC elections/AGM meeting.

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 **6-4** directors **representing at least 2 provinces/territories**, the Chair of the Board shall call a special meeting of the Board.

Commented [A40]: Housekeeping: Previously 6 of 25 directors; suggesting 4 of 18 (not including the Chair), which approximates the prior proportion. Research on best practices in this area suggests that stating a number is recommended (Robert's Rules of Order) but there is no legal requirement to state the number.

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.

Commented [A41]: Housekeeping: Reflects move away from language suggesting the directors 'represent' a constituency.

11.6.5 The quorum shall be **50% a majority of the directors plus 1.**

Commented [A42]: Housekeeping: This is a more logical way to describe quorum and aligns with Robert's Rules of Order.

Chapter 12. Nominations

12.1 Committee on Nominations

12.1.1 General Council shall annually elect the members of the Committee on Nominations, which shall be comprised of 1 member from each province/territory, 1 member from representing the affiliate societies, 1 resident member, 1 student member, Chair of the CMA 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.

Commented [A43]: Terms of office for committees moving into alignment with terms for Board.

Commented [A44]: Housekeeping: Editorial.

Commented [A45]: Housekeeping: Provides consistency with other terms of office.

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, Speaker and 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 division or 50 members of the Association may submit nominations for the offices of Speaker and Deputy Speaker of General Council, Chair 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 shall be submitted by each division or by the required number of Association members of the division. In the case of a vacancy for the director from Quebec, the Committee on Nominations shall also seek out one or more nominees for consideration. Ten Association members from a division with 99 or fewer Association members, 25 Association members from a division with 100 to 499 Association members, 40 Association members from a division with 500 to 999 Association members, or 50 Association members from a division with 1000 or more Association members, may submit nominations for provincial/territorial directors. For the province of Quebec, 50 Association members may submit a nomination for a director.
- (b) Nominations for the student director may be submitted by any affiliate society representing medical students, or by 50 Association members 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 50 Association members of any affiliate society representing residents. Only resident members shall be eligible to be nominated.

Commented [A46]: Relates to QMA dissolution: Need a mechanism to get nominees in case none come forward.

Commented [A47]: Relates to QMA dissolution: Members in the province can nominate a director since there is no division to do the nomination.

12.3.4 The following may submit a nomination for the Office of President-Elect, in accordance with the Association's Operating Rules and Procedures:

- (a) any division, or the Nominations Committee in the case of a nominee from Quebec;
- (b) any 50 members of the Association.

Commented [A48]: Relates to QMA dissolution: Need a formal body to put forward a President-Elect nominee in Quebec. This nomination would still follow the election procedure in the Operating Rules and Procedures (ORPs).

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 presentation to by General Council by the Committee on Nominations;
- (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, and cultural 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) to select nominations only from those placed before it through the process referred to in these bylaws or in the Association's Operating Rules and Procedures. 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.

Commented [A49]: Relates to dissolution of QMA: Enabling mechanism.

Commented [A50]: Housekeeping: To align bylaws with current practice.

Commented [A51]: Relates to dissolution of QMA: Enabling mechanism for Nominations Committee to communicate directly with members in Quebec.

Commented [A52]: To reflect current practice/expectation; inserting this term into CMA's bylaws gives more explicit guidance in putting forward nominees.

Commented [A53]: Housekeeping: To align with nominations processes.

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, meeting of General Council and shall be presented to General Council. 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.

Commented [A54]: Housekeeping: General Council is adjacent to the AGM, not a separate multi-day meeting.

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~~, ~~and the Chair of the Audit and Finance Committee~~. 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 ~~and Chair of the Audit and Finance Committee~~ shall hold office for a term of ~~up to~~ 3 years and may hold office for a maximum of 2 consecutive terms or until such time as their successors ~~are 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) ~~with the exception of the Committee on Nominations~~, 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, ~~General Council will fill 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, ~~General Council shall fill 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.

