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doctors of bc

Constitution and Bylaws of the Association of Doctors of BC

Amended September 2026

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Constitution of the Association of Doctors of BC

1) The name of the society is the Association of Doctors of BC, hereinafter referred to as the Association.
2) The Association is a member funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, the Association may distribute its money and other property to its members.
3) The purposes of the Association 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 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;
    e. 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;
    f. 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;
    g. to recognize outstanding contribution and service to the medical profession;
    h. to provide financial, advisory or other assistance to individuals or groups having a purpose or purposes similar or beneficial to those of the Association;
    i. 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.

Bylaw 1: Interpretation

1.1 Definitions

In these Bylaws the following words are defined as follows:

"**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;

"**CMA**" means the Canadian Medical Association;

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

"**Directors at Large**" means the members of the Board of Directors other than the Officers;

"**electronic means**" means any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, electronic, radio, computer or internet-based technology or other communication facility or medium, that:

(i) in relation to a meeting or proceeding, permits all participants to communicate with each other; and

(ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions;

"**Family Physician**" means a member of the College who is not a Specialist;

"**mailing address**" means the address, including email 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;

"**Joint Committee**" means a committee of the Association 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;

"**Officers**" means the members holding the offices of President, President-Elect and Immediate Past President in accordance with these Bylaws;

"**registered address**" when referring to any member means the member's business address, and when referring to the Association means the address of the Association registered with the Registrar of Companies under the Societies 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;

"**Societies Act**" means the Societies Act of the Province of British Columbia as from time to time enacted and all amendments to it and includes any regulations made pursuant to it;

"**special resolution**" has the meaning set out in the Societies Act;

"**special vote**" with reference to:

(a) a resolution or action of a committee means a resolution passed by not less than 2/3 (rounded down to the nearest whole) of the votes of the members of the committee 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

(b) a resolution or action of the Board means a resolution passed by not less than 2/3 (rounded down to the nearest whole) of the votes of the Directors then in office and of which not less than 14 days' notice specifying the intention to propose the special vote has been given.

"**Specialist**" means a member recognized as a specialist by the College.

1.2 Except where otherwise provided, the definitions in the Societies 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.

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 by making application in the approved form and sending it to the CEO at the registered office of the Association, together with the established membership fee, if any.

2.2 Classes of Membership

The Association has four classes of membership. For the purposes of this Bylaw 2.2, a physician resides in British Columbia if their principal home address is in the Province.

(a) **Ordinary Members** – Physicians who (a) hold a valid registration issued by the College; and (b) are working as a physician in British Columbia, are eligible to apply to the Association to become Ordinary Members. The Board may, from time to time, establish sub-categories of Ordinary Members, which may include exceptions to the requirement to be a College registrant and working in British Columbia.

(b) **Professionally Inactive Members** – Members who (a) reside in British Columbia; (b) are largely clinically inactive as a physician; and (c) have been an Ordinary Member or an Out of Province Member (or a combination of both) for at least three years immediately prior to application, are eligible to apply to become Professionally Inactive Members. Professionally Inactive Members:

(i) may not be nominated for, elected to, or hold the office of Officer, Director at Large, or RA District, Rural or Indigenous-serving delegate;

(ii) may not vote in elections for Officer or Representative Assembly District, Rural or Indigenous-serving delegate;

(iii) unless otherwise determined by the Board, may not vote in any referenda;

(iv) may attend and vote at the annual general meeting and special meetings of the Association; and

(v) may be a voting member of any statutory, standing, ad hoc, Joint or external committee.

(c) **Medical Student Members –** A medical student enrolled in an accredited Canadian medical school is eligible to apply to become a Medical Student Member. Medical Student Members:

(i) may not be nominated for, elected/appointed to, or hold any office, including that of Officer, Director at Large, Speaker, or Deputy Speaker, or Representative Assembly delegate other than the Medical Student Undergraduate Representative Assembly delegate;

(ii) may not vote in any election, other than at the Representative Assembly as the Medical Student Undergraduate Representative Assembly delegate, or any referenda;

(iii) may attend in a non-voting capacity at the annual general meeting and special meetings of the Association; and

(iv) may be a voting member of any statutory, standing, ad hoc, Joint or external committee, if and only if enrolled in an accredited British Columbia medical school.

(d) **Out of Province Members** – Members who (a) may do minimal clinical work in British Columbia but do not reside in British Columbia; and (b) have been an Ordinary Member or a Professionally Inactive Member for at least two years immediately prior to application, or a Medical Student Member who has graduated within one year of application, are eligible to apply to become Out of Province Members. Out of Province Members:

(i) may not be nominated for, elected/appointed to, or hold any office, including that of Officer, Director at Large, Representative Assembly delegate, Speaker, or Deputy Speaker;

(ii) may not vote in any election or referenda;

(iii) may attend in a non-voting capacity at the annual general meeting and special meetings of the Association; and

(iv) may not be a voting member of any statutory, standing, ad hoc, Joint or external committee.

2.3 Good Standing

All members are in good standing except a member who:

(a) has failed to pay their membership fee on or before the 31st day of March of the current year;

(b) unless the Board determines otherwise, has failed to pay any special assessment, levy or debt due and owing by them to the Association;

(c) is suspended by the Board in accordance with Bylaw 2.7; or

(d) is suspended from practice by the College,

and such member is not in good standing so long as the fee, special assessment, levy or debt remains unpaid, or the suspension remains in effect. A member who has failed to pay their membership fee on or before the 30th day of June of the current year or fails to pay any special assessment levy or any other debt due and owing by them to the Association within three months of the date such becomes due, shall cease to be a member of the Association. A member not in good standing shall continue as a member for insurance and pension purposes, but shall not enjoy any other rights and privileges of membership until they are restored to good standing status, including, but not limited to, the right to:

(e) vote on any matter including elections and referenda;

(f) hold office, including that of Officer, Director at Large, Representative Assembly delegate, Speaker, or Deputy Speaker;

(g) attend and vote at the Annual General Meeting and special meetings of the Association; and

(h) be a voting member of any statutory, standing, ad hoc, Joint or external committee.

