

**CONSTITUTION  
AND BYLAWS  
OF  
THE BRITISH COLUMBIA  
MEDICAL ASSOCIATION**

(This is an unofficial consolidation that includes  
amendments passed on June 5, 2015)

**CONSTITUTION OF THE  
BRITISH COLUMBIA  
MEDICAL ASSOCIATION**

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1. The name of the Society is British Columbia Medical Association (Canadian Medical Association - B.C. Division), hereinafter referred to as the Association.
2. The purposes of the Society are:
  - (a) to advance the scientific, educational, professional and economic welfare of all members of the medical profession in British Columbia;
  - (b) to promote the highest quality of health care delivery for the people of British Columbia;
  - (c) to promote the integrity and honour of the medical profession;
  - (d) to serve and further the interests of the Canadian Medical Association in British Columbia;
  - (e) to act as agent or trustee or otherwise for members of the medical profession, or some of them, in connection with pension or retirement savings or disability plans, or other forms of insurance;
  - (f) to act for members of the medical profession, or some of them, as an agent in collective bargaining regarding conditions in which medical services are rendered, remuneration for medical services and similar or related matters;
  - (g) to charge and collect fees, to receive donations, and to expend moneys to defray expenses and to promote and further any of the purposes of the Association;
  - (h) to recognize outstanding contribution and service to the medical profession;
  - (i) to provide financial, advisory or other assistance to individuals or groups having a purpose or purposes similar or beneficial to those of the Association;
  - (j) to collect and preserve archival material and artefacts of the Association, affiliated sections, societies, members and former members of the Association;
  - (k) to perform such other lawful things as are incidental or conducive to the above purposes and to the welfare of the public and of the medical and allied professions whether within or outside British Columbia.
3. The Society is not entitled to declare or pay any dividend or make any other distribution of any of its income, property or assets to any member (except on receipt of full and valuable consideration) and in the event of the liquidation, dissolution or winding up of the Society, none of the income, assets or property of the Society may be paid or distributed to any member and, after all debts of the Society have been paid or provision for their payment has been made, the income, property and assets remaining shall be paid or transferred to such non-profit organization(s) and/or registered charity(ies) (both as defined in the Income Tax Act (Canada)) as the members of the Society may determine by special resolution. This paragraph 3 is unalterable.

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# **BYLAWS OF THE BRITISH COLUMBIA MEDICAL ASSOCIATION**

## **BYLAW 1. INTERPRETATION**

### **1.1 In these Bylaws:**

“Board” means the board of directors of the Association;

“CEO” means the person appointed by the Board to act as the Chief Executive Officer of the Association;

“College” means the College of Physicians and Surgeons of British Columbia as constituted under the Health Professions Act;

“CMA” means the Canadian Medical Association;

“Director” means a member of the Board, elected or appointed pursuant to these Bylaws;

“General Practitioner” means a member of the College who is not a Specialist;

“mailing address” means the address from time to time specified by any member by notice in writing to the CEO as the address at which the member wishes to receive all notices, special resolutions, ballots and other correspondence from the Association, which may be different from the member’s registered address;

“Health Professions Act” means the Health Professions Act of the Province of British Columbia as from time to time enacted and all amendments to it and includes any regulations made in pursuance of it;

“Joint Committee” means a committee of the BCMA and another entity such as the Government of British Columbia or the University of British Columbia, who together have a common mandate;

“member” means a member of the Association, unless otherwise specified;

“registered address” when referring to any member means the member’s address as entered on the register maintained by the College under the Health Professions Act, and when referring to the Association means the address of the Association registered with the Registrar of Companies under the Society Act;

“Rural Subsidiary Agreement” means any rural subsidiary agreement between the Association and the Government of British Columbia and the Medical Services Commission relating to direct or indirect compensation for medical services or otherwise relating to contracts for medical services provided in rural areas, as defined therein, as amended, restated or replaced from time to time;

“Society Act” means the Society Act of the Province of British Columbia as from time to time enacted and all amendments to it and includes any regulations made in pursuance of it;

“special resolution” has the meaning set out in the Society Act;

“special vote” with reference to a resolution or action of the members of a committee, the Executive Committee or the Board means a resolution passed by not less than 75% of the votes of the members of the committee, Executive Committee or the Board, as the case may be, present and voting at a meeting and of which not less than 14 days’ notice specifying the intention to propose the special vote has been given; and

“Specialist” means a member recognized as a specialist by the College.

**1.2** Except where otherwise provided, the definitions in the Society Act apply to these Bylaws.

**1.3** The rules of construction contained in the Interpretation Act of the Province of British Columbia, as from time to time enacted and all amendments to it, shall apply to the interpretation of these Bylaws.

**1.4** Words importing the singular include the plural and vice versa.

## **PART A STRUCTURE**

## **BYLAW 2. MEMBERSHIP**

### **2.1 Membership Generally**

The members of the Association are those individuals who are or become and continue to be members in accordance with these Bylaws. Every member of the College is eligible for membership in the Association and may become a member by making application in the approved form and sending it to the CEO at the registered office of the Association, together with the membership fee established, from time to time, in accordance with these Bylaws. Unless otherwise provided, every member shall pay the membership fee established from time to time in accordance with these Bylaws.

### **2.2 Good Standing and Rights**

All members are in good standing except:

- (a) a member who becomes a Restricted Member under Bylaw 2.4; and
- (b) a member who has failed to pay his or her membership fee on or before the 31st day of March of the current year or, unless the Board determines otherwise, who has failed to pay any special assessment, levy or debt due and owing by him or her to the Association;

and such member is not in good standing so long as s/he is a Restricted Member, or the fee, special assessment, levy or debt remains unpaid. Unless otherwise provided in these Bylaws, each member in good standing is entitled to one vote and is eligible to hold office; subject to Bylaw 2.4, a member not in good standing is not entitled to vote, hold office, or enjoy any other rights or benefits of membership.

### **2.3 Categories of Membership**

The categories of membership in the Association are as follows:

- (a) **Ordinary Members** - Unless otherwise provided for in this Bylaw 2.3, every member is an Ordinary Member and shall pay the annual membership fee established from time to time by the Board. The Board may, from time to time, establish sub-categories of Ordinary Members based on specific criteria that the Board considers relevant and the Board may establish different membership fees for different sub-categories of Ordinary Members provided that the membership fees so established shall be equal to a percentage of the annual membership fee and shall not, in any case, exceed 100% of the annual membership fee. Unless the Board otherwise determines, every Ordinary Member is automatically a member of the CMA and shall pay the annual membership fee established from time to time by the CMA. On the request of any member, the Association will provide the Member with a list of all current membership categories, free of charge.
- (b) **Ordinary Members Who Are Exempt From Membership Fees** – In addition to the categories of Ordinary Members established under paragraph (a) of this Bylaw, there shall be the following categories of Ordinary Members, who shall be exempt from paying membership fees:
  - (i) **Honorary Members** – Any person, whether or not a member of the medical profession or of the College, may be nominated as an Honorary Member by any member in good standing of the Association and shall be appointed as an Honorary Member only by unanimous vote of the Board or of the members in Business Session at the Annual Convention. No more than two Honorary Members may be appointed in any one year and at no time shall the number of living Honorary Members exceed ten.
  - (ii) **Senior Members** – The Board may designate any Ordinary Member who has been a member in good standing of the Association for the preceding ten consecutive years and who has attained the age of 65 years as a Senior Member.
  - (iii) **Life Members** - The Board may designate any member whom they consider worthy of the honour as a Life Member.
- (c) **Members With Limited Privileges** – Members in the following categories are subject to the limitations set out below:
  - (i) **Medical Student Members** – Any medical student enrolled in a Canadian school of medicine may become a Medical Student Member by making application in the approved form and sending it to the CEO at the registered office of the Association, together with the medical student membership fee established from time to time by the Board. A Medical Student Member shall make application to become a Medical Student Member of the CMA. A Medical Student Member shall not be entitled to vote or hold office.
  - (ii) **Non-Resident Members** – Any member in good standing who does not have a registered address in the Province may become a Non-Resident Member by making application in the approved form and sending it to the CEO at the registered office of the Association, together with the non-resident membership fee established from time to time by the Board. Non-Resident Members shall not be entitled to vote or hold office.

- (iii) **Restricted Members** – A member who becomes a Restricted Member under Bylaw 2.4 shall pay the membership fee that is otherwise applicable, but shall not be entitled to vote or to hold office, and may be subject to such special rights and obligations as the Board may, in each instance, determine.
- (d) **Professionally Inactive Members** – A member who fulfills the criteria determined by the Board from time to time may become a Professionally Inactive Member by making application in the approved form and sending it to the CEO at the registered office of the Association, together with the professionally inactive membership fee established from time to time by the Board. Professionally Inactive Members shall not be entitled to vote on any referendum under Bylaw 15.1(a)(i) or (iii).

## 2.4 **Restricted Membership**

- (a) A member:
  - (i) who voluntarily surrenders his or her licence with the College for a reason other than retirement;
  - (ii) who is suspended from practice by the College;
  - (iii) whose registration with the College is suspended; or
  - (iv) whose name is erased from the register maintained by the College;
 may on application to and approval of the Board continue as a Restricted Member of the Association for insurance and pension purposes only until the earlier of:
  - (v) in the case of a member referred to in Bylaw 2.4(a)(i), becoming licensed by the College;
  - (vi) the final determination of any appeal of the matter resulting in such suspension or erasure referred to in paragraphs (ii), (iii) or (iv) of this Bylaw 2.4(a); or
  - (vii) the member otherwise ceasing to be a member of the Association in accordance with Bylaw 2.5.
- (b) If a restricted Member referred to in Bylaw 2.4(a)(i) has not otherwise ceased to be a member of the Association under Bylaw 2.5 and becomes licensed by the College, that Restricted Member shall be restored to good standing in the category of membership in which s/he was prior to voluntarily surrendering his or her licence.
- (c) If an appeal referred to in Bylaw 2.4(a)(vi):
  - (i) is successful and the Restricted Member who was subject of the appeal has not otherwise ceased to be a member of the Association under Bylaw 2.5, that Restricted Member shall immediately be restored to good standing in the category of membership in which s/he was prior to the suspension; or
  - (ii) is not successful and the Restricted Member who was subject of the appeal has not otherwise ceased to be a member of the Association under Bylaw 2.5, that Restricted Member shall be expelled pursuant to Bylaw 2.6.

## 2.5 **Cessation of Membership**

A person shall cease to be a member of the Association:

- (a) on submitting his or her written resignation to the CEO at the registered address of the Association;
- (b) on ceasing to have a registered address in British Columbia, unless the member becomes a Non-resident Member pursuant to Bylaw 2.3(g);
- (c) on his or her death;
- (d) on being expelled pursuant to Bylaw 2.6;
- (e) on having been a member not in good standing under Bylaw 2.2(b) for three (3) consecutive months; or
- (f) upon being a Restricted Member for two (2) consecutive years, unless the Board otherwise specifically provides by ordinary resolution; and

and every member specifically waives any right or claim to damages in the event of his or her membership ceasing pursuant to paragraph (d), (e) or (f) of this Bylaw.

