



ALBERTA COLLEGE *of*
FAMILY PHYSICIANS

**BYLAWS OF THE ALBERTA CHAPTER OF
THE COLLEGE OF FAMILY PHYSICIANS OF CANADA**

Feb. 28, 1997
ACFP Bylaws

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PREAMBLE

The Constitution and/or ByLaws of the National College shall govern and in the event of a conflict with the Bylaws of the Alberta Chapter the Constitution and/or Bylaws of the National College shall prevail.

The intent of the Bylaws of the Alberta Chapter, of the College of Family Physicians of Canada is to enlarge upon and define more precisely the role played by this provincial Chapter of the National College.

1.0 NAME

The name of this organization shall be: "The Alberta Chapter of the College of Family Physicians of Canada".

2.0 OBJECTS

The objects of the Alberta Chapter are:

a) To promote the four principals of family medicine to its membership as well as the public, medical students, interns, residents, other members of the medical community, the government and Regional Health Authorities.

The four principles of Family Medicine are:

- The Doctor-Patient Relationship is central to the role of the Family Physician.
- The Family Physician is an effective clinician.
- Family Medicine is community based.
- The Family Physician is a resource to a defined practice population.

(b) To advance the professional competence and proficiency of all Family Physicians in Alberta.

(c) To provide, enhance and enrich the educational level of all Family Physicians.

(d) To promote the highest quality of health care for the people of Alberta.

(e) To work closely with other organizations and groups, establishing liaison where necessary, to promote a high quality of health care in Alberta by promoting the cause and principals of Family Medicine.

(f) To promote and provide an environment in which quality Primary Care research can be carried out.

(g) To develop processes and structures to identify and manage issues:

- unique to rural family medicine,
- unique to urban family medicine,
- relating to regionalization of Alberta's Health Care System.

- (h) To represent Alberta Family Physicians at the national level of the College.
- (I) To serve and advance the interests of the College of Family Physicians of Canada.
- (j) To levy membership fees, receive donations and expend monies to carry out the activities of the Alberta Chapter as defined in these Bylaws.
- (k) To recognize and promote outstanding contribution and service to Family Practice.
- (l) To support other individuals or groups having a purpose or purposes complementary to those of the Alberta Chapter.
- (m) To be a credible voice for family practice at decision making tables.
- (n) To promote a positive image of Family Medicine.
- (o) To promote the role of family physicians in primary care to public, government and other health care providers.
- (p) To encourage self care and a balanced lifestyle for family physicians allowing them to be more effective care givers.
- (q) To perform any other activities deemed appropriate by the Board and which are compatible with the other objectives.
- (r) To own, sell, manage, lease, mortgage, dispose of or otherwise deal with the real or personal property of the Alberta Chapter.

BYLAWS

1.0 INTERPRETATION

1.1 In these Bylaws:

"Alberta Chapter" means the Alberta Chapter of the College of Family Physicians of Canada.

"A Member in Good Standing" is an individual who has paid their member fees and annual dues and has met the continuing medical education criteria specified by the National College.

"Board" means Board of Directors of the Alberta Chapter of the College of Family Physicians of Canada.

"Director" means a member of the Board, elected or appointed pursuant to the Bylaws.

"Executive Director" means an individual employed by the Board to act as the Chief Executive Officer of the Alberta Chapter.

"Family Medicine" means the academic discipline of family practice or primary medical care.

"Family Practice" means that aspect of Family or General Practice.

"Mailing Address" means the address from time to time specified by any member by notice in writing to the Secretary as the address at which the member wishes to receive all notices, special resolutions, ballots, and all other correspondence from the Alberta Chapter.

"Member" means a member in good standing of the Alberta Chapter, unless otherwise specified.

"National College" means the College of Family Physicians of Canada.

"Ordinary Resolution" means a resolution

1. passed by a majority of the votes cast by the Members who have voted in respect of that resolution, or
2. signed by all of the Members entitled to vote on that resolution.

"Special Resolution" means a resolution

1. passed at a General Meeting of which not less than 21 days notice specifying the intention to propose the resolution has been duly given, and
 - ii) by the vote of not less than 75% of those Members who, if entitled to do so, vote in person or by proxy.
 - a) a resolution proposed and passed as a Special Resolution at a General Meeting of which less than 21 days notice has been given, if all of the Members entitled to attend and vote at the General Meeting so agree, or
 - b) a resolution consented to in writing by all of the Members who would have been entitled at a General Meeting to vote on the resolution in person, or where proxies are permitted, by proxy.