2.4 Conditions of Membership

Every member of the Association, as a condition of membership, agrees:

(a) to accept, uphold and be governed by the Bylaws of the Association in force from time to time;

(b) to abide by the rulings of the Chief Electoral Officer; and

(c) waive any right or claim to damages or any action for any other relief in any way arising from or relating to any ruling of the properly constituted authorities of the Association.

2.5 Dues

The Board shall establish the dues, if any, for all classes of membership subject to required approval of the Representative Assembly.

2.6 Cessation of Membership

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

(a) on submitting their written resignation to the CEO at the registered address of the Association;

(b) on their death;

(c) in accordance with Bylaw 2.3;

(d) on having been expelled in accordance with Bylaw 2.7;

(e) on no longer qualifying for a membership class under Bylaw 2.2; or

(f) upon their College registration being terminated for disciplinary reasons, subject to the time for expulsion being extended at the discretion of the Board to allow the member the opportunity to exhaust any appeal of the disciplinary decision.

2.7 Suspension or Expulsion

Despite any other provision in these Bylaws, the Board may suspend or expel a member from the Association who, in the opinion of the Board, has not conducted themselves in accordance with these Bylaws or has acted in a dishonorable or unprofessional manner. Such a member shall receive at least 14 days' notice of the meeting of the Board at which suspension or expulsion of the member will be considered and shall be given the opportunity to make oral or written submissions to the meeting. A suspended member is a member not in good standing for the period of the suspension.

Bylaw 3: Affiliations

3.1 Affiliated Societies

(a) **Affiliated Medical Society** – An Affiliated Medical Society shall be a society validly incorporated and in good standing under the Societies Act representing legally qualified practitioners of medicine that has made written application to the Board for affiliation and has been recognized by the Board as an Affiliated Medical Society.

(b) **Requirement to File Information** – Every Affiliated Medical Society shall:

(i) keep a current and accurate copy of its Constitution and Bylaws with the Association;

(ii) file a current and accurate copy of its membership list and list of directors and officers with the Association within 30 days of a written request, and

(iii) provide a copy of minutes of its meetings to the Association within 30 days of a written request,

and any Affiliated Medical Society that fails to do so may have its recognition as an Affiliated Medical Society revoked by the Board.

(c) **Information and Assistance** – An Affiliated Medical 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, but any financial assistance may be given only if first approved by the Board.

(d) **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 and no Affiliated Medical 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) A Section may be established to represent the interests of physicians who:

(i) belong to a particular branch of the practice of medicine; or

(ii) have a common economic interest; or

(iii) belong to any other group that may be recognized by the Board;

by submitting an application to the Board and recognition of a new Section shall be by ordinary resolution of the Board on the recommendation of the Representative Assembly.

(b) Written application for recognition by the Association as a Section shall be made by no fewer than twelve members and the application, with such information as required, shall be presented to the Board not less than two months before the scheduled meeting of the Representative Assembly at which the application will be considered.

(c) All members of a Section must be members in good standing of the Association.

4.2 Revocation of Recognition

A Section's recognition shall be revoked by an ordinary resolution of the Board after consultation with the Representative Assembly.

4.3 Duties

The duties of a Section shall include:

(a) discuss matters relating to its interests and make recommendations to the Representative Assembly, the Board, Association committee(s), or other societies for consideration;

(b) keep accurate and current records of the business of the Section;

(c) deal with any matters referred to it by the Representative Assembly or the Board;

(d) file a current and accurate copy of its membership list and list of directors and officers with the Association within 30 days of a written request;

(e) maintain a current and accurate copy of its Constitution and Bylaws or rules and regulations on file with the Association;

(f) provide copies of minutes of its meetings to the Association within 30 days of a written request; and

(g) respond in writing within 30 days to any inquiry of the Board or the Representative Assembly.

4.4 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: Consultant Specialists of BC and BC Family Doctors

5.1 The Society of Specialists and Surgeons of BC

The Society of Specialist Physicians and Surgeons of BC ("Consultant Specialists of BC") is hereby recognized by the Board as representing the members of the Association who are members of the Specialist sections of the Association, provided it remains a society in good standing under the Societies Act.

5.2 Society of General Practitioners

The Society of General Practitioners of BC ("BC Family Doctors") is hereby recognized by the Board as representing the members of the Association who are members of the Section of Family Medicine of the Association, provided it remains a society in good standing under the Societies Act.

5.3 Recognition

The Consultant Specialists of BC and BC Family Doctors shall each shall file with the CEO:

(a) any amendments to their respective Constitution and Bylaws for the approval of the Board;

(b) a current and accurate copy of their Constitution and Bylaws;

(c) current evidence of their valid incorporation and good standing under the Societies Act; and

(d) their list of members and officers/directors and minutes of their meetings, within 30 days of a written request,

and shall respond in writing within 30 days to any inquiry of the Board, the Representative Assembly 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 Consultant Specialists of BC or BC Family Doctors, as the case may be, if that society fails to comply with Bylaw 5.3; and

(b) revoke the recognition of the Consultant Specialists of BC, or BC Family Doctors, as the case may be, if:

(i) the membership of the Consultant Specialists of BC 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 BC Family Doctors is less than 50% of the members of the Association who are members of the Section of Family Medicine of the Association;

and the representatives on the Review Committee and the Negotiating Committee, 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 Consultant Specialists of BC and BC Family Doctors each shall have the right, as specified in Bylaw 11.9(f), to appoint voting members in good standing as representatives and alternate representatives to the Review Committee. The Consultant Specialists of BC and BC Family Doctors shall each notify the CEO of their representatives and alternate representatives for the Review Committee, as required by the Board.

(b) **To the Negotiating Committee** – The Consultant Specialists of BC and BC Family Doctors each shall have the right, as specified in Bylaw 11.9(d), to nominate voting members in good standing as members of the Negotiating Committee and each shall notify the CEO of their nominees.