## 2.6 **Expulsion**

- (a) **Unsuccessful Appeal**. A Restricted Member the final determination of whose appeal of suspension or erasure under Bylaw 2.4 is unsuccessful shall automatically be expelled from the Association.

- (b) **By the Board.** A member may be expelled from the Association by the Board upon his or her registration with the College being suspended, or his or her name being erased from the register maintained by the College. Such a member shall receive at least 14 days' notice of the meeting of the Board at which expulsion of the member will be considered and shall be given the opportunity to make oral or written submissions to the meeting.

## 2.7 **Pledge**

Every member of the Association, as a condition of membership, agrees to accept, uphold and be governed by the Bylaws of the Association in force from time to time and the Code of Ethics.

## **BYLAW 3.** **AFFILIATIONS**

### 3.1 **CMA**

- (a) **Affiliation.** The Association is the Division of the CMA representing the medical profession of the Province of British Columbia.
- (b) **Representation on CMA Board of Directors.** The Board shall nominate delegates ("CMA Delegates") for election to the CMA board of directors according to the Bylaws of the CMA from time to time in effect. The CMA Delegates shall receive instructions from and report to the Board and the General Assembly regarding all matters concerning the Association and the CMA.
- (c) **Representation on CMA General Council.** The Board shall elect Divisional Representatives to represent the Association on the CMA General Council, according to the Bylaws of the CMA from time to time in effect.
- (d) **Code of Ethics.** The Code of Ethics adopted from time to time by the CMA shall be the Code of Ethics of the Association.

### 3.2 **Affiliated and Associated Societies**

- (a) **Affiliated Medical Society.** An Affiliated Medical Society shall be a society validly incorporated and in good standing under the Society Act representing legally qualified practitioners of medicine in a defined geographical area in British Columbia, or the equivalent in the Yukon Territory, that has made written application to the Board for affiliation and has been recognized, by the Board, as an Affiliated Medical Society.
- (b) **Associated Society.** An Associated Society shall be a medical or paramedical society validly incorporated and in good standing under the Society Act that has made written application to the Board for association and has been recognized, by the Board, as an Associated Society.
- (c) **Requirement to File Information.** Every Affiliated Medical Society and every Associated Society shall file a current and accurate copy of its:
- (i) Constitution and Bylaws;
  - (ii) membership list; and
  - (iii) list of directors and officers or representatives;

with the CEO on an annual basis and within 30 days of a written request of the CEO, and any Affiliated Medical Society or Associated Society that fails to do so or fails to respond within 30 days to a written request of the CEO to do so may have its recognition as an Affiliated Medical Society or Associated Society, as the case may be, revoked by the Board.

- (d) **Information and Assistance.** An Affiliated Medical Society and an Associated Society may, through the CEO:
- (i) forward information or inquiries to the Board or to any committee; and
  - (ii) request financial, advisory or other assistance from the Association or any committee regarding any matter coming within the purposes of the Association and the Affiliated Medical Society or the Associated Society, but any financial assistance may be given only if first approved by the Board.
- (e) **Absence of District Nominator.** If in any District there is no District Nominator, or the District Nominator is unable or unwilling to act, the presidents of the Affiliated Medical Societies within that District who are voting members in good standing of the Association shall elect a District Nominator from among their number, or if there is only one Affiliated Medical Society in the District that has a president who is a voting member in good standing of the Association, such president shall be the District Nominator.
- (f) **No Claim or Liability.** The Association shall not have any claim against the assets of or in any way be liable or responsible for the liabilities of any Affiliated Medical Society or any Associated Society and no Affiliated Medical Society or Associated Society shall have any claim against the assets of or in any way be liable or responsible for the liabilities of the Association.



**BYLAW 4.  
SECTIONS**

**4.1 Recognition**

A Section of the Association may be recognized by the Board on written application being made to the Board, through the CEO, signed by twelve or more voting members in good standing of the Association, or by such lesser number as the Board may consider appropriate in a particular case, who:

- (a) belong to a particular branch of the practice of medicine; or
- (b) have a common economic interest; or
- (c) belong to any other group that may be recognized by the Board;

and as a condition of such recognition the Section shall:

- (d) submit its Constitution and Bylaws or the rules and regulations governing its affairs, and any amendments thereto, to the CEO, for the approval of the Board;
- (e) maintain a current and accurate copy of its Constitution and Bylaws or rules and regulations on file with the Association, and file its membership list and list of directors and officers or representatives with the Association on an annual basis and within 30 days of a written request of the CEO;

and all members of a Section of the Association must be members in good standing of the Association.

**4.2 Revocation of Recognition**

Any Section that fails to maintain the requirements for recognition as a Section or otherwise fails to comply with Bylaw 4.1 may have its recognition as a Section of the Association revoked by the Board.

**4.3 Duties**

It shall be the duty of every Section:

- (a) in appropriate cases, to advance scientific knowledge pertaining to the Section;
- (b) to consider business and economic matters pertaining to the interests of the Section and make written recommendations thereon through the CEO to the Board, to the Tariff Committee, to the Society of Specialists and to the Society of General Practitioners;
- (c) to keep its members, including its subsections (if any), informed of its activities; and
- (d) to respond in writing within 30 days to any inquiry of the Board, the Executive Committee, any committee of the Association, the Society of Specialists or the Society of General Practitioners.

**4.4 Associated Society**

Any Section may apply for recognition as an Associated Society under Bylaw 3.2

**4.5 No Claim or Liability**

The Association shall not have any claim against the assets of or in any way be liable or responsible for the liabilities of any Section and no Section shall have any claim against the assets of or be in any way liable or responsible for the liabilities of the Association.

**BYLAW 5.  
SOCIETY OF SPECIALISTS AND  
SOCIETY OF GENERAL PRACTITIONERS**

**5.1 Society of Specialists**

The Society of Specialist Physicians and Surgeons of British Columbia ("Society of Specialists") shall be a society validly incorporated and in good standing under the Society Act and recognized by the Board, pursuant to this Bylaw 5, as representing the members of the Association who are members of the speciality Sections of the Association.

**5.2 Society of General Practitioners**

The Society of General Practitioners of British Columbia ("Society of General Practitioners") shall be a society validly incorporated and in good standing under the Society Act and recognized, pursuant to this Bylaw 5, by the Board as representing the members of the Association who are members of the Section of General Practice of the Association.

### 5.3 **Recognition**

The Society of Specialists and the Society of General Practitioners shall be recognized by the Board on making written application and otherwise complying with this Bylaw 5 and, without limiting the generality of the foregoing, each shall file:

- (a) its respective initial Constitution and Bylaws and any amendments thereto with the CEO for the approval of the Board; and
- (b) on an annual basis and within 30 days of a written request of the CEO:
  - (i) a current and accurate copy of its respective Constitution and Bylaws, membership list, list of directors and officers and list of representatives and alternate representatives on the Board and on any committee of the Association; and
  - (ii) evidence of its valid incorporation and good standing under the Society Act;

and shall respond in writing within thirty days to any inquiry of the Board, Executive Committee or any committee of the Association.

### 5.4 **Suspension of Rights and Revocation of Recognition**

The Board may on one month's written notice:

- (a) suspend the rights established by Bylaw 5.5 of the Society of Specialists or the Society of General Practitioners, as the case may be, if that Society fails to comply with Bylaw 5.3; and
- (b) revoke the recognition of the Society of Specialists, or the Society of General Practitioners, as the case may be, if:
  - (i) the membership of the Society of Specialists is less than 50% of the members of the Association who are members of the specialty Sections of the Association; or
  - (ii) the membership of the Society of General Practitioners is less than 50% of the members of the Association who are members of the Section of General Practice of the Association;

and the representatives on the Review Committee and on the Board, as provided for in Bylaw 5.5, of the Society whose rights have been suspended or whose recognition has been revoked shall immediately cease to hold office and may be replaced by any member appointed by the Board.

### 5.5 **Right to Nominate and Appoint Representatives**

- (a) **To the Review Committee.** The Society of Specialists and the Society of General Practitioners each shall have the right, as specified in Bylaw 9.2(f), to appoint voting members in good standing as representatives and alternate representatives to the Review Committee. The Society of Specialists and the Society of General Practitioners shall each notify the CEO of its representatives and alternate representatives for the Review Committee, as required by the Board.
- (b) **To the Negotiating Committee.** The Society of Specialists and the Society of General Practitioners each shall have the right, as specified in Bylaw 9.2(d), to nominate voting members in good standing as members of the Negotiating Committee and each shall notify the CEO of its nominees prior to the adjournment or conclusion of the Annual Convention each year.
- (c) **To the Board.** The Society of Specialists and the Society of General Practitioners each shall have the right to appoint one representative and one alternative representative to the Board and each shall notify the CEO of its representative and alternate representative prior to the adjournment or conclusion of the Annual Convention each year.

### 5.6 **No Claim or Liability**

The Association shall not have any claim against the assets of or in any way be liable or responsible for the liabilities of the Society of Specialists or the Society of General Practitioners and the Society of Specialists and the Society of General Practitioners shall have no claim against the assets of or in any way be liable or responsible for the liabilities of the Association.

## **BYLAW 6. DISTRICTS**

### 6.1 **Organization**

The Province shall be divided into the sixteen Districts shown on the reference map of Association Districts, and the reference map shall be considered a part of these Bylaws.

## **6.2 District Representatives**

- (a) The voting members having their registered address in a District have the right to elect:
  - (i) one of their number as Delegate and one of their number as Vice Delegate for the District for every 5 percent or fraction thereof of the total number of voting members of the Association that have their registered address in the District; and
  - (ii) one of their number as District Nominator;

and Delegates, Vice Delegates and District Nominators have the duties described in Bylaw 8.

- (b) No person may be nominated for the position of Delegate if that person has served three consecutive two-year terms as described in Bylaw 7.3(d).

## **6.3 District Membership**

For the purpose of Bylaw 6.2, the number of voting members of any District is the number of voting members having their registered address in the District on the 31st day of December immediately preceding the date of the Annual Convention.

## **BYLAW 7.** **DIRECTORS AND OFFICERS**

### **7.1 Officers**

The Officers of the Association are:

- (a) the President;
- (b) the President-Elect;
- (c) the Immediate Past President;
- (d) the Chair of the General Assembly; and
- (e) the Honorary Secretary-Treasurer.

### **7.2 The Board**

The following are the Directors of the Association and comprise the Board:

- (a) the Officers;
- (b) the Delegates;
- (c) the CMA Delegates;
- (d) the representative from the Society of Specialists;
- (e) the representative from the Society of General Practitioners; and
- (f) the President-Elect, President and Immediate Past-President of the CMA, ex officio, if resident in British Columbia and voting members in good standing of the Association.