"Past-President" means the immediate Past-President.

"Section of General Practice" is of the Alberta Medical Association.

"Task Force" means a large group formed to perform a specific function on behalf of the Board where that function has a high degree of complexity and needs to be performed in an in depth manner.

"Working Group" means a small group formed to perform a single function on behalf of the Executive, Board or a Committee and needs to be performed in an in depth manner.

"Voting member" means member in good standing who has complied with will all requirements for membership and has been granted the privileges of a voting member on College matters.

Words importing the singular include the plural and vice versa; and words importing the masculine include the feminine and vice versa.

1.2 No article of the Bylaws of the Alberta Chapter shall conflict with the Constitution and Bylaws of the College of Family Physicians of Canada.

2.0 MEMBERSHIP

2.1 All members in good standing with the College of Family Physicians of Canada residing in Alberta shall be members of the Alberta Chapter unless otherwise provided in these bylaws.

2.2 All members from other provincial or area Chapters, in good standing with the College of Family Physicians of Canada and its provincial or area Chapter, transferring to Alberta shall be a member of the Alberta Chapter.

2.3 Members in good standing of the National College residing in areas adjacent to Alberta may become members of the Alberta Chapter.

2.4 The classification of membership as outlined in the Bylaws of the College of Family Physicians of Canada will apply. Unless otherwise provided in these Bylaws, each member in good standing shall have voting privileges at Alberta Chapter or National College general or special meetings and is eligible to hold office; a member not in good standing is not entitled to vote, hold office or enjoy any other rights and benefits of membership. A member is also not entitled to vote or hold office, if he or she is employed by the Alberta Chapter (but is entitled to all other rights and benefits of membership).

2.5 A person shall cease to be a member of the Alberta Chapter

(a) on submitting his or her written resignation to the Secretary at the registered address of the Alberta Chapter;

(b) on voluntarily ceasing to be a member of the National College;

(c) on his or her death;

(d) on being expelled pursuant to the following Bylaw

(e) every member specifically waives any right or claim to damages in the event of his or her membership ceasing pursuant the above paragraphs

2.6 Expulsion

A member shall be expelled from the Alberta Chapter by Ordinary Resolution of the Board of the Alberta Chapter or upon his or her expulsion from the National College. Such a member shall receive at least 14 days notice of the meeting of the Board at which the Ordinary Resolution to expel will be considered and shall be given the opportunity to make oral and/or written submissions to the meeting.

2.7 Pledge

Every member of the Alberta Chapter, as a condition of membership, agrees to accept, uphold and be governed by the Bylaws of the Alberta Chapter.

2.8 Code of Ethics

The members of the Alberta Chapter shall be guided by the Code of Ethics of the Canadian Medical Association or other Code approved by the Board.

3.0 REPRESENTATION

3.1 Right to Nominate or Appoint Representatives

The Board shall have the right to nominate candidates or appoint members who are in good standing, upon recommendation from the Executive, for

- a) elected positions with the Board of the National College, provided they are members of the National College and are officers of the Alberta Chapter,
- b) positions within the Alberta Medical Association and other professional organizations.
- c) Alberta Chapter Committee Chairs,
- d) any other position as required,

3.2 Right to Nominate Candidates

The Alberta Chapter shall have the right to nominate candidates:

- a) from the Alberta Chapter to National Committees
- b) from the Alberta Chapter to run for elected positions with the National College.

3.3 Alberta Chapter

The Alberta Chapter of the College of Family Physicians of Canada shall be the sole representative in those areas of the College of Family Physicians of Canada Constitution and Bylaws which deal with the Alberta Chapter.

4.0 OFFICERS, EXECUTIVE AND DIRECTORS

4.1 The Officers of the Alberta Chapter are:

- (a) the President,
- (b) the Secretary,
- (c) the Treasurer

4.2 The Executive of the Alberta Chapter is comprised of:

- (a) the Officers

- (b) Past President
- (c) President Elect
- (d) Member at Large
- (e) Provincial Director(s) elected to the Board of the National College (who may hold another Executive position in the Alberta Chapter).