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 Consultant Specialists of BC or BC Family Doctors and the Consultant Specialists of BC and BC Family Doctors 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 **Districts**

(a) The province shall be divided into 10, or such other number as the Board may determine from time to time, geographic districts for the purposes of geographic representation in the Representative Assembly.

(b) A member's registered address shall determine their district.

Bylaw 7: Officers

7.1 Officers

The Officers of the Association shall consist of:

(a) the President;

(b) the President-Elect; and

(c) the Immediate Past President.

7.2 Duties of Officers

(a) The President shall:

(i) be a Board Director;

(ii) be a voting member of any committee where they are appointed as a full member of the committee in accordance with the Bylaws;

(iii) be an ex officio non-voting member of all Association committees where they are not a full member of the committee;

(iv) enforce the due observance of the Constitution and Bylaws;

(v) represent or appoint an alternate to represent the Association in all its official contacts with other medical, scientific, sociological or other bodies;

(vi) be the official spokesperson of the Association; and

(vii) perform other such duties as usually pertain to the office of President.

(b) The President-Elect shall:

(i) be a Board Director;

(ii) be a voting member of any Association committee where they are appointed as a full member of the committee in accordance with the Bylaws;

(iii) be an ex officio non-voting member of all Association committees where they are not a full member of the committee;

(iv) assist the President in the performance of the President's duties;

(v) in the absence of or at the request of the President, perform any or all of the duties and functions of the President; and

(vi) if the office of President becomes vacant for any reason, serve as Acting President for the remainder of the President's term.

(c) The Immediate Past-President shall:

(i) be a Board Director; and

(ii) be a non-voting member of the Representative Assembly and a member of other committees as specified in these Bylaws.

7.3 Officer Election and Term of Office

(a) The President-Elect shall be elected annually by the members in accordance with these Bylaws and election policies as approved by the Board from time to time. The President-Elect will serve as President upon completion of the term of office as President-Elect and will serve as Immediate Past President upon completion of the term of office as President.

(b) An Officer position is assumed on January 1 of the year the term commences and is relinquished on December 31 of the year the term ends.

(c) An Officer shall be an Ordinary Member in good standing throughout their term as an Officer.

7.4 Removal of Officers

An Officer may be removed by special resolution of the voting members in good standing in accordance with Bylaw 12.4.

Bylaw 8: Board of Directors

8.1 Management of Affairs of Association

Subject to the Societies Act and the Constitution and Bylaws, the activities and internal affairs of the Association shall be managed by the Board of Directors which may delegate any of its powers and duties to a committee, a member, or the CEO for a designated purpose.

8.2 Composition of Board

(a) The Board shall be composed of the Officers and eight Directors at Large.

(b) Subject to Bylaw 8.2(c), four Directors at Large will be Family Physicians and four will be Specialists.

(c) If, at the time of any election for a vacant Director at Large position, the President and Immediate Past President are both Specialists or are both Family Physicians, then one or more of the vacant Director at Large positions will be limited to members of the opposite discipline as necessary to retain a general balance of Specialists and Family Physicians.

(d) No member may be a Director and a voting member of the Representative Assembly concurrently.

8.3 Election and Term

(a) Directors at Large shall be Ordinary Members in good standing of the Association elected by the Representative Assembly from amongst candidates nominated by and from the membership and shall hold a term of three years.

(b) A Director at Large position is assumed on January 1 of the year the term commences and is relinquished on December 31 of the year the term ends.

8.4 Management of Affairs of Association

No member shall serve as a Director more than six years within a 10-year period.

8.5 Extension of Term Limit for officers

Notwithstanding Bylaw 8.4, the term limit of a Director who is elected as President-Elect shall be extended or suspended until such person ceases to hold the office of Immediate Past President.

8.6 Chair and Vice Chair of Board

(a) The Chair and Vice Chair of the Board shall be appointed by and from the Board for such term or terms as the Board determines, provided that the term of appointment does not exceed the member's available remaining term as a Director.

(b) The Chair and Vice Chair each have one vote, even in the event of a tie.

8.7 Remuneration

Directors shall be remunerated for acting in their capacity as Director as determined by ordinary resolution of the Representative Assembly and may be reimbursed for reasonable expenses necessarily incurred while engaged in the business of the Association.

8.8 Meetings

The Board shall meet at the call of the Chair, at least four times per year and at such other times as the Chair deems advisable.

8.9 Observers

Any member who has notified the Chair in advance may attend the meeting as an observer. The Chair may, at any time, determine that all or a portion of a meeting shall be closed to observers.

8.10 Liability of Directors and Other Officials

Subject to the Societies Act, the members shall not hold Directors, Officers, Representative Assembly Delegates or the CEO or any other member acting on their behalf individually or collectively liable for decisions/actions taken in good faith on behalf of the Association.

8.11 Responsibilities of the Board

(a) 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 8, 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 (b) 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.

(b) **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.

(c) **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.

(d) **Borrow**

Subject to the Societies 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); and

(iv) issue debentures subject to the provisions of the Societies Act.

Bylaw 9: Senior Managers

9.1 Appointment of Chief Executive Officer

The Board shall appoint a Chief Executive Officer of the Association to manage the activities and internal affairs of the Association.

9.2 Chief Executive Officer

Without the limiting the generality of Bylaw 9.1, the Chief Executive Officer shall:

(a) be the chief administrative officer of the Association and as such supervise and manage the administration of Association affairs;

(b) be responsible to the Board for the administration of Association policies;

(c) arrange and manage all transactions and services to be rendered on behalf of the Association through its financial institutions as directed by the Board;

(d) assume such duties as described in these Bylaws and those as may be assigned by the Board from time to time;

(e) be responsible for the preparation and custody of all the correspondence, minutes, resolutions, books and records of the Association; and

(f) regularly report to and advise the Board on all matters relevant to the affairs of the Association.

Bylaw 10: Representative Assembly

10.1 Mandate

The Representative Assembly shall represent members' interests, provide a forum for members to discuss issues of importance to the profession and provide guidance to the Board.