### **7.3 Terms of Office**

- (a) **Officers.** The term of office of every Officer shall expire, and every Officer shall retire from office, on the adjournment or conclusion of the Annual Convention next following the Annual Convention upon the adjournment or conclusion of which s/he assumed office. The retiring Immediate Past President, Chair of the General Assembly and Honorary Secretary-Treasurer are eligible for re-election to any office or position. The retiring President shall assume the office of Immediate Past President. The retiring President-Elect shall assume the office of President.
- (b) **Delegates.** Subject to Bylaw 7.3(d), the term of office of a Delegate shall expire, and the Delegate shall retire from office, upon the adjournment or conclusion of the second Annual Convention next following the Annual Convention upon the adjournment or conclusion of which s/he assumed office. Subject to Bylaw 7.3(d), a retiring Delegate shall be eligible for re-election to any office or position. In Districts that elect more than one Delegate, the terms of office shall be arranged such that approximately one-half of the number of the Delegates retire at the adjournment or conclusion of every Annual Convention.
- (c) **Vice Delegates and District Nominators.** The term of office of every Vice Delegate and District Nominator shall expire, and the Vice Delegate and District Nominator shall retire from office, on the adjournment or conclusion of the Annual Convention next following the Annual Convention upon the adjournment or conclusion of which s/he

assumed office, but a retiring Vice Delegate or District Nominator shall be eligible for re-election to any office or position.

- (d) **Limitation on Term of Office of Delegates.** Association members who have served as Delegates for three consecutive two-year terms shall be ineligible to serve further as Delegate until they have been absent from a Delegate position for at least one two-year term.

#### **7.4 Powers of the Board**

- (a) **To Manage.** Subject to the Society Act and the provisions of the Constitution and Bylaws, the Board has the power to manage or supervise the management of the affairs of the Association and exercise all of the powers of the Association.
- (b) **To Delegate.** The Board may delegate any of its powers and duties to a committee, a member, or the CEO for a designated purpose. The Board may from time to time establish or discontinue any Standing Committee and any Ad Hoc Committee, vary their number and composition, set and amend their terms of reference, and delegate such of its powers and duties to them as the Board thinks proper.
- (c) **To Deal with Funds.** The Board shall deal with the funds of the Association as follows:
  - (i) Funds for the purposes of the Association shall be raised and administered, except where otherwise specifically provided in this Bylaw 7.4, in such manner as may be determined by the Board, and the Board may, by special vote, establish special levies or assessments of the members for such purposes as the Board deems appropriate;
  - (ii) the Board shall administer the funds of the Association in consultation with the Audit and Finance Committee and shall be limited to current revenue or to such anticipated revenue as appears to the Board and the Audit and Finance Committee to be justified;
  - (iii) the Board from time to time may, and upon ordinary resolution of the members shall, designate for a specific purpose any portion of the funds of the Association, which shall be known as Reserve Funds. If Reserve Funds are designated by the members, none of such Reserve Funds may be spent for any other specified purpose unless approved by the members. If Reserve Funds are designated by the Board, none of such Reserve Funds may be spent for any other specified purpose unless approved by the Board. Reserve Funds may be invested according to paragraph (d) of this Bylaw;
  - (iv) the Board may utilize accumulated surplus funds, other than Reserve Funds, with the unanimous consent of the Audit and Finance Committee or with the consent of the members given by ordinary resolution.
- (d) **To Invest.** The Board may invest the funds of the Association, including Reserve Funds, only in securities in which an insurance company governed by the Insurance Companies Act (Canada) is permitted to invest; provided that the Board may invest no more than 50% of Reserve Funds in Canadian mutual funds.
- (e) **To Make Regulations.** The Board from time to time may make regulations not contrary to law or to the Constitution and Bylaws to regulate the conduct of the affairs of the Association in all particulars, and may repeal or amend the same.
- (f) **To Borrow.** Subject to the Society Act and the prior approval of the members expressed by ordinary resolution, the Board may, from time to time:
  - (i) borrow money in such manner and amount and on such security and from such sources and upon such terms and conditions as the Board thinks fit;
  - (ii) issue bonds and other debt obligations either outright or as security for any liability or obligation of the Association;
  - (iii) mortgage, charge, whether by way of floating or specific charge, or give any security on the whole or any part of the property and assets of the Association (both present and future);
  - (iv) and issue debentures subject to the provisions of the Society Act.

#### **7.5 Executive Committee**

- (a) **Members.** The Executive Committee of the Board shall consist of:
  - (i) the Officers;
  - (ii) two additional Directors elected by the Directors at the first meeting of the Board following the Annual Convention, who shall hold office until the adjournment of the second Annual Convention following their election, provided that at the first meeting of the Board following the Annual Convention each year, the Directors shall consider whether each Director who is then a member of the Executive Committee pursuant to

this clause should continue to hold office for the remainder of his or her term and if the Directors determine that any such Director should not continue to be a member of the Executive Committee, the Directors shall elect another Director to be a member of the Executive Committee to hold office until the adjournment of the second Annual Convention following his or her election, and provided further in any case that any such Director who is a member of the Executive Committee does not earlier cease to be a Director; and

(iii) the Chair of the Board, elected pursuant to Bylaw 13.2(b).

(b) **Powers.** The Executive Committee shall exercise all the powers and functions of the Board between meetings of the Board, subject only to any restrictions which may be imposed upon it by the Board. Any action of the Executive Committee shall be ratified or otherwise dealt with by the Board at its next meeting.

(c) **Chair.** The President shall be the Chair of the Executive Committee.

## **7.6 Remuneration**

The Directors may be remunerated as determined by ordinary resolution of the members and may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

## **BYLAW 8. DUTIES OF ELECTED REPRESENTATIVES**

### **8.1 The President**

The President shall:

- (a) preside at all meetings of the Executive Committee, enforce the due observance of the Constitution and Bylaws, and perform such other duties as usually appertain to the office of the President;
- (b) represent or appoint an alternate to represent the Association in all its official contracts;
- (c) be the official spokesperson of the Association;
- (d) unless the membership is otherwise specified in these Bylaws, confirm the nomination of the membership of each committee or refer the matter for consideration by the Board; and
- (e) serve as Chair of the Executive Committee.

### **8.2 The President-Elect**

The President-Elect shall:

- (a) assist the President in the performance of the President's duties;
- (b) in the absence of or at the request of the President, perform any or all of the duties and functions of the President; and
- (c) be a member of the Audit and Finance Committee.

### **8.3 The Chair of the General Assembly**

The Chair of the General Assembly shall:

- (a) preside at all meetings of the General Assembly and, pursuant to Bylaw 12.2, at all Special Meetings;
- (b) in the absence of or at the request of the President-Elect, perform any or all of the duties and functions of the President-Elect.

### **8.4 The Honorary Secretary-Treasurer**

The Honorary Secretary-Treasurer shall:

- (a) be a member of the Audit and Finance Committee;
- (b) in the absence of or at the request of the Chair of the General Assembly, perform any or all of the duties and functions of the Chair of the General Assembly; and
- (c) in the event of his or her absence, be replaced by the Chair of the Board.

### **8.5 Immediate Past-President**

The Immediate Past-President shall be a member of the Nominating Committee, the Governance Committee and a member of the Human Resources and Compensation Committee.

## 8.6 Delegates

The duties of a Delegate are:

- (a) to serve as a Director;
- (b) to act as liaison and to communicate the actions of the Board to the members in the Delegate's District;
- (c) to cooperate in the development of Affiliated Medical Societies and to endeavour to correlate the interests of Affiliated Medical Societies with those of the medical profession in general;
- (d) to notify the CEO of the reason for absence from any meeting the Delegate is required to attend; and
- (e) to deputize a Vice Delegate from his or her District to attend at any meeting s/he is required, but unable, to attend, or at a meeting where, pursuant to Bylaw 13.2(b), the Delegate assumes the duties of the Chair of the Board in the absence of the Chair of the Board; or if unable or unwilling to deputize a Vice Delegate, to notify the CEO who shall designate a Vice Delegate from the Delegate's District to attend at the meeting in place of the absent Delegate, as follows:
  - (i) if there is only one Vice Delegate from the District, such Vice Delegate shall be designated;
  - (ii) if there is more than one Vice Delegate from the District, the designation shall be in accordance with the ranking of the Vice Delegates in their election for the District; or
  - (iii) if there is more than one Vice Delegate from the District and there is no practical basis on which to determine ranking, designation shall be made in accordance with the drawing of lots by the CEO.

## 8.7 Vice Delegates

The duties of a Vice Delegate are:

- (a) to assist the Delegate(s) representing his or her District in the performance of his or her duties and, in the absence of a Delegate, and upon being deputized, designated or elected, perform the duties of the Delegate; and
- (b) to notify the CEO of the reason for absence from any meeting the Vice Delegate is required to attend.

## 8.8 District Nominator

The duties of a District Nominator are:

- (a) to nominate eligible members of the District for the positions of Delegate, Vice Delegate and District Nominator, as required for any election under Bylaw 11; and
- (b) in the event that there is no Vice Delegate in the District, to assume the duties of Vice Delegate for the remainder of the elected term for that District.

## 8.9 Duties of the Board

- (a) **General.** The Board shall manage or supervise the management of the affairs and business of the Association. The Board is responsible to the members and shall report to the members at the Business Session at the Annual Convention. The Board shall consider every recommendation or ordinary resolution of the members in General Assembly or Business Session and shall take such action as it deems appropriate regarding each recommendation or ordinary resolution at the first Board meeting following the General Assembly or Business Session. The Board shall report to the members on the deliberation and action taken regarding each recommendation or ordinary resolution at or before the next General Assembly or Business Session, as the case may be.
- (b) **Seal.** The Board may provide a common seal for the Association and may destroy the seal and substitute a new seal in its place. The seal shall be in the custody of the CEO. The seal shall be affixed only when authorized by resolution of the Board or the Executive Committee and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of any Officer and any one of the CEO, the Assistant CEO and the Comptroller of the Association.
- (c) **To Review Committees.** The Board shall perform or cause to be performed an annual review of each committee.

## 8.10 Senior Staff

- (a) **General.** Senior staff positions, their numbers, duties, responsibilities, remuneration and privileges shall be designated, and the positions shall be filled, by resolution of the Board.
- (b) **CEO.** The duties, responsibilities, remuneration and privileges of the CEO may be defined from time to time by the Board. Without limiting the generality of the foregoing, the CEO shall:

- (i) conduct the correspondence of the Association;
- (ii) have custody of the common seal of the Association;
- (iii) issue notices of all meetings of the members of the Association, the Directors and the Executive Committee;
- (iv) administer all aspects of elections;
- (v) ensure that minutes of all meetings of the Association, Board and Executive Committee are recorded and maintained;
- (vi) have custody of all records and documents of the Association;
- (vii) maintain the register of members;
- (viii) maintain the list of Honorary Members;
- (ix) maintain an up-to-date list of:
  - A. Affiliated Medical Societies and Associated Societies recognized pursuant to Bylaw 3.2;
  - B. Sections recognized pursuant to Bylaw 4.1;
  - C. senior staff positions designated in accordance with Bylaw 8.1(a); and
  - D. Standing Committees established pursuant to Bylaw 9.3;
- (x) maintain a current copy of the Constitution and Bylaws of the Association;
- (xi) maintain current copies of the Constitution and Bylaws of all Affiliated Medical Societies and Associated Societies;
- (xii) maintain current copies of the Constitution and Bylaws or rules and regulations of all Sections of the Association; and
- (xiii) maintain current copies of the Constitution and Bylaws of the Society of Specialists and Society of General Practitioners.