4.3 The Board of Directors shall consist of:

- (a) the Executive,
- (b) the Departmental Chairs or a chair designate from the Department of Family Medicine from the University of Alberta and from the University of Calgary.
- (c) the Chairperson of Standing Committees.
- (d) the Chairpersons of Ad-Hoc Committees, as deemed appropriate by the Board of the Alberta Chapter, as delineated in these bylaws.
- (e) the President or a representative from each of the Section of General Practice and the Alberta Section of Rural Medicine of the Alberta Medical Association.
- (f) representation from Alberta Family Medicine Residents.
- (g) representation from Alberta Under Graduate Medical Students.
- (h) the Alberta Chapter representatives to National Standing Committees and Task Forces as deemed appropriate by the Board.
- (i) other individuals as deemed appropriate by the Board.

4.4 Officers and Executive, Terms of Office

- (a) The Officers and Members At Large
 - (i) The Term of Office for the Officers shall be from the conclusion of one Annual General Meeting to the conclusion of the next Annual General Meeting.
 - (ii) The retiring President-Elect will become the President.
 - (iii) The retiring President will become the Past- President.
 - (iv) All other members of the Executive, except the Executive Director are eligible for re-election or election to any office or position.
- (b) The Board

(i) The Section of General Practice and the Alberta Section of Rural Medicine shall each name their own representative.

(ii) Chairpersons of Alberta Chapter Committees shall be appointed for a term of up to three years and remain eligible for re-appointment.

(iii) The Family Practice Representatives and Medical Student Representatives shall be named at the onset of their term in office which may be up to three (3) years.

(iv) Representatives to National Standing Committees and Task Forces shall remain to be Board members until they no longer hold that National position.

(c) Vacancies

(i) The vacancy of the Office of President due to resignation, illness, death or expulsion shall be assumed by the Past-President for the remainder of the term.

(ii) The vacancy of the office of President-Elect by the resignation, illness, death or expulsion shall be filled by any officer or member-at-large, other than the President and Past-President by a majority decision of the Executive for the remainder of the term. The new President-Elect will become eligible to become the President.

(iii) The vacancy of any other Officer or Member at Large to the Executive shall be filled by appointment at the discretion of the Executive for the remainder of the term. This appointment shall be subject to ratification by the Board at the next regularly scheduled meeting of the Board.

(iv) The vacancy of a Chairperson of any Alberta College Committee shall be filled by another member of that Committee at the next meeting of the said Committee and this position shall require the approval of the Executive and ratification by the Board at its next meeting. The new Chairperson will complete the remaining term of office.

(d) Remuneration for services rendered

(i) members of the Executive may be remunerated for services to the Chapter with the approval of the Board.

(ii) members of the Board and Committees may be remunerated for their services by Ordinary Resolution passed at the General Meeting to deal with special situations.

5.0 POWERS OF THE BOARD AND EXECUTIVE

5.1 Powers of the Board

(a) To set the policy and direction of the Alberta Chapter

Subject to the provisions of the Bylaws, the Board has the power to manage or supervise management of the affairs of the Alberta Chapter and exercise all the powers of the Alberta Chapter.

(b) To Delegate

The Board may delegate any of its powers and duties to the Executive, a committee, a member, or other appropriate individual for a designated purpose. The Board may from time to time establish or discontinue any Standing Committee, Ad Hoc Committee, Task Force or Working Group. The Board may set and amend terms of reference, vary the number and composition, and delegate the powers and duties of the above structures as it sees fit.

(c) To Deal With Funds

The Board shall deal with the funds of the Alberta Chapter as follows:

(i) Funds for the purpose of the Alberta Chapter shall be raised and administered, except where otherwise provided in these Bylaws in such a manner as may be determined by the Board, and the Board may, by Special Resolution of the Board, establish special levies or assessments of the members for such special purposes as the Board deems appropriate.

(ii) The Board shall administer the funds of the Alberta Chapter in consultation with the Treasurer and Executive and shall be limited to the current revenue or to such anticipated revenue as appears to the Board and the Executive to be justified.

(iii) The Board from time to time may, and upon ordinary resolution of the members, designate for a specific purpose any portion of funds of the Alberta Chapter which shall be known as Reserve Funds. If Reserve Funds are designated by the members, none of the Reserve Funds may be spent for any other specified purpose unless approval by Ordinary Resolution of the members. If Reserve Funds are designated by the Board, none of these Reserve Funds may be spent for any other specified purpose unless approved by Ordinary Resolution of the Board. Reserve Funds may be invested as specified in these Bylaws.