10.2 Responsibilities

The Representative Assembly shall have the power and authority to act for and on behalf of members as it considers proper. Without restricting the generality of the foregoing, the Representative Assembly shall:

(a) elect Directors at Large of the Board from amongst candidates nominated by and from the membership;

(b) monitor Board performance;

(c) have the power to remove a Director at Large from the Board by special resolution;

(d) elect the Speaker and Deputy Speaker of the Representative Assembly from amongst candidates nominated by and from the membership;

(e) elect Members-at-Large of the Audit and Finance Committee, Nominating Committee and the Governance Committee from amongst candidates nominated by and from the membership;

(f) make recommendation on policy and other broad objectives to the Board, including negotiations;

(g) approve any increase or decrease to membership fees;

(h) review and approve sending Bylaw amendment proposals from members to referendum in accordance with Bylaw 16; and

(i) consider recommendations from the Board.

10.3 Composition

Subject to Bylaw 10.4, the Representative Assembly shall be composed of:

(a) the following voting delegates

(i) two delegates from each geographic district, one of whom shall be a Specialist and one of whom shall be a Family Physician;

(ii) with the exception of the Section of Family Medicine, one delegate from each section duly recognized under these Bylaws;

(iii) 34 Section of Family Medicine delegates, or such other number as is required to equal the number of sections in place under Bylaw 10.3(a)(ii) from time to time, other than the Section of Family Medicine;

(iv) two delegates who provide services to the First Nations Health Authority or in other Indigenous health contexts, one of whom shall be a Specialist and one of whom shall be a Family Physician;

(v) four delegates providing services in a rural community within the scope of the Rural Subsidiary Agreement, two of whom shall be Specialists and two of whom shall be Family Physicians;

(vi) one Consultant Specialists of BC delegate;

(vii) one BC Family Doctors Delegate;

(viii) one delegate from the Medical Undergraduate Society;

(ix) one delegate from Resident Doctors of BC; and

(x) one delegate from the CMA.

(b) the following non-voting delegates

(i) the Speaker;

(ii) the Deputy Speaker;

(iii) the Officers; and

(iv) Directors at Large,

and all delegates of the Representative Assembly must be eligible members in good standing of the Association.

10.4 <u>Alteration of Representative Assembly Composition</u>

The number and allocation of seats at the RA shall be altered by:

(a) a special resolution of the Representative Assembly ratified by the Board; or

(b) the recognition or revocation of a section in accordance with Bylaws 4, 10.3(a)(ii) or 10.3(a)(iii); or

(c) a change in the number of geographic districts pursuant to Bylaw 6.1 (b).

10.5 Elections, Appointments and Terms

(a) District delegates must be nominated and elected by the members registered in the district, and shall hold a term of three years.

(b) Section delegates shall be appointed by their respective section and shall hold a term of three years.

(c) Rural delegates shall be nominated and elected by physicians practicing in communities within the scope of the Rural Subsidiary Agreement and shall hold a term of three years.

(d) Indigenous-serving delegates shall be nominated and elected by members who provide services to the First Nations Health Authority or in other Indigenous health contexts and shall hold a term of three years.

(e) The Consultant Specialists of BC delegate shall be appointed by the Consultant Specialists of BC and shall hold a term of one year.

(f) The BC Family Doctors delegate shall be appointed by BC Family Doctors and shall hold a term of one year.

(g) The Medical Undergraduate Society delegate shall be appointed by the Medical Undergraduate Society and shall hold a term of one year.

(h) The Resident Doctors of BC delegate shall be appointed by the Resident Doctors of BC and shall hold a term of one year.

(i) A delegate position is assumed on January 1 of the year and is relinquished on December 31 of the year the term ends.

(j) The CMA delegate shall hold a term equivalent to their term as Doctors of BC Divisional Director on the CMA Board.

(k) Delegate positions may not be filled by the same individual for more than 6 years within a 10-year period unless elected by acclamation.

10.6 Principles for Appointment of Section of Family Medicine Delegates

The Section of Family Medicine's delegates shall be appointed in accordance with the following principles:

(a) representation shall be maintained from all geographical areas of the province;

(b) physicians within their early years of practice shall be recognized; and

(c) the diversity of practice focus and styles shall be recognized.

10.7 Term Limits

Subject to Bylaw 10.5(k), there are no term limits for voting delegates on the Representative Assembly.

10.8 Extension of Term Limit

Notwithstanding Bylaw 10.7, the term limit of a voting delegate of the Representative Assembly shall be extended or suspended for a period equal to the time served as a delegate from the Medical Undergraduate Society or the Resident Doctors of BC.

10.9 Speaker and Deputy Speaker

(a) The Speaker and Deputy Speaker of the Representative Assembly may serve two consecutive three year terms and shall not be entitled to vote on matters before the Representative Assembly.

(b) A Speaker or Deputy Speaker position is assumed on January 1 of the year the term commences and is relinquished on December 31 of the year the term ends.

10.10 Extension of Term Limit for Deputy Speaker

Notwithstanding Bylaw 10.9, the term limit of a Deputy Speaker who is elected as Speaker shall be extended until such person ceases to hold the office of Speaker.

10.11 Role of Speaker and Deputy Speaker

The Speaker shall preside over all meetings of the Representative Assembly. The Deputy Speaker shall carry out the duties of the Speaker in the absence of or at the request of the Speaker.

10.12 Remuneration

Representative Assembly delegates, including the Speaker and Deputy Speaker, shall be remunerated for acting in their capacity as Representative Assembly delegates as determined by ordinary resolution of the membership at the

Annual General meeting and may be reimbursed for reasonable expenses necessarily incurred while engaged in the business of the Representative Assembly.

10.13 Meetings

The Representative Assembly shall meet at the call of the Speaker, at least three times per year and at such other times as the Board deems advisable.

10.14 Observers

Any Association member who has notified the Speaker in advance may attend the meeting as an observer. The Speaker may, at any time, determine that all or a portion of a meeting shall be closed to observers.

Bylaw 11: Committees

11.1 Establishment and Delegation to Committees

(a) The Board may establish such standing and ad hoc committees, working groups or task forces as may from time to time be required. Any such committee will limit its activities to the purpose or purposes for which it is established and will have no powers except those specifically conferred by a Board resolution.