#### **8.11 No Liability When Acting in Good Faith**

Subject to the Society Act, the members shall not hold Directors, Vice Delegates, District Nominators or the CEO or any other member acting on their behalf individually or collectively liable for decisions and/or actions taken in good faith on behalf of the Association.

### **BYLAW 9. COMMITTEES**

#### **9.1 General**

- (a) Unless otherwise specifically provided in these Bylaws, the Board shall appoint:
  - (i) the members of Statutory Committees as required by Bylaw 9.2, including negotiating committees established under Bylaw 9.2(d)(vii);
  - (ii) the members of all Standing Committees and Ad Hoc Committees, including the Chair;
  - (iii) the BCMA physician representatives on Joint Committees; and
  - (iv) the BCMA physician representatives on committees of other organizations.
- (b) The number of Standing and Ad Hoc Committee members may exceed four only where approved by the Board.
- (c) Unless otherwise specifically provided in this Bylaw 9, any member of any Standing, Ad Hoc or Statutory Committee, including the Chair, may be removed by special vote of the Board, or by special vote of the committee members and a resolution of the Board.
- (d) Any BCMA physician member of any Joint Committee or committee of another organization may be removed by special vote of the Board.
- (e) The first duty of the Chair of each Standing, Ad Hoc and Statutory Committee, once his or her committee is constituted, is to review or develop the terms of reference of the committee, in consultation with the committee members, for submission to the CEO and, on request of the CEO, the Chair shall present the terms of reference at a meeting of the Board or of the Executive Committee.



- (f) Unless otherwise specifically provided in these Bylaws, the duties of all Standing, Ad Hoc and Statutory Committees shall be advisory only.
- (g) The Directors may extend or restrict the terms of reference of any Standing Committee and may appoint an Ad Hoc Committee for any purpose; provided that if such action interferes with the normal activities of any other committee, such committee shall be notified.
- (h) Every Standing, Ad Hoc and Statutory Committee shall keep minutes of each of its meetings and shall promptly provide a copy of its minutes to the CEO.
- (i) Unless the Board requires otherwise, the Chair of every Standing Committee and Ad Hoc Committee, and the Chair of every Statutory Committee if required in this Bylaw 9, shall present a written report of the committee to the Annual Convention and to any other meeting when requested by the Board. The written report of each committee must be received by the CEO no later than thirteen weeks before the Annual Convention and two weeks before any other meeting.
- (j) On the recommendation of the Chair of any committee, the Board may authorize the reimbursement of any committee member for any expenses reasonably incurred by that member in carrying out the duties of the committee.
- (k) Chairs and committee members may be remunerated as determined by the Board.
- (l) Chairs and members of every Standing Committee, Statutory Committee, and Ad Hoc Committee, and every BCMA physician member of a Joint Committee or a committee of another organization, shall be members in good standing, or BCMA staff where applicable, unless otherwise specified in each instance by the Board.
- (m) If the President or the President-Elect is named in these Bylaws or, in the case of a Standing Committee or Ad Hoc Committee, by the Board as a member of a committee, the President or President-Elect, as applicable, is a full member of that committee, with the same rights and obligations, including the right to vote, as other members of the committee. The President and the President-Elect are *ex officio*, non-voting members of all other Standing, Ad Hoc or Statutory Committees and may, but are not required to, attend any meetings of such committees.
- (n) The Chair of each Standing, Ad Hoc and Statutory Committee shall submit a budget for his or her committee to the Audit and Finance Committee within 30 days of a request by the Audit and Finance Committee to do so.
- (o) Unless otherwise provided, the Chair of each Standing, Ad Hoc and Statutory Committee shall not be entitled to vote but, in the event of an equality of votes, shall have a casting vote.
- (p) Unless otherwise provided, each member of each Standing, Ad Hoc and Statutory Committee is entitled to one vote.

## 9.2 **Statutory Committees**

The Statutory Committees, their composition and duties shall be as follows:

### (a) **Audit and Finance Committee.**

- (i) The Audit and Finance Committee shall consist of:
  - A. The President-Elect,
  - B. the Honorary Secretary-Treasurer,
  - C. one Director elected by the Directors at the first meeting of the Board following the Annual Convention each year,
  - D. three Members-at-Large elected at the Annual Convention each year, and
  - E. an individual who is not a member of the Association and is a financial expert who has expertise in accounting or related financial management.
- (ii) The Committee members referred to in sub-clauses A. to D., inclusive, above, shall be financially literate or shall become financially literate within a reasonable time after becoming members of the Committee.
- (iii) The Directors shall appoint the Chair of the Committee from among the Committee members at the first meeting of the Board following the Annual Convention each year.
- (iv) The Audit and Finance Committee shall advise the Board on issues related to financial reporting, information systems, risk management and internal controls of the Association, including the management of programs run or funded jointly by the Association and other third parties, including the provincial government or its agencies.
- (v) The Audit and Finance Committee has the authority to conduct any investigation related to the fulfillment of its duties and shall report to the Directors on the results of any such investigation.



- (vi) The Audit and Finance Committee shall have direct access to the external auditors and the to senior staff of the Association.

(b) **Nominating Committee.**

- (i) The Nominating Committee shall consist of:
  - A. the Immediate Past President,
  - B. The President-Elect,
  - C. two Members-at-Large who the Directors have appointed at the first meeting of the Board following the Annual Convention each year,
  - D. three Directors who are not Officers and who the Directors have elected at the first meeting of the Board following the Annual Convention each year.
- (ii) The Directors shall appoint a Committee member as Chair of the Committee at the first meeting of the Board following the Annual Convention each year.
- (iii) The Nominating Committee shall:
  - A. according to provisions by Bylaw 11 regarding nominations, oversee and, when required make, nominations for all positions to be elected by the members,
  - B. as per Bylaws 9.2(a)D. and 12.1(c)(vi), ensure that there are at least three voting members nominated for the three positions of Member-at-Large of the Audit and Finance Committee to be elected by the members at the Annual Convention,
  - C. make recommendations to the Board regarding appointees for committees the members of which are elected or appointed by the Board,
  - D. advise the Board on issues related to nominations and related matters,
  - E. report at each Annual Convention at the Business Session.

(c) **Governance Committee.**

- (i) The Governance Committee shall consist of:
  - A. the President,
  - B. the Immediate Past President,
  - C. two Members-at-Large who the Directors have appointed at the first meeting of the Board following the Annual Convention each year,
  - D. two Directors who the Directors have elected at the first meeting of the Board following the Annual Convention each year, and
  - E. the Chair of the Board.
- (ii) The Directors shall appoint a Committee member as Chair of the Committee at the first meeting of the Board following the Annual Convention each year.
- (iii) The Governance Committee shall:
  - A. review and advise the Board on governance practice and policy,
  - B. develop governance structures, policies, practices and standards for consideration of the Board that promote and enhance effective Board and Association functioning,
  - C. advise the Board on issues related to elections,
  - D. oversee Board orientation, education and evaluation,
  - E. oversee evaluation of all committees members,
  - F. supervise extraordinary governance reviews, and
  - G. report at each Annual Convention at the Business Session.

(d) **Human Resources and Compensation Committee.**

- (i) The Human Resources and Compensation Committee shall consist of:
  - A. the President,
  - B. the President-Elect,
  - C. the Immediate Past President,
  - D. the Chair of the Audit and Finance Committee,
  - E. the Chair of the Board; and
  - F. two Directors who are not members of the Executive Committee and who have been elected by the Directors at the first meeting of the Board following the Annual Convention each year.
- (ii) The President is the Chair of the Committee but may appoint another member of the Committee to act as Chair.
- (iii) The Human Resources and Compensation Committee shall advise the Board on human resources and compensation issues affecting the Association. Without limiting the generality of the preceding sentence, the Human Resources and Compensation Committee also shall:
  - A. review the annual performance assessment of all senior staff members, except for the CEO, and report to the Board;
  - B. conduct an annual performance assessment of the CEO and report to the Board;
  - C. review and make recommendations to the Board regarding remuneration and benefits for senior staff members.
- (e) **Negotiating Committee.**
  - (iv) The Negotiating Committee shall consist of:
    - A. one member in good standing who shall be appointed by the Board from a list of at least three members in good standing nominated by the Society of Specialists, at least one of whom is practicing in a community within the scope of the Rural Subsidiary Agreement;
    - B. one member in good standing who shall be appointed by the Board from a list of at least three members in good standing nominated by the Society of General Practitioners, at least one of whom is practicing in a community within the scope of the Rural Subsidiary Agreement;
    - C. three members in good standing who shall be appointed by the Board, consisting of one Specialist, one General Practitioner and one member who has experience with compensation for medical services on a sessional, service contract or salary basis; and
    - D. the senior staff person of the Association responsible for negotiations, whom shall not be entitled to vote and who, unless the Board resolves otherwise, shall act as the principal spokesperson of the Negotiating Committee in all negotiations undertaken by the Negotiating Committee.
  - (v) If the Society of Specialists or the Society of General Practitioners does not provide a list of three nominees in accordance with Bylaw 9.2(d)(i)(A) or (B), as the case may be, then the Board may appoint any member in good standing to the Negotiating Committee in lieu of the appointee that would otherwise have been drawn from a list submitted by that Society.
  - (vi) The Board shall appoint one of the members of the Negotiating Committee as Chair, who shall have the same voting rights as the other members of the Negotiating Committee and, in the event of an equality of votes, shall not have a second or casting vote.
  - (vii) A member of the Negotiating Committee may be removed by the Board, and his or her replacement appointed by the Board, subject to the following:
    - A. if the member so removed was appointed in accordance with Bylaw 9.2(d)(i)(A) or (B), then the replacement member will be chosen from a new list of three nominees provided under Bylaw 9.2(d)(i)(A) or (B), as the case may be, so long as the relevant Society has not had its rights suspended under Bylaw 5.4(a) or its recognition revoked under Bylaw 5.4(b); and
    - B. if the member so removed was a Specialist, General Practitioner, or a member who had experience with compensation for medical services on a sessional, service contract or salary basis and was appointed under Bylaw 9.2(d)(i)(C), then the replacement member shall also be a Specialist, General Practitioner or

a member who has experience with compensation for medical services on a sessional, service contract or salary basis, as the case may be.

- (viii) Subject to the Board establishing one or more other negotiating committees under paragraph (v) of Bylaw 9.2(d), the Negotiating Committee shall, from time to time and at the request of the Board, establish its terms of reference for the approval of the Board.
- (ix) Appointments to the Negotiating Committee shall be for a term of 3 years or for a period that will allow the conclusion of the pending negotiations, whichever period is shorter.
- (x) Without limiting any of the powers of the Board under these Bylaws to establish committees, the Board may establish such other negotiating committees, appoint the members of any such committees, set and amend their terms of reference and discontinue any such committees, all as the Board considers appropriate from time to time.

(e) **Tariff Committee.**

- (i) The Board shall appoint all members of the Tariff Committee no later than at the second meeting of the Board following the adjournment or conclusion of the Annual Convention in any year.
- (ii) The Tariff Committee shall, in accordance with regulations established by the Board from time to time pursuant to its power under Bylaw 7.4(e):
  - A. review all written proposals it receives from Sections regarding new fee items, and modifications to existing fee items, the technical component of fees and existing relative values;
  - B. make recommendations on such proposals to the Board, including, where the Tariff Committee considers appropriate, interim relative values, temporary relative values, professional fees and fees for cost recovery; and identify the net financial impact of such proposals and recommend a source of funds if necessary; and
  - C. act in an advisory capacity to the Board on other issues, as requested.