Commented [A55]: Housekeeping: Removing multiple legacy references (all in this chapter) to the Chair of Audit & Finance Committee being an officer of the Association; relates for former title as Honorary Treasurer and removing the designation maximizes options/ flexibility in the current subsidiary governance structure.

Commented [A56]: Housekeeping: To standardize the Board Chair's term of office.

Commented [A57]: Housekeeping: This is a legacy provision that accorded with common practice at the time it was drafted. Now it is not common to specifically exclude the President from involvement in Nominations (for example, CMPA, CFPC and RCPSC do not exclude the President).

Commented [A58]: These provisions in the ORPs have been modernized to reflect and extrapolate online elections process currently followed in President-Elect nominations.

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.

~~13.6 The Chair of the Audit and Finance Committee~~

- ~~(a) shall be the custodian of all monies, securities and deeds that are the property of the Association and shall be accountable for the safekeeping of all funds, derived from whatever source, belonging to the Association;~~
- ~~(b) shall undertake the payment of all bills, monies, etc., as directed by the Board of Directors; and~~
- ~~(c) shall chair the Audit and Finance Committee.~~

Commented [A59]: Housekeeping: Including the Chair of Audit & Finance as an officer is a legacy provision (formerly Honorary Treasurer); removing that status maximizes options/ flexibility in the current subsidiary governance structure. Committee terms of reference reflect the Chair's role.

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. ~~The committee shall determine its own procedure including quorum, unless otherwise determined by the Board of Directors.~~ 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.

Commented [A60]: Housekeeping: Operational, appears in committee's Terms of Reference.

- (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 national organizations representing medical students and residents~~ 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.

Commented [A61]: Editorial

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. ~~Each associate society shall be entitled to 1 observer at General Council.~~ 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.

Commented [A62]: Housekeeping: Observer status at General Council is a legacy provision.

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 a 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 file the Auditor's report with the Chief Executive Officer by no later than May 15 each year (the report shall be submitted by the Chief Executive Officer to the Board of Directors), and be made available to all members of the Association by June 30; and
- (c) 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.

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.](#)

Commented [A63]: Housekeeping: To align attendance at meetings held completely online (18.4) with online attendance at hybrid in person/online meetings (18.3).

Commented [A64]: Housekeeping: To align attendance at meetings held completely online (18.4) with online attendance at hybrid in person/online meetings (18.3).

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 ~~Absentee Voting.~~

~~The Board may, by resolution, prescribe one or more of the following methods of voting by Members not in attendance at a meeting of Members:~~

- ~~(a) — By appointing a proxyholder in accordance with the provisions set out in the Operating Rules and Procedures;~~
- ~~(b) — By using a mailed in ballot in the form provided by the Association provided that the Association 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 Association without it being possible for the Association to identify how each Member voted; or~~
- ~~(c) — By means of a telephonic, electronic or other communication facility, if the Association makes available such a communication facility and the facility enables the votes to 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 each Member voted.~~

18.76 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 ~~6-4~~ 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.

Commented [A65]: Housekeeping: We are removing the 'present in person' quorum requirement for the AGM and General Council (see s. 9.3 & 10.3.3).

Commented [A66]: Housekeeping: Previously 6 of 25 directors; suggesting 4 of 18 (not including the Chair), which approximates the prior proportion.

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 an Association publication with distribution to all members and 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, become effective when adopted by a two-thirds vote of the members present and voting at the AGM.

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. 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, Directors and Others

Every officer, director, official or other member 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.