(b) Subject to the Societies Act and these Bylaws, the Board may delegate any, but not all, of its powers to committees which may be in whole or in part composed of Directors as it thinks fit.

11.2 Ad Hoc Committees

(a) An ad hoc committee must be created for a specified time period only.

(b) An ad hoc committee will automatically be dissolved upon the earlier of the following:

(i) the completion of the specified time period; or

(ii) the completion of the task for which it was created.

11.3 Terms of Reference and Rules

In the event the Board decides to establish a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers to the Board at such times as the Board may determine.

11.4 Dissolution of Committee

The Board may dissolve any standing or ad hoc committee.

11.5 Committee Members

The Board shall appoint members in good standing to the following types of committees in accordance with these Bylaws, the policies of the Board as determined from time to time, and any external legislative or other requirements, as applicable:

(a) statutory committees as set out in these Bylaws;

(b) standing committees;

(c) ad hoc committees;

(d) Joint Committees; and

(e) external committees.

11.6 Vacancies

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

11.7 Removal of Committee Members

Any committee member appointed by the Board may be removed by the Board.

11.8 Remuneration

Committee members may be remunerated for acting in their capacity as a committee member as determined by ordinary resolution of the Board and may be reimbursed for reasonable expenses necessarily incurred while engaged in the business of the committee.

11.9 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. two Directors elected by the Board;

C. three Members-at-Large, who are not Directors, elected by the Representative Assembly; and

D. 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 Board shall appoint the Chair of the Committee from amongst the Committee members.

(iv) The 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 Government of British Columbia or its agencies.

(v) The Committee has the authority to conduct any investigation related to the fulfillment of its duties and shall report to the Board on the results of any such investigation.

(vi) The Committee shall have direct access to the external auditors and the 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. four Members-at-Large, who are not Directors, elected by the Representative Assembly; and

D. one Director elected by the Board.

(ii) The Board shall appoint the Chair of the Committee from amongst the Committee members.

(iii) The Nominating Committee shall:

A. oversee nominations for all positions to be elected by the members;

B. make recommendations to the Board regarding appointees for committees the members of which are elected or appointed by the Board; and

C. advise the Board on issues related to nominations and related matters.

(c) **Governance Committee**

(i) The Governance Committee shall consist of:

A. the Immediate Past President;

B. four Members-at-Large, who are not Directors, elected by the Representative Assembly;

C. one Director elected by the Board; and

D. the Chair of the Board.

(ii) The Board shall appoint the Chair of the Committee from amongst the Committee members.

(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; oversee evaluation of all committees; and

E. supervise extraordinary governance reviews.

(d) **Negotiating Committee**

(i) 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 Consultant Specialists of BC, 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 BC Family Doctors, 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 Family Physician 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.

(ii) One of the five members of the Negotiating Committee appointed by the Board must be a member in good standing who is practicing in a community within the scope of the Rural Subsidiary Agreement.

(iii) If the Consultant Specialists of BC or BC Family Doctors does not provide a list of three nominees in accordance with Bylaw 11.9(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.

(iv) 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.

(v) A member of the Negotiating Committee may be removed by the Board, and their replacement appointed by the Board, subject to the following:

A. if the member so removed was appointed in accordance with Bylaw 11.9(d)(i)(A) or (B), then the replacement member will be chosen from a new list of three nominees provided under Bylaw 11.9(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, Family Physician, or a member who had experience with compensation for medical services on a sessional, service contract or salary basis and was appointed under Bylaw 11.9(d)(i)(C), then the replacement member shall also be a Specialist, Family Physician or a member who has experience with compensation for medical services on a sessional, service contract or salary basis, as the case may be.

(vi) Subject to the Board establishing one or more other negotiating

committees under paragraph (viii) of Bylaw 11.9(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.

(vii) Appointments to the Negotiating Committee shall be for a term of three years or for a period that will allow the conclusion of the pending negotiations, whichever period is shorter.

(viii) 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.

(ii) The Tariff Committee shall, in accordance with regulations established by the Board from time to time pursuant to its power under Bylaw 8.11(c):

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 11.9(f), the Review Committee shall consist of:

A. two members who shall be appointed by the Board, consisting of one member of the Consulting Specialists of BC and one member of BC Family Doctors;

B. one member who shall be appointed by BC Family Doctors;

C. one member who shall be appointed by the Consulting Specialists of

BC; and

D. a non-physician Chair who shall be appointed pursuant to paragraph (iii) below;

each of whom shall hold their position until a decision is made pursuant to paragraph (v) or (vi) as applicable, 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 or member of the Tariff Committee may also be a member of the Review Committee. A Director or member of the Tariff Committee who accepts an appointment to the Review Committee must first resign as a Director or Tariff Committee member, and if they fail to resign, is deemed to have resigned upon accepting an appointment to the Review Committee.

(iii) Upon receipt of a referral from a Section under paragraph (iv), 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 Consulting Specialists of BC and BC Family Doctors shall appoint the Chair of the Committee from the list. If BC Family Doctors and the Consultant Specialists of BC 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 BC Family Doctors, the Consultant Specialists of BC or the Board may apply to the Supreme Court of British Columbia, pursuant to the 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 for a review by the Review Committee by writing to the CEO within ninety (90) days after the date of distribution of the Board's decision.

(v) The Review Committee shall in accordance with paragraph (vi), make a decision on a reference it receives under this Bylaw 11.9(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 Consultant Specialists of BC, BC Family Doctors, 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.

Bylaw 12: Absence, Vacancy and Removal of Elected and Appointed Members

12.1 Absence from Meetings

Every Director at Large and every Representative Assembly Delegate must notify the CEO of the reason for their absence from any meeting they are required to attend.

12.2 Directors at Large Deemed Resignation

A Board Director at Large shall be deemed to have resigned the Director at Large position if they:

(a) cease to be an Ordinary member in good standing;

(b) are absent from more than two Board meetings in a year, with a year being from January 1 to December 31, unless otherwise excused by the Board; or

(c) are elected and accept the position of President-Elect, Representative Assembly Delegate, Speaker or Deputy Speaker.