(f) **Review Committee.**

- (i) Subject to paragraph (ii) of this Bylaw 9.2(f), the Review Committee shall consist of:
  - A. two members who shall be appointed by the Board, consisting of one member of the Society of Specialists and one member of the Society of General Practitioners;
  - B. one member who shall be appointed by the Society of General Practitioners;
  - C. one member who shall be appointed by the Society of Specialists; and
  - D. a non-physician Chair who shall be appointed each year pursuant to paragraph (ii) below;

each of whom shall have a term of one year and may be reappointed, and shall additionally include, for each case that comes before it,

  - E. one member, who shall not be entitled to vote, who shall be appointed by the Section whose case has been referred to the Committee, but if there is any disagreement or dispute about which Section should make the appointment under this paragraph the Board may designate the Section and if the designated Section does not appoint a member, the Board shall make the appointment; and
  - F. one member, who shall not be entitled to vote, who shall be appointed by a Section that the Board has designated from among the Sections that are adverse in interest to the Section whose case has been referred to the committee, if the Board determines that there is a Section that is adverse in interest. If a designated Section does not appoint a member, the Board may make the appointment from among any Section that is adverse in interest to the Section whose case has been referred to the Committee, if there is a Section that is adverse in interest; or
  - G. one member, who shall not be entitled to vote, who the Board may appoint, if the Board determines no member will be appointed under clause F.
- (ii) No member who is a Director, Vice Delegate or member of the Tariff Committee may also be a member of the Review Committee. A Director, Vice Delegate or member of the Tariff Committee who accepts an appointment to the Review Committee must first resign as a Director, Vice Delegate or Tariff Committee member, and if s/he fails to resign, is deemed to have resigned upon accepting an appointment to the Review Committee.

- (iii) The Board shall maintain a list of at least three independent non-medical persons for the purpose of making appointments pursuant to this paragraph. The Society of Specialists and the Society of General Practitioners shall appoint the first Chair of the Committee from the list. If the incumbent Chair is not reappointed by agreement among the Board, Society of Specialists and Society of General Practitioners, or if the Chair declines reappointment, resigns or is otherwise unable or unwilling to act, the Society of Specialists and the Society of General Practitioners shall appoint the Chair of the Committee from the list. If the Society of General Practitioners and the Society of Specialists cannot agree on a Chair within fourteen (14) days of receipt of the list from the Board, the Committee may by unanimous resolution request the Board to select a Chair from the list, or if the Committee does not pass such a resolution or if none of the people on the list are willing or able to act as Chair, any of the Society of General Practitioners, the Society of Specialists or the Board may apply to the Supreme Court of British Columbia, pursuant to the Commercial Arbitration Act, for the appointment of the Chair from the list, or if none of the people on the list are willing or able to act as Chair, for the appointment of an independent non-medical person as Chair.
- (iv) Any Section may refer any decision of the Board regarding any recommendation of the Tariff Committee to the Review Committee for review within one hundred twenty (120) days after the date of distribution of the decision.
- (v) The Review Committee shall in accordance with paragraph (vi), make a decision on a reference it receives under this Bylaw 9.2(f) within a reasonable time and shall put its decision in writing. Every decision of the Review Committee is final and binding on every member, the Society of Specialists, the Society of General Practitioners, every Section and the Board.
- (vi) All determinations of the Review Committee shall be made by unanimous vote of the members of the Review Committee, including the Chair. If the members of the Review Committee, including the Chair, are unable to render a unanimous determination, the determination of the Chair shall be the determination of the Review Committee for all purposes.
- (vii) The Review Committee shall establish, and may amend from time to time, its terms of reference or rules of procedure, subject to the following:
  - A. The Review Committee shall only consider matters where a manifest or over-riding error can be shown in the decision referred to it or in the process or procedure by which the decision referred to it was made.
  - B. The Review Committee shall receive new information only in extraordinary circumstances.
  - C. The Board may participate in a Review Committee hearing itself, through representative person or persons, and/or may designate a committee to do so. The Board may designate a Section opposed in interest to the interest of the Section making the referral under this Bylaw to participate in a Review Committee hearing.
  - D. The Review Committee will normally only receive written submissions, but may, in its discretion, allow oral submissions.
  - E. The Review Committee shall provide a current copy of its terms of reference or rules of procedure to the Board for the information of the Board.
- (viii) The Review Committee shall report its final determinations to the Board and shall report to the Annual Convention at the Business Session.

### **9.3 Standing Committees**

The Board may establish Standing Committees in accordance with its power under Bylaw 7.4(b). Unless the appointment of the Chair or members of a Standing Committee is otherwise specifically provided for herein, the Chair and members of each Standing Committee shall be appointed by the Board on the creation of the Standing Committee and thereafter on a renewal date to be determined by the Board. All Standing Committees shall report at the Annual Convention, and so often as the Board may require, and at least annually, to the Board.

### **9.4 Ad Hoc Committees**

The Board may from time to time establish any Ad Hoc Committee, pursuant to its power under Bylaw 7.4(b). Unless otherwise provided in each instance by the Board, every Ad Hoc Committee shall cease to exist at the next Annual Convention following its establishment.

### **9.5 Other Committees**

Unless otherwise provided, the BCMA physician representatives on Joint Committees and committees of other organizations shall be appointed by the Board on the creation of the position, and thereafter on a renewal date to be determined by the Board.

## **9.6 Vacancies**

Unless otherwise specifically provided in these Bylaws, a vacancy in a committee position created during an appointment term shall be filled at the discretion of the Board.

## **9.7 No Liability When Acting in Good Faith**

Subject to the *Society Act*, the members shall not hold the members of any committee individually or collectively liable for decisions and/or actions taken in good faith on behalf of the Association, including, without limitation, in the discharge of their duties as committee members.

## **PART B PROCEDURES**

### **BYLAW 10. ABSENCE, VACANCY AND REMOVAL OF ELECTED REPRESENTATIVES**

## **10.1 Absence and Vacancy**

- (a) Every Director, Vice Delegate and District Nominator must notify the CEO of the reason for his or her absence from any meeting s/he is required to attend.
- (b) A vacancy in the Board or the Executive Committee shall be deemed to have occurred if a member of the Board or of the Executive Committee:
  - (i) resigns, or is deemed under Bylaw 9.2(f)(ii) to have resigned, or otherwise ceases to hold office;
  - (ii) ceases to be a member in good standing;
  - (iii) is absent from more than two consecutive meetings s/he is required to attend, without giving a reason to the CEO that is acceptable to the Board; or
  - (iv) ceases to have a registered address in British Columbia.
- (c) A vacancy in the position of Delegate, Vice Delegate or District Nominator shall be deemed to have occurred and the Delegate, Vice Delegate or District Nominator shall cease to hold such office if the Delegate, Vice Delegate or District Nominator:
  - (i) resigns, or is deemed under Bylaw 9.2(f)(ii) to have resigned, or otherwise ceases to hold office;
  - (ii) is elected an Officer or Chair of the Board, in which case the vacancy shall only be for the period during which the said Delegate is an Officer or Chair of the Board and during such period the said Delegate shall be replaced as set out in Bylaw 10.4(b) and upon expiry of his or her term as Officer or Chair of the Board, the said Delegate shall resume his or her position and serve the remainder of his or her term as Delegate, if any;
  - (iii) ceases to be a member in good standing;
  - (iv) is absent from more than two consecutive meetings s/he is required to attend, without giving a reason to the CEO that is acceptable to the Board and, in the case of a Delegate, without also deputizing a Vice Delegate or notifying the CEO to designate a Vice Delegate; or
  - (v) ceases to have a registered address in the District s/he represents.

## **10.2 Removal by Special Resolution**

An Officer, Delegate, Vice Delegate or District Nominator may be removed from office by special resolution, the voting on which shall be conducted by mail ballot, electronic ballot, telephone, or any combination thereof, as determined by the Board, as follows:

- (a) an Officer may be removed by special resolution of the voting members in good standing; and
- (b) a Delegate, Vice Delegate and District Nominator may be removed by special resolution of the voting members in good standing having a registered office in his or her District.

Any Officer, Delegate, Vice Delegate or District Nominator shall cease to hold office immediately upon a special resolution to remove him or her being passed.

### 10.3 **Procedure to Remove**

- (a) **Initiation.** A special resolution for the removal of an Officer, Delegate, Vice Delegate or District Nominator may be initiated by special vote of the Board, and shall be initiated, in the case of an Officer:
- (i) by written petition to the CEO signed by 20% of the voting members in good standing; or
  - (ii) by ordinary resolution of the members at a Special Meeting called for that purpose;
- and in the case of a Delegate, Vice Delegate or District Nominator:
- (iii) by written petition to the CEO signed by 20% of the voting members in good standing of the District represented by the Delegate, Vice Delegate or District Nominator; or
  - (iv) by ordinary resolution passed at a Special Meeting of the members of the District represented by the Delegate, Vice Delegate or District Nominator.
- (b) **Conduct of Vote.** Within 14 days of the initiation of a special resolution to remove an Officer, Delegate, Vice Delegate or District Nominator, the CEO shall cause to be distributed by mail or electronically to each member entitled to vote on the special resolution:
- (i) one ballot for each Officer, Delegate, Vice Delegate or District Nominator proposed to be removed; and
  - (ii) a notice specifying the date by which completed ballots and telephone votes must be received, which shall be a date set by the CEO that is between 20 and 25 days following the distribution of the ballots;

and all ballots and telephone votes shall be counted within one week of the date specified in Bylaw 10.3(b)(ii). Ballots and telephone votes received after the date specified shall not be counted.

### 10.4 **Replacement**

- (a) **Officers.** Any vacancy in the position of an Officer (with the exception of the Immediate Past President, who shall not be replaced) shall be filled for the remainder of the elected term as follows:
- (i) the President shall be replaced by the President-Elect, who shall either:
    - A. in addition to the duties of President-Elect, serve the remainder of the term as Acting President and continue to assume the office of President, as provided in Bylaw 7.3(a); or
    - B. resign as President-Elect and assume the office of President, and the office of President-Elect shall be filled by an election held pursuant to Bylaw 11.3;
  - (ii) the President-Elect shall be replaced by an election held pursuant to Bylaw 11.3;
  - (iii) the Chair of the General Assembly and the Honorary Secretary-Treasurer shall be replaced by the appointment of a Delegate by the Directors. The position of the Delegate so appointed shall be filled in accordance with Bylaw 10.4(b).
- (b) **Delegates.** Any vacancy in a position of Delegate for a District shall be filled for the period of the vacancy or the remainder of the elected term, whichever period is shorter, as follows:
- (i) if the vacancy occurs after the start of an election under Bylaw 11.2 but before the adjournment or conclusion of the next Annual Convention due to the resignation of a Delegate or the election of a Delegate as an Officer, then the vacancy shall be filled by the candidate who received the highest number of votes but was not elected as Delegate for that District in the last election held under Bylaw 11.2 for that District and who consents to fill the vacancy;
  - (ii) if there is no candidate as described in Bylaw 10.4(b)(i) to fill the vacancy, or if the vacancy arises at any time not covered by Bylaw 10.4(b)(i), then subject to Bylaw 7.3(d), the vacancy shall be filled by the Vice Delegate for that District who received the highest number of votes when elected and who consents to fill the vacancy; provided that if any Vice Delegates for that District were elected by acclamation then an election among the Vice Delegates for that District then in office shall be held and, if there is no Vice Delegate for that District, then an election in the District shall be held, in either case, pursuant to Bylaw 11.3; and
  - (iii) if the vacancy is filled for a period of more than one year, it shall count as one full two-year term. If the vacancy is filled for a period of one year or less, it shall not count toward the three consecutive two-year term limit described at Bylaw 7.3(d).
- (c) **Vice Delegates.** Any vacancy in a position of Vice Delegate for a District may be filled for the remainder of the elected term by the District Nominator for that District, or if there is no District Nominator, in accordance with paragraph (d) of this Bylaw.