(d) To Invest

The Board may invest the General Funds of the Alberta Chapter, including the Reserve Funds, only in securities in which an Insurance Company governed by the Canadian and British Insurance Companies Act is permitted to invest.

(e) To Make Regulations

The Board may from time to time make regulations not contrary to Law or the Bylaws to regulate the conduct of the affairs of the Alberta Chapter in all particulars.

(f) To Borrow

The Board may, from time to time, by Ordinary Resolution:

(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 deems appropriate.

(ii) Issue Bonds and other debt obligations either outright or as security for any liability or obligation of the Alberta Chapter.

(iii) Mortgage, charge, whether by floating or by specific charge, or give any security on the whole or any part of the property and assets of the College, both present and future.

5.2 Powers of the Executive

(a) The Executive shall exercise all the powers and functions of the Board between the meetings of the Board, subject only to any restrictions which may be imposed upon it by Ordinary Resolution of the Board.

(b) Any action of the Executive shall be subject to ratification by the Board at its next meeting.

(c) Should a position in the Chapter become prematurely vacant and there is not a mechanism in the Bylaws to replace them, the Executive has the authority to appoint a person to fill that vacancy. This appointment must then be subject to ratification at the next Board meeting.

(d) The Executive can establish or terminate a Working Group or an Ad Hoc Committee by Ordinary Resolution. All such actions shall be subject to being ratified by the Board at its next meeting.

(e) The Executive will have the authority to investigate the failure of a Director, Officer or Committee member to attend a sufficient number of meetings which required their attendance. The Executive will have the authority to replace (in a manner which does not otherwise contravene these Bylaws) or accept the members lack of attendance. All such actions will require ratification by the Board.

5.3 Remuneration of the members of the Board and Executive

Members of the Board and Executive may be reimbursed for reasonable expenses incurred by them in the performance of their duties. Remuneration will be by the policy as set by the Board.

6.0 DUTIES OF ELECTED REPRESENTATIVES

6.1 President

The President shall:

(a) be an elected Officer of the Alberta Chapter;

(b) preside at all General Meetings of the Alberta Chapter, enforce the due observance of the Bylaws, and perform such other duties as usually appertain to the office of the President;

(c) call all General and Special Meetings of the Alberta Chapter, all meetings of the Board and all meetings of the Executive;

(d) be an ex-officio member of all committees with full voting rights on such committees;

(e) be the official spokesperson of the Alberta Chapter unless otherwise designated;

(f) preside as the Chair at all Board and Executive meetings;

- (g) report all activities of the Executive to the Board;
- (h) by an elected Member of the National College Board of Directors;
- (i) represent or appoint an alternate to represent the Alberta Chapter at all its official contacts;
- (j) confirm the nomination of the membership of each committee or refer the matter for consideration by the Board or the Executive, unless the committee membership is otherwise specified in these Bylaws;
- (k) ensure all Statutory, Standing and Ad Hoc Committees, and Task Forces report to the Board;
- (l) report all Chapter activities to the membership at the Annual General Meeting;
- (m) ensure the Alberta Chapter has a Coordinating Committee on Education.

6.2 President-Elect

The President-Elect shall:

- (a) assist the President in all his/her duties;
- (b) assume the powers of the President at the request of or in the absence of the President except where a President replacement is otherwise specified in these Bylaws;
- (c) be a member of all Statutory Committees;
- (d) become an elected member of the Board of the National College upon becoming President.

6.3 Secretary

The Secretary shall:

- (a) be responsible for ensuring the accurate recording of the minutes of all General and Special Meetings of the membership, Board meetings and Executive meetings;
- (b) advise the National College of all changes to the Bylaws, officers and all matters pertinent to the Alberta Chapter;
- (c) give at least 21 days notice of all General Meetings;
- (d) give at least 21 days notice of all Special Meetings;
- (e) distribute the slate of all nominees presented by the Nominating Committee to the membership at least 30 days prior to the Annual General Meeting;
- (f) advise all candidates for office of election results.

6.4 Treasurer

The Treasurer shall:

- (a) be responsible for collection of all dues and special levies approved by the Board and membership;
- (b) disburse all funds in accordance with the direction of the Board;
- (c) be responsible for the audit and present the Auditors annual report to the Annual General Meeting;
- (d) preside as the Chair of the Finance Committee.