12.3 Representative Assembly Delegates Deemed Resignation

A Representative Assembly delegate shall be deemed to have resigned the delegate position if they:

(a) cease to be an eligible member in good standing;

(b) are absent from two or more Representative Assembly meetings in a year, with a year being from January 1 to December 31, unless otherwise excused by the Speaker or Deputy Speaker;

(c) cease to have a registered address in the district they represent;

(d) cease to be a member of the organization that appointed them; or

(e) is elected and accepts the position of President-Elect, Board Director at Large, Speaker or Deputy Speaker.

12.4 Removal and Replacement of President-Elect, President and Immediate Past President

(a) The President-Elect, President or Immediate Past President may be removed from office by a special resolution of the voting members in good standing,

the voting on which shall be conducted by mail ballot, electronic ballot, or any combination thereof, as determined by the Board.

(b) A special resolution for the removal of the President-Elect, President or Immediate Past President, may be initiated by special vote of the Board, and shall be initiated:

(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.

(c) Within 14 days of the initiation of a special resolution to remove the President-Elect, President or Immediate Past President, 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 position proposed to be removed; and

(ii) a notice specifying the date by which completed ballots 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.

(d) Any vacancy in the position of a President-Elect, President or Immediate Past President, whether by removal or resignation, shall be filled for the remainder of the elected term as follows:

(i) the President shall be replaced by the President-Elect, who shall in addition to the duties of President-Elect, serve the remainder of the term as Acting President and then continue to assume the office of President.

(ii) the President-Elect shall be replaced by an election held pursuant to Bylaw 13;

(iii) the Immediate Past President shall not be replaced.

12.5 Removal and Replacement of Board Directors at Large

(a) A Board Director at Large may be removed from office by a special resolution of the Representative Assembly.

(b) Any vacancy in the position of a Board Director at Large may, at the discretion of the Board, be filled in accordance with Bylaw 13 for a term of the Board's determination.

(c) If the composition of the Board falls below the minimum requirements in the Societies Act, all vacancies shall be promptly filled in accordance with Bylaw 13 for the terms set out in Bylaw 8.3(a).

12.6 Removal and Replacement of Appointed Representative Assembly Delegates

(a) Appointed Representative Assembly delegates may be removed from office by the organization or Section that appointed them.

(b) Any vacancy in the position of an appointed Representative Assembly delegate, whether by removal or resignation, shall be filled by the organization or Section that appointed them for either the remainder of the term or for a full term, at the discretion of the Chief Electoral Officer.

12.7 Removal and Replacement of Elected Representative Assembly Delegate

(a) An elected Representative Assembly delegate may be removed from office by special resolution of the voting members in good standing of the class eligible to vote for that Representative Assembly delegate.

(b) A special resolution for the removal of an elected Representative Assembly delegate may be initiated by special vote of the Board, and shall be initiated:

(i) by written petition to the CEO signed by 20% of the voting members in good standing of the class eligible to vote for that Representative Assembly delegate; or

(ii) by ordinary resolution of the Representative Assembly.

(c) Within 14 days of the initiation of a special resolution to remove an elected Representative Assembly Delegate, 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 elected Representative Assembly delegate proposed to be removed; and

(ii) a notice specifying the date by which completed ballots 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.

(d) Any vacancy in the position of an elected Representative Assembly delegate whether by removal or resignation shall be filled in accordance with Bylaw 13 for the remainder of the term or for a full term, at the discretion of the

Chief Electoral Officer.

12.8 Removal and Replacement of Speaker or Deputy Speaker

(a) The Speaker or Deputy Speaker may be removed from office by a special resolution of the Representative Assembly.

(b) Any vacancy in the position of Speaker or Deputy Speaker, whether by removal or resignation, shall be filled as follows:

(i) the Speaker shall be replaced by the Deputy Speaker, who shall serve as Speaker for the remainder of the term; and

(ii) the Deputy Speaker shall be replaced by an election held pursuant to Bylaw 13 for the remainder of the term.

12.9 Resignation, Removal and Replacement of CMA Divisional Directors

(a) An Association CMA Divisional Director shall resign, be removed and be replaced in accordance with the CMA Bylaws.

Bylaw 13: Elections

13.1 Elections Generally

(a) Elections will be conducted in accordance with the applicable provisions of these Bylaws and such election policies and procedures as established by the Association from time to time.

(b) Only members in good standing and who are not in a membership category that is prohibited from voting are eligible to nominate a candidate and/or vote in accordance with these Bylaws.

13.2 Time and Management of Elections

The CEO will be the Chief Electoral Officer responsible for the management and administration of elections, which will be held as determined by the Board.

13.3 Nominations

(a) The nomination period for positions proceeding to election must be open for at least three weeks, beginning at least five weeks prior to, and ending at least two weeks prior to, the start of the voting period.

(b) On the first day of the nomination period, each member in good standing and eligible to vote and/or nominate in an election will receive notice from the Chief Electoral Officer stating the deadline for receipt of nominations, access to the nomination form, and the dates of the voting period.

(c) Each nomination received must be supported by two nominator who are members in good standing eligible to vote and/or nominate and include the consent of the nominee to serve.

13.4 Failure to Nominate

If, following the close of the nomination period, there is not at least one nomination for any position to be elected the Nominating Committee may nominate one eligible member for each position for which no nomination was received, in accordance with a process determined by the Board.

13.5 Voting Period and Procedure

(a) If the number of candidates for a position exceeds the number to be elected, a ballot and instructions for voting will be sent to each member eligible to vote during the voting period.

(b) If there are more than two candidates for any position to be filled by election, the ballot will be structured as a ranked vote.

(c) The voting period for elections must be two weeks, beginning the day the vote opens and ending on day 14, the last day that members are permitted to vote.

(d) Notwithstanding 13.5(c), at the direction of the CEO, voting for a position of Speaker, Deputy Speaker, Board Director at Large, or statutory committee member at large may take place by secret ballot at a meeting of the Representative Assembly.