- (d) **District Nominator**. Any vacancy in a position of District Nominator for a District shall be filled for the remainder of the elected term by the presidents of the Affiliated Medical Societies within the District who are voting members in good standing of the Association, who shall elect a District Nominator from among their number; provided that if there is only one Affiliated Medical Society in the District that has a president who is a voting member in good standing of the Association, that president shall be the District Nominator for that District, and if there is no Affiliated Medical Society in the District that has a president who is a voting member in good standing of the Association, the CEO shall appoint a District Nominator for the District.
- (e) **Executive Committee**. Any vacancy on the Executive Committee resulting from a vacancy in the position of a Delegate on the Executive Committee may be filled by appointment of the Directors from among their number. Any other vacancy on the Executive Committee shall be filled by the member filling the vacant office in accordance with Bylaw 10.4(a) or Bylaw 13.2(b), as the case may be.
- (f) **Special Election**. In the event that more than one Officer is removed pursuant to this Bylaw 10 or there is more than one vacancy in the office of any Officer at any one time, a special election shall be called in accordance with Bylaw 11.3 to replace all removed Officers or to fill the vacant offices, except the Past President.
- (g) **Membership**. Removal from office as an Officer, Delegate, Vice Delegate or District Nominator does not alone affect the status of membership of the removed Officer, Delegate, Vice Delegate or District Nominator.

## **BYLAW 11.** **ELECTIONS**

### **11.1 General**

- (a) **Voting Methods**. Any election of the President-Elect, Chair of the General Assembly, or Honorary Secretary-Treasurer or of a Delegate, Vice Delegate or District Nominator shall be carried out by mail ballot, electronic ballot, telephone or any combination thereof, as determined by the Board.
- (b) **Acclamation**. Notwithstanding paragraph (a) of this Bylaw, an office or position may be filled by acclamation.
- (c) **Ranking**. The candidates for each office or position to be filled shall be ranked according to the number of votes received by each on acceptable ballots, beginning with the candidate who received the greatest number of votes according to a method of majority rule or, in the case of more than two candidates, by an alternate method if designated in advance by two thirds vote of the Board.
- (d) **Assumption of Office** - Annual Convention. In the case of an election held pending the Annual Convention, subject to Bylaw 11.2(e), Officers shall be installed during the Annual Convention and the Officers, Delegates, Vice Delegates and District Nominators shall assume office immediately upon the adjournment or conclusion of the Annual Convention.
- (e) **Assumption of Office** - Vacancy. In the case of an election to fill a vacancy, subject to Bylaw 11.3(e), the successful candidate or candidates shall assume office immediately upon being declared elected.
- (f) **Regulations**. All matters relating to the conduct and administration of elections and referenda, including the appointment of scrutineers and the counting of ballots, shall be governed by regulations established by the Board and administered by the CEO.

### **11.2 Annual Convention**

Where an election takes place pending the Annual Convention, the election shall be conducted as follows:

- (a) **Nominating Papers**. At least fourteen weeks prior to the date of the Annual Convention, the CEO shall cause to be distributed to each voting member in good standing nominating papers for:
  - (i) the offices of President-Elect, Chair of the General Assembly and Honorary Secretary-Treasurer; and
  - (ii) the positions of Delegate, Vice Delegate and District Nominator for the respective Districts;

together with a notice specifying the date by which completed nominating papers must be returned to the CEO, which shall be a date set by the CEO that is between ten and twelve weeks before the Annual Convention. Nominating papers returned after the date specified shall be disregarded.
- (b) **Failure to Nominate**. If after the date specified for the return of completed nominating papers there is not at least one nomination:
  - (i) for each Officer to be elected, the CEO shall notify the Nominating Committee as soon as possible, who shall only nominate one voting member in good standing for each office for which no nomination has been received; and

- (ii) for each position of Delegate, Vice Delegate and District Nominator to be elected, the CEO shall notify the appropriate District Nominator as soon as possible, who, subject to Bylaw 7.3(d), shall nominate only one voting member in good standing of his or her District for each position of Delegate, Vice Delegate or District Nominator for which no nomination has been received.

and the Nominating Committee or District Nominator, as the case may be, shall submit their nomination(s) to the CEO no later than eight weeks before the date of the Annual Convention.

- (c) **Conduct of Vote.** Between 40 and 50 days before the date of the Annual Convention, the CEO shall cause to be distributed by mail or electronically to each voting member in good standing:
  - (i) ballots for the election of President-Elect, Chair of the General Assembly and Honorary Secretary-Treasurer and for the election of Delegate(s), Vice Delegate(s) and District Nominator for such member's District;
  - (ii) a notice specifying the date by which completed ballots must be returned to the CEO and telephone votes must be received, which shall be a date set by the CEO that is between 10 and 20 days before the Annual Convention; and
  - (iii) any election material submitted in accordance with Bylaw 11.5.
- (d) **Counting of Votes.** Within one week of the date specified in Bylaw 11.2(c)(ii) the CEO shall cause the ballots and telephone votes received to be counted. Ballots and telephone votes received after the date specified shall not be counted.
- (e) **Extension of Time.** In the event of any interruption or disruption of normal mail or other delivery service in British Columbia, the Executive Committee shall have the authority to extend the dates for distribution of nominating papers, for return of completed nominations, for distribution of ballots, for return of completed ballots, and for counting of ballots for such period or periods as the Executive Committee shall consider necessary or advisable; provided that if any such extension of dates results in the date for counting returned ballots being after the time for assumption of office in accordance with Bylaw 11.1(d), the retiring Officers, Delegates, Vice Delegates and District Nominators shall remain in office until, and the newly elected Officers, Delegates, Vice Delegates and District Nominators shall assume office on, the date the counting of ballots is completed and the winners of the election are declared elected.

### **11.3 Elections to Fill Vacancy**

Any election required under Bylaw 10.4 to fill a vacancy resulting from any Officer (except the Immediate Past President), Delegate or Vice Delegate ceasing to hold office, for whatever reason, shall proceed as follows:

- (a) **Nominating Papers.** No later than two weeks after the date the vacancy occurs, the CEO shall cause to be distributed:
  - (i) in the case of a vacancy in the office of any Officer (except Immediate Past President), to every voting member in good standing; and
  - (ii) in the case of a vacancy in the position of Delegate or Vice Delegate, to every voting member in good standing of the District in which the vacancy exists;

nominating papers for the vacant office or position and a notice specifying the date by which completed nominating papers must be returned to the CEO, which shall be a date set by the CEO that is between three and five weeks following the date of distribution of the nominating papers. Nominating papers returned after the date specified shall be disregarded.

- (b) **Failure to Nominate.** If after the date specified for the return of completed nominating papers there is not at least one nomination:
  - (i) for each vacant office of an Officer to be filled, the CEO shall notify the Nominating Committee as soon as possible, who shall nominate only one voting member in good standing for each vacant office for which no nomination has been received; and
  - (ii) for each vacant position of Delegate and Vice Delegate to be filled, the CEO shall notify the District Nominator for the District as soon as possible, who, subject to Bylaw 7.3(d), shall nominate only one voting member in good standing of his or her District for each vacant position of Delegate or Vice Delegate for the District for which no nomination has been received;

and the Nominating Committee or District Nominator, as the case may be, shall submit their nomination(s) to the CEO no later than two weeks after the date specified for the return of completed nominating papers.



- (c) **Conduct of Vote.** Between two and three weeks after the date specified for the return of completed nominating papers, the CEO shall cause to be distributed by mail or electronically to each member in good standing entitled to vote in the election:
  - (i) a ballot for each vacant office of Officer and for each vacant position of Delegate or Vice Delegate in such member's District, if any;
  - (ii) a notice specifying the date by which completed ballots must be returned to the CEO and telephone votes must be received, which shall be a date set by the CEO that is between four and five weeks after the date of distribution of the ballots; and
  - (iii) any election material submitted in accordance with Bylaw 11.5.
- (d) **Counting of Votes.** Within one week of the date specified in Bylaw 11.3(c)(ii) the CEO shall cause the ballots and telephone votes received to be counted and the winner of the election to be declared elected. Ballots and telephone votes received after the date specified shall not be counted.
- (e) **Extension of Time.** In the event of any interruption or disruption of normal mail or other delivery service in British Columbia, the Executive Committee shall have the authority to extend the dates for distribution of nominating papers, for return of completed nominations, for distribution of ballots, for return of completed ballots, and for counting of ballots for such period or periods as the Executive Committee shall consider necessary or advisable.

#### **11.4 Nominations**

- (a) **Officers.** A voting member in good standing may be nominated for the office of President-Elect, Chair of the General Assembly or Honorary Secretary-Treasurer if:
  - (i) the appropriate nominating papers have been signed by one nominator and four seconders, all of whom are voting members in good standing, or by the Chair of the Nominating Committee pursuant to Bylaws 11.2(b)(i) or 11.3(b)(i); and
  - (ii) the nomination has been consented to in writing by the nominee; and
  - (iii) the completed nominating papers are received by the CEO at the registered office of the Association within the time limits referred to in Bylaw 11.2 or Bylaw 11.3, as the case may be.
- (b) **District Representatives.** A voting member in good standing having his or her registered address in a District may be nominated for the position of Delegate, Vice Delegate or District Nominator for that District if:
  - (i) the appropriate nominating papers have been signed by one nominator and one seconder, both of whom are voting members in good standing having their registered address in the District;
  - (ii) the nomination has been consented to in writing by the nominee;
  - (iii) the completed nominating papers are received by the CEO at the registered office of the Association within the time limits referred to in Bylaw 11.2 or Bylaw 11.3, as the case may be; and
  - (iv) in the case of Delegate, the member will not have served as a Delegate for the immediate past three consecutive two-year terms.

#### **11.5 Distribution of Election Material**

Within one week from the date specified for the return of completed nominating papers in any election, if it appears that the office of President-Elect, Chair of the General Assembly or Honorary Secretary-Treasurer is contested by more than one candidate, the CEO shall advise each candidate for such contested office of the date on which ballots will be distributed. The CEO shall include in the distribution of ballots the election material of any candidate for such contested office if, no later than two weeks before the date of distribution of the ballots, that election material is provided to the CEO on one 8½" X 11" piece of white paper (text on both sides is permitted) in a form that can be photocopied. No election material shall be included in the distribution of ballots by the Association in the election of any other position(s).