6.5 Past President

The Past President shall:

- (a) represent the Alberta Chapter at all affairs of the College when requested by the President;
- (b) be an elected member from the Alberta Chapter to the Board of the National College;
- (c) chair the Nominating Committee;
- (d) chair the Awards and Volunteer Recognition Committee;
- (e) assume the powers of the President in the event the position becomes prematurely vacant, as delineated in these Bylaws.

6.6 Member-At-Large

The Member-At-Large becomes Chair, Communications Committee shall:

- (a) assist the President in matters of the Alberta Chapter that are assigned to the position from time to time, by the President.

7.0 DUTIES OF THE BOARD

7.1 Generally

The Board shall manage or supervise the management of the affairs of the Alberta Chapter. The Board is responsible to the members and shall report to the members at the Annual General Meeting. The Board shall consider every recommendation of the members at any General or Special Meeting and shall take such action as it deems appropriate regarding each recommendation or Ordinary Resolution passed at a General or Special Meeting. The Board shall report to the members on the deliberation and action taken regarding each resolution at or before the next General Meeting.

7.2 Seal

The Board may provide a common Seal for the Alberta Chapter and may destroy the Seal and substitute a new Seal in its place. The Seal shall be stored in the Chapter office. The Seal shall be affixed only when authorized by Ordinary or Special Resolution of the Board or the Executive and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of any two Officers.

7.3 Committees

The Board shall perform or cause to perform an annual review of Committees and shall annually make a decision regarding continuance of all Ad Hoc Committees.

7.4 Staff

Senior staff positions, their numbers, duties, responsibilities, remuneration, and privileges may, as the need arises, be designated, and the positions shall be filled by Ordinary Resolutions of the Board.

7.5 Signing Authority

The signing authority of the College shall be held by any of the elected officers of the Alberta Chapter or senior staff approved by the Board. Any two of these authorized signatures, at least one of which must be from an elected officer of the Alberta Chapter, will be required to cause funds to be released or transferred.

8.0 NO LIABILITY WHEN ACTING IN GOOD FAITH

The members of the Alberta Chapter shall not hold the Directors, Officers, Committee Chairs, Committee Members, Staff or any other member acting reasonably on their behalf individually and/or collectively liable for the decisions and/or actions taken in good faith on behalf of the Alberta Chapter.

9.0 COMMITTEES

9.1 General

(a) Unless the members of a Committee are specifically listed or otherwise determined by these Bylaws, the Chair of each Committee shall, within one month of appointment nominate members to serve on his or her Committee and shall file such nominations with the Secretary for confirmation with the President. If the President refuses to confirm the nominations for the Committee, the President shall refer the matter for consideration of the Executive, who may confirm the nominations or request the Chair to submit another list of nominations within one month. Unless specifically provided or otherwise determined in these Bylaws, any member of any Committee may be removed by Special Resolution of the Board.

(b) The first duty of the Chair of each 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 President and Secretary. On request of the President or

Secretary, the Chair shall present the terms of reference at a meeting of the Board or of the Executive.

(c) It is the duty of all Committees to be advisory to the Board unless otherwise specifically provided in these Bylaws.

(d) The Board or the Executive may, by Ordinary Resolution, 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.

(e) Every Committee shall keep minutes of each of its meetings and shall promptly provide a copy of its minutes to the President and Secretary.

(f) The Chair of each Committee shall present a written report of the Committee to any meeting when requested by the Board or Executive. The written report of the Committee must be received by the Secretary no later than two weeks before any Board meeting.

(g) A Committee Chair may recommend to the Treasurer that the Treasurer seek the Board's authorization for the reimbursement of any Committee member, in advance, for any expenses which may be reasonably incurred by that member in carrying out the duties of the Committee. Receipts must be provided within two months of having received this payment.

(h) Committee Chairs and Committee members will be reimbursed according to the reimbursement policy of the Board.

(i) Committee Chairs and members of every Committee shall be members in good standing, unless otherwise specified in each instance by the Board. The President, is a member, ex officio, of all Committees and may, but is not required to, attend any meetings of such Committees.

(j) The Chair of each Committee shall submit a budget for his or her Committee to the Finance Committee within 30 days of a request by the Finance Committee to do so.