(e) Voting may take place by paper, mail or electronic ballot.

13.6 Consent to Act as Director

All Directors must consent in writing to act as a Director upon their election or appointment.

Bylaw 14: Meetings of the General Membership

14.1 Annual General Meeting

(a) **General** – There shall be an Annual General Meeting of the Association, which shall be held, subject to the Societies Act, on the date and at the place determined by the Board.

(b) **Forum of Meetings** – The Annual General Meeting may be conducted by electronic means or in person, or a combination of both, at the discretion of the Board.

(c) **Attendance** – Any member in good standing of the Association is entitled to attend the Annual General Meeting.

(d) **Business** – The CEO shall convene the Annual General Meeting and conduct a vote to elect a Chair. All business required to be conducted at an Annual General Meeting by the Societies Act shall be conducted at the Annual General Meeting, including, without limitation:

(i) consideration of the report of the auditor;

(ii) consideration of the financial statements and the report of the Audit and Finance Committee;

(iii) the appointment of the auditor, if required;

(iv) the consideration of any members' proposals submitted in accordance with the Societies Act, if any; and

(v) conduct of any other business, if any.

14.2 Special Meetings

(a) **Designation** – Any general meeting other than the Annual General Meeting is a Special Meeting.

(b) **Convening** – The Board may when it thinks fit, and on requisition by the voting members in accordance with the Societies Act shall, convene a Special Meeting.

(c) **Forum of Meetings** – A Special Meeting may be conducted by electronic means or in person, or a combination of both, at the discretion of the Board..

(d) **Chair** – All Special Meetings shall be chaired by the Speaker or Deputy

Speaker of the Representative Assembly.

14.3 Notice

(a) The CEO shall ensure that at least 14 days and not more than 60 days notice of a general meeting is given to every member in good standing of the Association at the member's mailing address, and to the auditor, which notice shall specify:

(i) the date(s), place and hour of the general meeting,

(ii) the text of any special resolution to be considered at the meeting;

(iii) in the case of the Annual General Meeting, any proposal submitted by the voting members in good standing in accordance with the Societies Act that is to be considered at the meeting;

(iv) in the case of a Special Meeting requisitioned by voting members in accordance with the Societies Act, the business to be considered at the Special Meeting; and

(v) information on whether members may participate by electronic means and instructions on how to do so.

(b) The CEO shall ensure that notice of a general meeting is posted on the Association website throughout the period commencing 21 days before the general meeting, which notice shall specify:

(i) the date(s), place and hour of the general meeting,

(ii) the text of any special resolution to be submitted at the meeting;

(iii) in the case of the Annual General Meeting, any proposal submitted by the voting members in good standing in accordance with the Societies Act that is to be considered at the meeting;

(iv) in the case of a Special Meeting requisitioned by voting members in accordance with the Societies Act, the business to be considered at the Special Meeting; and

(v) information on whether members may participate by electronic means and instructions on how to do so.

14.4 Voting at General Meeting

(a) Voting at general meetings shall be by a show of hands, an oral vote, electronic means, or another communication medium or method that

adequately discloses the intention of the voting members.

(b) Persons invited to attend a general meeting who are not voting members in good standing of the Association shall attend as observers only.

Bylaw 15: Meetings of the Board and Committees

15.1 General

(a) Questions arising at any meeting to the Board, 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, except in the case of the Board, the Chair of the meeting shall have a casting vote. Unless otherwise provided in these Bylaws, the Chair of each standing, ad hoc and statutory committee shall not otherwise be entitled to vote at their respective committee meeting.

(b) A resolution approved in writing by a majority of the Directors, or a majority of 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, 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 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) At least five days' prior written notice of every meeting of the Board and every standing, ad hoc or statutory committee shall be given to the mailing address of the Board or standing, ad hoc or statutory committee member, as the case may be. A Director 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 or standing, ad hoc or statutory committee, as the case may be.

(d) 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.

15.2 Proceedings of the Board; Chair and Vice Chair

(a) The Directors shall meet no fewer than four times in each year and may dispatch business, adjourn and otherwise regulate their meetings, as they think fit.

(b) The Directors shall elect a Director as Chair and a Director as Vice Chair of the Board at the meeting at which the term of the existing Chair or Vice Chair, as applicable, expires. The Directors may by special vote remove the Chair or Vice Chair at any time.

(c) The Chair of the Board may call a meeting of the Board at any time, by giving notice in accordance with Bylaw 15.1(c).

(d) The Chair of the Board shall preside at every meeting of the Directors at which the Chair is present. If the Chair has advised the CEO that they 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;

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

15.3 Emergency Meeting

(a) **Board** – Notwithstanding any other provision of these Bylaws, an emergency meeting of the Board may be called by the Chair 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.

15.4 Committees

(a) **General** – Except as otherwise provided in this Bylaw 15.4, all standing, ad hoc or statutory committees 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 16: Amendments to Constitution and Bylaws

16.1 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) 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, and supported by the signatures of 5% or more of the voting membership in good standing;

(c) the Board; or

(d) the Governance Committee.

16.2 Procedure to Amend

(a) Every proposal to amend the Constitution or Bylaws originating by way of Bylaw 16.1(a) or 16.1(b) or 16.1(c) shall be referred to the Governance 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 16.1(d) shall be referred to the Board for its consideration, who may, in consultation with the Governance Committee, make such revisions to the proposed amendment as it thinks advisable.

(c) Every proposal to amend the Constitution or Bylaws originating by way of Bylaw 16.1(a) shall be referred to the next meeting of the Representative Assembly where a vote will be taken on whether the special resolution will proceed to referendum.

(d) Every proposed amendment to the Constitution or Bylaws shall be in the form of a "Special Resolution to Amend the Constitution and/or Bylaws."

(e) In the case of a proposed amendment originating by way of 16.1(b), (c) or (d), or in the case of a proposed amendment originating by way of 16.1(a) and approved by the Representative Assembly in accordance with Bylaw 16.2(c), the CEO will provide notice to the mailing address of those

members eligible to vote of:

(i) 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 distribute ballots to all eligible voters in good standing on or before the last business day of October of that calendar year; and

(ii) 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 distribute ballots to all eligible voters in good standing on or before the last business day of April of the following calendar year.