### **BYLAW 12.** **MEETINGS OF GENERAL MEMBERSHIP**

#### **12.1 Annual Convention**

- (a) **General.** There shall be an Annual Convention of the Association, which shall be held, subject to the Society Act, on the date determined by the Board following consultation with the Secretary General of the CMA, and at the place approved by the Board. The Annual Convention may be divided into:

- (i) one or more Business Sessions;
  - (ii) one or more meetings of the General Assembly; and
  - (iii) one or more Educational Sessions.
- (b) **Attendance.** Any member in good standing of the Association is entitled to attend the Annual Convention, and the following may attend:
- (i) all members of the General Council and Executive Committee of the CMA who have their registered address in British Columbia;
  - (ii) a representative from the College; and
  - (iii) any guests of the President, President-Elect, or the Board;
- provided that only those who are voting members in good standing of the Association shall be entitled to vote.
- (c) **Business Sessions.** The CEO shall convene all Business Sessions at the Annual Convention and conduct a vote to elect a Chair. In the aggregate, the Business Sessions of the Annual Convention shall constitute the annual general meeting of the Association and all business required to be conducted at the annual general meeting by the Society Act shall be conducted at the Business Sessions, including, without limitation:
- (i) introduction of newly elected Officers;
  - (ii) consideration of the report of the Directors;
  - (iii) consideration of the report of the Auditor;
  - (iv) consideration of the financial statements and the report of the Audit and Finance Committee;
  - (v) election of Honorary Members, if any;
  - (vi) election of the three Members at Large of the Audit and Finance Committee;
  - (vii) the appointment of the Auditor, if required;
  - (viii) approval of membership fees;
  - (ix) consideration of any proposal for any special levy or assessment;
  - (x) consideration of the report of the Governance Committee;
  - (xi) consideration of the report of the Nominating Committee;
  - (xii) consideration of the report of the Negotiating Committee;
  - (xiii) consideration of the report of the Review Committee;
  - (xiv) consideration of the report of the Society of Specialists and the report of the Society of General Practitioners; and
  - (xv) conduct of any other business required to be conducted at a Business Session.
- (d) **General Assembly.** If there is no Chair of the General Assembly, the Chair of the General Assembly is unable or unwilling to act, or the Chair of the General Assembly is not present within 15 minutes after the time appointed for holding the General Assembly, subject to Bylaw 8.4(b), the CEO shall convene the General Assembly and conduct a vote to elect a Chair. The General Assembly shall consider and make recommendations to the Board on all matters relating to:
- (i) reports of all Standing and Ad Hoc Committees;
  - (ii) reports of all Sections;
  - (iii) representatives to organizations;
  - (iv) any business originating in or relating to Affiliated Medical Societies or Associated Societies which is similar or beneficial to any of the purposes of the Association;
  - (v) any petitions, appeals, recommendations or complaints;
  - (vi) relations between the Association and the CMA; and

- (vii) recommendations to the CMA Delegates to the Divisional Representatives to the CMA General Council, and to the Association representatives to the CMA committees.
- (e) **Education Sessions.** Upon payment of any attendance fee set by the Board, any individual referred in Bylaw 12.1(b) may attend any Educational Session, which may be conducted in a Section meeting or General Educational Session, as may be determined by the Board. The Board shall appoint the Chair of any Educational Session any time before the Educational Session.
- (f) **Notice and Voting.**
  - (i) The CEO shall ensure that at least 30 days' notice of the Annual Convention is given to every member in good standing of the Association at the member's mailing address, which notice shall specify the date(s), place and hour of the Annual Convention and each Business Session, meeting of the General Assembly and Education Session.
  - (ii) Voting at the Annual Convention shall be by show of hands, unless a ballot is directed by the Chair of the meeting or demanded by a majority of voting members in good standing, and provided that the election of Members at Large of the Audit and Finance Committee shall be by ballot, unless they are elected by acclamation. Voting by proxy is not permitted.
  - (iii) Persons invited to attend the Annual Convention who are not voting members in good standing of the Association shall attend as observers only. The place of the Annual Convention shall be scrutinized by the CEO or a designated member of the Board and no unauthorized person shall be permitted to enter any meeting or session thereat.

## **12.2 Special Meetings**

- (a) **Designation.** Any meeting other than a meeting at the Annual Convention is a Special Meeting.
- (b) **Convening.** The Board may when it thinks fit, and on written request to the President signed by the nearest whole number over 10% of the voting members in good standing of the Association shall, convene a Special Meeting.
- (c) **Chair.** All Special Meetings shall be chaired by the Chair of the General Assembly; provided that the provisions of Bylaw 12.1(d) shall apply, with the necessary changes, to the chairing of Special Meetings.
- (d) **Notice.** The CEO shall ensure that at least 14 days' notice of a Special Meeting is given to every voting member in good standing and that the notice specifies the purpose of the Special Meeting, unless the Society Act requires a longer period of notice, in which case that longer period of notice shall be given.

## **BYLAW 13.** **MEETINGS OF THE BOARD,** **EXECUTIVE COMMITTEE AND COMMITTEES**

### **13.1 General**

- (a) Questions arising at any meeting to the Board, Executive Committee or any Standing, Ad Hoc or Statutory Committee shall be determined by a simple majority of votes cast, unless otherwise provided, and in case of an equality of votes, the chair of the meeting shall have a casting vote. The Chair of the Board, the Chair of the Executive Committee and, unless otherwise provided in these Bylaws, the Chair of each Standing, Ad Hoc and Statutory Committee shall not otherwise be entitled to vote at his or her respective Board, Executive Committee or committee meeting.
- (b) A resolution approved in writing by all the Directors, all the members of the Executive Committee, or all the members of any Standing, Ad Hoc or Statutory Committee shall be as valid and effective as if it had been passed at a meeting of the Board, Executive Committee or Standing, Ad Hoc or Statutory Committee, as the case may be, duly called and constituted. Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the Board, Executive Committee or Standing, Ad Hoc or Statutory Committee and shall be effective on the date stated thereon or on the latest date stated on any counterpart.
- (c) Any Director, member of the Executive Committee, or member of any Standing, Ad Hoc or Statutory Committee may participate in a meeting of the Board, Executive Committee or any Standing, Ad Hoc or Statutory Committee by means of conference telephone or other communications facility by means of which all participants in the meeting can hear each other and provided that a quorum of such participants agree to such participation. A Director, member of the Executive Committee or member of any Standing, Ad Hoc or Statutory Committee participating in a meeting in accordance with this Bylaw 13.1(c) shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak and vote thereat.
- (d) At least 5 days' prior written notice of every meeting of the Board, the Executive Committee and every Standing, Ad Hoc or Statutory Committee shall be given to the mailing address of the Board, Executive Committee or Standing,

Ad Hoc or Statutory Committee member, as the case may be. A Director, member of the Executive Committee or member of any Standing, Ad Hoc or Statutory Committee may waive notice in any manner before, during or after the meeting of the Board, Executive Committee or Standing, Ad Hoc or Statutory Committee, as the case may be. Attendance at a meeting shall be deemed to constitute a waiver of notice, unless attendance is for the purpose of disputing notice and notice is disputed immediately after the meeting is first brought to order.

### **13.2 Proceedings of the Board; Chair and Vice-Chair**

- (a) The Directors shall meet at regular intervals and no fewer than six times in each year and may dispatch business, adjourn and otherwise regulate their meetings, subject to Bylaw 19, as they think fit.
- (b) The Directors shall elect a member of the Association as Chair and a Director as Vice Chair of the Board. The Chair need not be a Director and will hold office until the adjournment of the third Annual Convention following his or her election. The Vice Chair will hold office until the adjournment of the next Annual Convention following his or her election. At the first meeting of the Board following the Annual Convention each year when a Chair is not required to be elected, the Directors shall consider whether the member then holding the office of Chair should continue to hold that office for the remainder of his or her term. If the Directors then determine that the Chair should not continue to hold that office, then the Directors shall elect another member to hold office until the adjournment of the third Annual Convention following his or her election. The Directors may by special vote remove the Chair or Vice Chair at any time.
- (c) After consultation with the President, the Chair of the Board may, and upon resolution of the Executive Committee or upon request of a majority of the members of the Executive Committee shall, call a meeting of the Board at any time, by giving notice in accordance with Bylaw 13.1(d).
- (d) The Chair of the Board shall preside at every meeting of the Directors. If the Chair has advised the CEO that s/he will not be present at the meeting, is not present within 15 minutes of the time appointed for holding the meeting, or is unwilling or unable to act, the order of succession of chairing the meeting, subject to the same considerations for failure of the Chair of the Board to preside, is as follows:
  - (i) Vice Chair;
  - (ii) President;
  - (iii) President-Elect;
  - (iv) Chair of the General Assembly;
  - (v) Honorary Secretary-Treasurer;
  - (vi) Immediate Past President;

and if none of the above are in attendance, the Directors present shall choose one of their number to be Chair of the meeting.

### **13.3 Executive Committee**

- (a) The Executive Committee may meet and adjourn as it thinks proper.
- (b) The President shall be the Chair of the Executive Committee.
- (c) The President may, and upon request of a majority of the members of the Executive Committee shall, call a meeting of the Executive Committee at any time, by giving notice in accordance with Bylaw 13.1(d).

### **13.4 Emergency Meeting**

- (a) **Executive Committee or Board.** Notwithstanding any other provision of these Bylaws, an emergency meeting of the Executive Committee may be called by the President on 24 hours' notice and an emergency meeting of the Board shall be called by the President upon resolution of the Executive Committee or upon request of a majority of the members of the Executive Committee, on 24 hours' notice.
- (b) **Committee.** The Board may call an emergency meeting of any Standing, Ad Hoc or Statutory Committee on 24 hours' notice.
- (c) **Manner of Notice.** Notice of any emergency meeting called pursuant to this Bylaw may be given in any manner and need not be written.

### 13.5 Committees

- (a) **General.** Except as otherwise provided in this Bylaw 13.5, all Standing, Ad Hoc or Statutory Committee shall meet, at the call of the Chair of the committee, at least once per year and may otherwise meet, at the call of the Chair of the committee, and adjourn as they think proper.
- (b) **Negotiating Committee.** The Chair of the Negotiating Committee may, and upon request of any two members of the Negotiating Committee shall, call a meeting of the Negotiating Committee.
- (c) **Tariff Committee and Review Committee.** The Chair of each of the Tariff Committee and the Review Committee may, and upon request of any two members of the particular committee, shall, call a meeting of that committee.

## **BYLAW 14. AMENDMENTS TO CONSTITUTION AND BYLAWS**

### 14.1 Proposals to Amend

A proposal to amend the Constitution or Bylaws may be made by:

- (a) any voting member in good standing, by way of notice of motion signed by the proposer and one seconder, also being a voting member in good standing, setting out the proposed amendment;
- (b) ordinary resolution of the General Assembly, which shall be considered and acted upon by the Board and submitted at the next Business Session;
- (c) the Board; or
- (d) the Constitution and Bylaws Committee.