Appendix A: CMA Divisions ~~and CMA Quebec~~ Addresses

Doctors of BC

115–1665 Broadway West
Vancouver BC V6J 5A4
Tel: 604 736-5551
Fax: 604 736-3987

Alberta Medical Association

12230–106 Avenue NW
Edmonton AB T5N 3Z1
Tel: 780 482-2626
Fax: 780 482-5445

Saskatchewan Medical Association

201 – 2174 Airport Drive
Saskatoon, SK S7L 6M6
Tel: 306 244-2196
Fax: 306 653-1631

Doctors Manitoba

20 Desjardins Drive
Winnipeg, MB R3X 0E8
Tel: 204 985-5888
Fax: 204 985-5844

Ontario Medical Association

150 Bloor Street West, Suite 900
Toronto, ON M5S 3C1
Tel: 416 599-2580
Fax: 416 340-2944

~~Quebec Medical Association~~

~~3200-380, rue Saint-Antoine ouest
Montréal QC H2Y 3X7
Tel: 514 866-0660
Fax: 514 866-0670~~

New Brunswick Medical Society
21 Alison Blvd
Fredericton NB E3C 2N5
Tel: 506 458-8860
Fax: 506 458-9853

Doctors Nova Scotia
25 Spectacle Lake Drive
Dartmouth NS B3B 1X7
Tel: 902 468-1866
Fax: 902 468-6578

Medical Society of Prince Edward Island
2 Myrtle Street
Stratford PE C1B 2W2
Tel: 902 368-7303
Fax: 902 566-3934

Newfoundland and Labrador Medical Association
164 MacDonald Drive
St. John's NL A1A 4B3
Tel: 709 726-7424
Fax: 709 726-7525

Yukon Medical Association
5 Hospital Road
Whitehorse YT Y1A 3H7
Tel: 867 393-8749

Northwest Territories Medical Association
PO Box 1732, Station Main
Yellowknife NT X1A 2P3
Tel: 867 920-4575
Fax: 867 920-4578

Appendix B: CMA Affiliated Societies

Association of Medical Microbiology and Infectious Disease Canada	Canadian Ophthalmological Society
Canadian Academy of Geriatric Psychiatry	Canadian Orthopaedic Association
Canadian Academy of Sport and Exercise Medicine	Canadian Paediatric Society
Canadian Anesthesiologists' Society	Canadian Psychiatric Association
Canadian Association of Emergency Physicians	Canadian Rheumatology Association
Canadian Association of Gastroenterology	Canadian Society for Vascular Surgery
Canadian Association of General Surgeons	Canadian Society of Allergy and Clinical Immunology
Canadian Association of Medical Biochemists	Canadian Society of Cardiac Surgeons
Canadian Association of Nuclear Medicine	Canadian Society of Colon and Rectal Surgeons
Canadian Association of Paediatric Surgeons	Canadian Society of Endocrinology and Metabolism
Canadian Association of Pathologists	Canadian Society of Internal Medicine
Canadian Association of Physical Medicine and Rehabilitation	Canadian Society of Otolaryngology — Head and Neck Surgery
Canadian Association of Radiation Oncology	Canadian Society of Palliative Care Physicians
Canadian Association of Radiologists	Canadian Society of Plastic Surgeons
Canadian Association of Thoracic Surgeons	Canadian Thoracic Society
Canadian Cardiovascular Society	Canadian Urological Association
Canadian Critical Care Society	Occupational Medicine Specialists of Canada
Canadian Dermatology Association	Public Health Physicians of Canada
Canadian Federation of Medical Students	Resident Doctors of Canada
Canadian Geriatrics Society	Society of Gynecologic Oncologists of Canada
Canadian Neurological Society	Society of Obstetricians and Gynaecologists of Canada
Canadian Neurosurgical Society	Trauma Association of Canada

Appendix C: CMA Associated Societies

Canadian Association of Physicians for the Environment

[Canadian Association of Physician Innovators and Entrepreneurs](#)

Canadian Association of Physicians with Disabilities

Canadian Life Insurance Medical Officers Association

Canadian Medical Protective Association

Canadian Society of Addiction Medicine

Canadian Society of Clinical Neurophysiologists

Canadian Society of Physician Leaders

Canadian Spine Society

Federation of Medical Regulatory Authorities of Canada

Federation of Medical Women of Canada

Occupational & Environmental Medical Association of Canada

Society of Rural Physicians of Canada