(f) The voting period for Constitution and Bylaw amendments must be two weeks, beginning the day the notice is provided and ending on day 14, the last day that the members are permitted to vote.

(i) The dates of the voting period for Constitution and Bylaw amendments will be set by the CEO.

(g) Voting may take place by paper, mail or electronic ballot.

(h) Within one week of the close of the voting period the CEO will cause the ballots received to be counted. Ballots received after the date specified in the notice shall not be counted.

(i) In the event of any interruption or disruption in the system for ballot delivery or return, the CEO will have the authority to extend the voting period for such period or periods as the CEO considers necessary or advisable.

(j) All matters relating to the conduct and administration of voting on Constitution and Bylaw amendments, will be governed by regulations established by the Board and administered by the CEO.

(k) A Special Resolution to Amend the Constitution and/or Bylaws will be effective on the later of:

(i) the date of its filing with the Registrar of Companies, in accordance with the Societies Act; and

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

Bylaw 17: Referendum

17.1 Requirement

(a) The Board will not approve:

(i) any agreement or proposed agreement between the Association and the Government of British Columbia, the Medical Services Commission or any paying agency whatsoever relating to direct or indirect compensation for medical services or otherwise relating to contracts for medical services;

(ii) 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 17.

(b) The Board is entitled to determine that any particular agreement or proposed agreement under Bylaw 17.1(a)(i) applies only to a specific group of members and when making such a determination, the Board shall identify the group of members.

17.2 Other Matters

The Board may submit any other matter it thinks appropriate to referendum in accordance with this Bylaw 17.

17.3 Procedure

(a) The CEO will provide notice and distribute ballots to the mailing address of those eligible to vote in referendums as follows:

(i) in the case of any matter described in Bylaw 17.1(a)(i) or Bylaw 17.2, the referendum information and ballots will be distributed to all voting members in good standing, subject to Bylaw 17.3(a)(iii);

(ii) in the case of any matter described in Bylaw 17.1(a)(ii), the referendum information and ballots will be distributed only to all physicians in the group or groups on behalf of whom the Association acted as bargaining agent;

(iii) where the Board has made a determination under Bylaw 17.1(b), the

referendum information and ballots will be distributed only to all voting members in good standing in the group identified by the Board under Bylaw 17.1(b), specifying that replies are solicited only from those directly affected by the referendum.

(b) The voting period for referendums must be two weeks, beginning the day the notice is provided and ending on day 14, the last day that members are permitted to vote.

(i) The dates of the voting period for a referendum will be set by the CEO.

(c) Voting may take place by paper, mail or electronic ballot.

(d) All matters relating to the conduct and administration of voting on referendums shall be governed by regulations established by the Board and administered by the CEO.

(e) Every referendum will 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 17.2 will be decided.

Bylaw 18: Quorum

18.1 Annual General Meeting and Special Meetings

(a) The quorum at the business session of the Annual General Meeting shall be 25 voting members in good standing.

(b) The quorum at a Special Meeting shall be 50 voting members in good standing.

18.2 Lack of Quorum at Commencement of Annual General Meeting and Special Meetings

(a) If within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

(i) in the case of a Special Meeting convened on the requisition of members, the meeting is terminated, and

(ii) in the case of any other Special Meeting or the Annual General Meeting, the meeting stands adjourned to the same day in the next week, at the same time but by electronic means only, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

18.3 Board

The quorum at all meetings of the Board shall be two-thirds (rounded down to the nearest whole) of the Directors then in office.

18.4 Representative Assembly

The quorum at all meetings of the Representative Assembly shall be a majority of the voting members of the Representative Assembly then in office. The Speaker and Deputy Speaker do not count towards a quorum.

18.5 Committees

The quorum at all standing, ad hoc or statutory committee meetings shall be a majority of the committee members then in office.

18.6 Sections

The quorum for meetings of any Section may be fixed by the Section and if not so fixed shall be the lesser of 20 or one-third of the members in good standing of the Section.

Bylaw 19: Auditor

The Association must have an auditor, and subject to the Societies Act, the auditor shall be appointed at a Business Session at the Annual General Meeting.

Bylaw 20: Records

20.1 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.

20.2 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 Societies Act.

20.3 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.

20.4 Inspection of Documents and Records by Members

A member in good standing is entitled, upon providing not less than 14 days' notice in writing to the Association, to examine any of the following documents and records of the Association at the address of the Association during the Association's normal business hours:

(a) the Constitution and these Bylaws, and any amendments thereto;

(b) the statement of Directors and registered office of the Association;

(c) minutes of any general meeting, including the text of each resolution passed at the meeting;

(d) resolutions of the members in writing, if any;

(e) annual financial statements relating to a past fiscal year that have been received by the members in a general meeting;

(f) the register of Directors, subject to any restrictions stated or permitted under the Societies Act;

(g) the register of members, subject to any restrictions stated or permitted

under the Societies Act;

(h) the Association's certificate of incorporation, and any other certificates, confirmations or records furnished to the Association by the Registrar;

(i) copies of orders made by a court, tribunal or government body in respect of the Association;

(j) the written consents of Directors to act as such and each written resignation of a Director; and

(k) the disclosure of a Director regarding a conflict of interest in accordance with the Societies Act.

Copies of documents to which a member is allowed to examine may be provided on request by the member for a reasonable production fee to be determined by the Board.

20.5 Minutes

Minutes of every meeting listed below shall be prepared by the recording 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:

(a) minutes of the Annual General Meeting and all Special Meetings shall be distributed to all voting members in good standing in a manner determined by the Board;

(b) minutes of all meetings of the Board shall be distributed to all Directors; and

(c) 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.

Bylaw 21: Notices

Notices shall be in writing and may be delivered by email, prepaid mail, personal delivery, facsimile, 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 transmitted electronically, on the day of being electronically transmitted.

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