### 14.2 Procedure to Amend

- (a) Every proposal to amend the Constitution or Bylaws originating by way of Bylaw 14.1(a), 14.1(b) or 14.1(c) shall be referred to the Constitution and Bylaws Committee who, in consultation with the proposer, shall amend any such proposal to the extent necessary to satisfy legal requirements and to ensure that any proposed amendment is not inconsistent with any other provision of the Constitution and Bylaws not intended to be amended.
- (b) Any amendment to the Constitution or Bylaws originating by way of Bylaw 14.1(d) shall be referred to the Board for its consideration, who may, in consultation with the Constitution and Bylaws Committee, make such revisions to the proposed amendment as it thinks advisable.
- (c) Every proposed amendment to the Constitution or Bylaws shall be in the form of a "Special Resolution to Amend the Constitution and/or Bylaws".
- (d) The CEO shall distribute by mail or electronically:
  - (i) all Special Resolutions to Amend the Constitution and/or Bylaws received by the CEO between January 1 and June 30, inclusive, of the same calendar year and ballots to all voting members in good standing on or before the last business day of October of that calendar year; and
  - (ii) all Special Resolutions to Amend the Constitution and/or Bylaws received by the CEO between July 1 and December 31, inclusive, of the same calendar year and ballots to all voting members in good standing on or before the last business day of April of the following calendar year;

together with a notice specifying the day by which completed ballots and telephone votes must be received, which shall be a date set by the CEO that is between six and eight weeks after the date of distribution.
- (e) Within one week of the date specified in Bylaw 14.2(d) the CEO shall cause the ballots and telephone votes received to be counted. Ballots and telephone votes received after the date specified in the notice shall not be counted.
- (f) All matters relating to the conduct and administration of voting on Constitution and Bylaw amendments, including the appointment of scrutineers and the counting of votes, shall be governed by regulations established by the Board and administered by the CEO.
- (g) In the event of any interruption or disruption of normal mail or other delivery service in British Columbia, the CEO shall have the authority to extend the dates for the distribution of Special Resolutions to Amend the Constitution and/or Bylaws and ballots, for the return of completed ballots, and for the counting of ballots, for such period or periods as the CEO shall consider necessary or advisable.
- (h) A Special Resolution to Amend the Constitution and/or Bylaws shall be effective on the later of:
  - (i) the date of its acceptance by the Registrar of Companies, in accordance with the Society Act; and

- (ii) any later effective date specified in the special resolution.

**BYLAW 15.**  
**REFERENDUM**

**15.1 Requirement**

- (a) The Board shall not approve, adopt, ratify or concur with:
  - (i) any agreement or proposed agreement between the Association and the Government of British Columbia, the Medical Services Commission and/or any paying agency whatsoever relating to direct or indirect compensation for medical services or otherwise relating to contracts for medical services; or
  - (ii) any provincial legislation, proposed provincial legislation, or amendments or proposed amendments to provincial legislation, including the regulations enacted under the Medicare Protection Act as it exists from time to time, which affects the medical profession; or
  - (iii) any agreement or proposed agreement between the Association as bargaining agent for any particular group or groups of physicians within the medical profession, and the payor or any agent of the payor, which relates to direct or indirect compensation for medical services or otherwise relates to contracts for medical services;

unless and until it has been approved by referendum in accordance with this Bylaw 15.
- (b) The Board is entitled to determine that any particular agreement or proposed agreement under Bylaw 15.1(a)(i) applies only to a specific group of members and when making such a determination, the Board shall identify the group of members.

**15.2 Other Matters**

The Board may submit any other matter it thinks appropriate to referendum in accordance with this Bylaw 15.

**15.3 Procedure**

- (a) The CEO shall distribute by mail or electronically:
  - (i) in the case of any matter described in Bylaw 15.1(a)(i) or (ii) or Bylaw 15.2, the referendum information and ballots to all voting members in good standing, subject to Bylaw 15.3(a)(iii); or
  - (ii) in the case of any matter described in Bylaw 15.1(a)(iii), the referendum information and ballots only to all physicians in the group or groups on behalf of whom the Association acted as bargaining agent; or
  - (iii) where the Board has made a determination under Bylaw 15.1(b), the referendum information and ballots only to all voting members in good standing in the group identified by the Board under Bylaw 15.1(b);

together with a notice specifying the date by which the completed ballots and telephone votes must be received, which shall be a date set by the CEO that is between three and five weeks after the date of distribution of the referendum and, in the case of a referendum under Bylaw 15.3(a)(i), specifying that replies are solicited only from those directly effected by the referendum. Ballots and telephone votes received after the date specified in the notice shall be disregarded.
- (b) Voting on the referendum shall be governed by the regulations established by the Board under Bylaw 11.1(f).
- (c) Every referendum shall be decided by a simple majority of votes cast; except the Board may specify a larger majority by which a matter submitted to referendum under Bylaw 15.2 shall be decided.

**PART C**  
**GENERAL**

**BYLAW 16.**  
**QUORUM**

**16.1 General Assembly and Business Session**

The quorum at all meetings of the General Assembly and at all Business Sessions shall be fifty voting members in good standing.

**16.2 Board**

The quorum at all meetings of the Board shall be a majority of the total number of Directors then in office and including Delegates (or Vice Delegates) who represent a majority of the Districts of the Association.



**16.3 Executive Committee**

The quorum at all meetings of the Executive Committee shall be a majority of the total number of members of the Executive Committee then in office.

**16.4 Committees**

The quorum at all Standing, Ad Hoc or Statutory Committee meetings shall be a majority of the committee members then in office.

**16.5 Sections**

The quorum for meetings of any Section may be fixed by the Section and if not so fixed shall be the lesser of twenty or one-third of the members in good standing of the Section.

**BYLAW 17.**  
**AUDITOR**

The Association must have an Auditor, and subject to the Society Act, the Auditor shall be appointed at a Business Session at the Annual Convention.

**BYLAW 18.**  
**RECORDS****18.1 Location of Records**

All documents, copies, registers, minutes and records, including financial records, of the Association shall be kept at the registered office of the Association, or such other place as the Board may determine.

**18.2 Financial Records**

The Association shall cause to be kept proper books of account and accounting records in respect of all financial and other transactions of the Association in order properly to record the financial affairs and condition of the Association and to comply with the Society Act.

**18.3 Inspection of Financial Records**

Unless otherwise determined by the Board, only Directors under guidelines established by the Board from time to time and members of the Audit and Finance Committee shall be entitled to inspect the accounting records of the Association.

**18.4 Minutes**

Minutes of every meeting listed below shall be prepared by the secretary of the meeting or by such other person as the meeting approves, shall be kept at the registered office of the Association, shall, except for the minutes of confidential committees so specified by the Board, be open to inspection by any member in good standing and shall be distributed as follows:

- (i) minutes of all Business Sessions and meetings of the General Assembly shall be distributed to all voting members in good standing in a manner determined by the Board;
- (ii) minutes of all meetings of the Board and of the Executive Committee shall be distributed to all Directors and Vice Delegates;
- (iii) minutes of all meetings of each Standing, Ad Hoc or Statutory Committee shall be distributed to the members of that committee and to the Directors on their request;
- (iv) all Sections, Affiliated Medical Societies and Associated Societies shall distribute the minutes of their meetings to their respective members in good standing and to the CEO; and
- (v) the Society of Specialists and the Society of General Practitioners shall distribute the minutes of their meetings to their respective members in good standing and to the CEO.

**18.5 Copy of Constitution and Bylaws**

The Association shall furnish a member with a copy of the Constitution and Bylaws in accordance with the requirements of the Society Act.

**BYLAW 19.**  
**RULES OF ORDER**

Except where otherwise specifically provided in these Bylaws, the current edition of Robert's Rules of Order Newly Revised shall govern all procedural matters at all meetings of the Association, the Board, the Executive Committee and all Standing, Ad Hoc or Statutory Committees.

**BYLAW 20.**  
**NOTICES**

Notices shall be in writing and may be delivered by prepaid mail, personal delivery, telex, telecopier or other form of electronic transmission of written material, to the mailing address of a member. Calculation of the time of giving notice shall be from the time the notice leaves the registered address of the Association. Accidental failure to give notice or failure of a particular member to receive a notice shall not affect the validity of the meeting or other process for which the notice is given. Notice shall be deemed received, if mailed, on the third business day following the date of mailing thereof, if delivered, on delivery, and if telexed, telecopied or otherwise transmitted electronically, on the day of being telexed, telecopied or electronically transmitted.



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## **APPENDIX “A”**

### **Recognized Sections**

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 Section of Anaesthesia  
 Section of Cardiac Surgery  
 Section of Chest Surgery  
 Section of Community and Rural Specialists of Internal Medicine  
 Section of Dermatology  
 Section of Emergency Medicine  
 Section of General Practice  
 Section of Gastroenterology  
 Section of General Surgery  
 Section of Hospital Medicine  
 Section of Laboratory Medicine  
 Section of Neurology  
 Section of Neurosurgery  
 Section of Obstetrics and Gynaecology  
 Section of Occupational Medicine  
 Section of Ophthalmology  
 Section of Orthopaedics  
 Section of Otolaryngology  
 Section of Paediatrics  
 Section of Physical Medicine & Rehabilitation  
 Section of Plastic Surgery  
 Section of Psychiatry  
 Section of Radiology  
 Section of Rheumatology  
 Section of Sport Medicine  
 Section of Urology  
 Section of Vascular Surgery

## **APPENDIX “B”**

### **Senior Staff**

CEO  
 Chief Operating Officer  
 Director of Communications and Public Affairs  
 Director of Economics  
 Director of Negotiations  
 Director of Policy and Planning  
 Director of Professional Relations

## **APPENDIX “C”**

### **Standing Committees**

Archives  
 BCMA Utilization  
 BC Medical Journal Editorial Board  
 Building Management  
 CMPA Rebate Program  
 Constitution & Bylaws  
 Continuing Medical Education Fund Advisory  
 Continuing Medical Education Nucleus  
 Continuing Medical Education Fund Trust  
 Contributory Professional Retirement Savings Plan (CPRSP) Administrative  
 Council on Communications and Public Affairs (CPAC)  
 Council on Health Economics and Policy (CHEP)  
 Council on Health Promotion (COHP)  
 ICBC Liaison  
 Income Tax  
 Information Technology  
 Insurance  
 Joint MCS/BCMA Utilization  
 Joint Northern Isolation Allowance  
 Membership  
 MSC Search and Evaluation  
 Negotiating Advisory Group  
 Patterns of Practice  
 Pharmacy and Therapeutics  
 Physicians Disability Insurance Plan and Maternity Leave Benefit Plan Trustees  
 Physician Health Program  
 Professional Advisory Committee to the Ministry of Health  
 Reference  
 Regional Support Advisory  
 Resolutions  
 Rural Negotiating  
 Sessional Negotiating  
 WCB Fee-For-Service Negotiating  
 WCB Liaison  
 WCB Salaried Physicians Negotiating

# BRITISH COLUMBIA

## MEDICAL ASSOCIATION

### ELECTORAL DISTRICTS