(k) Unless otherwise provided, the Chair of each Committee shall not be entitled to vote but, in the event of an equality of votes, shall have a deciding vote.

(l) The Chair of each Committee shall be asked to attend the Annual General Meeting, as well as those Board meetings as request by the President or delineated in these Bylaws.

9.2 Statutory Committees

The Statutory Committees have been established to perform functions necessary for the smooth running of the affairs of the Alberta Chapter. They are wholly accountable to the Board for their activities and actions taken between Board meetings. Their composition and duties shall be as follows:

(a) Finance Committee

The Finance committee shall:

- (i) consist of the Treasurer (as chair), President, President-Elect, and the Executive Director (non-voting);
- (ii) examine the present and future financial needs of the Alberta Chapter and ways and means of providing for them;
- (iii) from time to time, as requested by the Board or by Ordinary Resolution of the members in a General Meeting advise the financial affairs of the Alberta Chapter, including regarding the investment of funds as permitted by the Bylaws;
- (iv) no later than at the last Board meeting of the current fiscal year, prepare and present a budget for the next fiscal year to the Board for its approval;
- (v) prepare an annual report for presentation to the Board at or before the last Board meeting prior to the Annual General Meeting and at the Annual General Meeting. This annual report shall include:
 - (A) a description of all details of all financial activities of the Alberta Chapter during the previous fiscal year;
 - (B) interim financial statement covering the period of time between the end of the previous fiscal year and the date of the Annual General Meeting; and
 - (C) a recommendation regarding membership fees;
 - (D) a recommendation for auditors for the next fiscal year.
 - (E) ensure the financial transactions of the Alberta Chapter are audited annually prior to the Annual General Meeting.
- (vi) meet at least two times per year and when requested by the Chair of the Finance Committee or by the Board; and
- (vii) maintain accurate minutes of all its meetings.

It shall be deemed that the adoption of the annual report of the Finance Committee and of the Auditor of the Alberta Chapter by the members at the Annual General Meeting validates all financial transactions of the Board, Executive and Committees during the year in office just completed.

b) Nominating Committee

The Nominating Committee shall:

- (i) consist of the Past-President (as chair), President, President-Elect, and a non-executive representative from the Board;
- (ii) ensure there is at least one nomination for each office to be elected in any election under these Bylaws;

- (iii) circulate report to members 30 days prior to the Annual General Meeting;
- (iv) report at each Annual General Meeting.

(c) Management Committee

The Management Committee shall:

- (i) consist of the President (as chair), the Past-President and President-Elect;
- (ii) prepare and review job descriptions for staff positions annually;
- (iii) review and make recommendations for staff requirements, and recommend candidates for such jobs as: secretarial staff, executive director, accountant, solicitor, etc.;
- (iv) perform an annual review and make recommendations regarding staff performance, remuneration and working conditions.
- (v) perform an annual review of Alberta Chapter office resources including equipment and space.

(d) Communications Committee

The Communications Committee shall:

- (i) consist of a Member-at-Large of the Executive as the Chair,
- (ii) function to promote communication at all levels within our organization, between the Alberta Chapter and the community, and other identifiable groups and organizations.

9.3 Standing Committees

(a) The Board may establish Standing Committees by Ordinary Resolution in accordance with its power under these Bylaws. Standing Committees will continue until terminated by Ordinary Resolution of the Board. Unless the appointment of the Chair of a Standing Committee is otherwise specifically provided for herein, the Chair of each Standing Committee shall be nominated by the Executive and appointed by the Board at a Board Meeting. The Chair may be removed and his/her successor appointed by Special Resolution of the Board. All Standing Committees shall report so often as the Board may require, and at least annually, to the Board.

9.4 Ad Hoc Committees

- (a) The Board and the Executive may from time to time establish any Ad Hoc Committee, pursuant to their power under these Bylaws.
- (b) At the Board meeting proceeding the Annual General meeting it will be decided whether each Ad Hoc Committee shall cease to exist or shall be permitted to continue.
- (c) An Ad Hoc Committee may be terminated at any time by Ordinary Resolution of the Board.

PROCEDURES

10.0 REMOVAL OF ELECTED OR APPOINTED REPRESENTATIVES

10.1 Removal by Special Resolutions

An Officer or Director may be removed from office by Special Resolution, the voting on which shall be conducted by secret ballot, as follows:

- (a) an Officer or Director may be removed by Special Resolution of the voting members in good standing at a General Meeting or Special Meeting of the membership, and
- (b) any Director shall cease to hold office immediately upon a Special Resolution to remove him/her being passed.

10.2 Procedure to Remove

(a) Initiation.

A Special Resolution for the removal of an Officer or Director may be initiated by Special Resolution of the Board, and shall be initiated, in the case of an Officer:

- (i) by written petition to the Secretary signed by a majority of the voting members in good standing of the Board,
- (ii) if the Officer in question is the Secretary the petition shall be presented to the President.
- (iii) by Ordinary Resolution of the members at a Special Meeting called for that purpose.

(b) Conduct of Vote.

Within 21 days of the initiation of a Special Resolution to remove an Office or Director, the Secretary shall cause to be distributed to each member entitled to vote on the special resolution:

- (i) one ballot for each Officer or Director proposed to be removed; and
- (ii) distribute, collect and count, together with Staff, the ballots and inform the Chair of the results.

11.0 ELECTIONS

11.1 General

- (a) Officers/Executive to be elected at each Annual General Meeting are President-Elect, Secretary, and Treasurer, and Member-at-Large who is Chair of the Communications Committee.

The members will be notified that they are electing a President-Elect who will become an elected member from the Alberta Chapter to the Board of the National College upon becoming President.

(b) Acclamation.

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 greater number of votes. The candidate(s) for the position(s) to be filled receiving the highest number of votes, whether or not such number constitutes a majority of the votes cast, shall be declared elected.

(d) Assumption of Office - Annual General Meeting.

In the case of an election held pending the Annual General Meeting, subject to these Bylaws, Officers shall be installed during the Annual General Meeting and the Officers, shall assume office immediately upon the adjournment or conclusion of the Annual General Meeting.

(e) Assumption of Office - Vacancy.

In the case of an election to fill a vacancy, subject to these Bylaws, the candidate or appointee shall assume office immediately upon being notified.

(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 ordinary resolution of the Board and administered by the Secretary.

(g) Officers.

(i) The Nominating Committee shall nominate one name for each officer position to be filled 40 days prior to the Annual General Meeting and notify the Secretary of these nominations. At least 30 days prior to the Annual General Meeting, the Secretary shall ensure that these nominations are forwarded to the membership.

(ii) any nominations from the membership must be accompanied by the signatures of five members in good standing and must be received in writing 40 days prior to the Annual General Meeting. The slate of nominees will be forwarded to the membership 30 days in advance of the Annual General Meeting. There will be no nominations from the floor at the Annual General Meeting.

(iii) Officers shall be elected at the Annual General Meeting pursuant to the Bylaws governing that meeting.

12.0 MEETINGS OF GENERAL MEMBERSHIP

12.1 Annual General Meeting

(a) General.

There shall be an Annual General Meeting of the Alberta Chapter no longer than fifteen months from the preceding Annual Meeting.

(b) Attendance.

Any member in good standing of the Alberta Chapter is entitled to attend the Annual General Meeting, and the following may also attend:

(i) all members of the Board and Executive of the National College,

(ii) a representative from the Section of General Practice,

(iii) any guests of the Executive or the Board.

(c) Business of the Meeting.

All business required to be conducted at the Annual General Meeting of the Alberta Chapter shall include, without limitation:

(i) election of Officers and Members-at-Large to the Executive of the Alberta Chapter;

(ii) consideration of the report of the President;

(iii) consideration of the report of the Auditor;

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

(v) the appointment of the Auditor;

(vi) consideration of the report of the Bylaws Committee and any amendment of the Bylaws;

(vii) approval of membership fees;

(viii) consideration of any proposal for any special levy or assessment;

(ix) any petitions, appeals, recommendations or complaints;

(x) conduct of any other business required to be conducted at a Business Session.

(d) Notice and Voting

(i) The Secretary shall ensure that at least 30 days notice of the Annual General Meeting is given to every member in good standing of the Alberta Chapter at the members's mailing address, which notice shall specify the date(s), place and hour of the Annual General Meeting.

(ii) Voting at the Annual General Meeting shall be by show of hands, unless a ballot is directed by the Chair of the meeting or demanded by the majority of the voting members in good

standing who are present. Election of the Officers and Members-at-Large for the Executive shall be determined by a secret ballot unless they are elected by acclamation. Voting by proxy is not permitted. If required, ballots shall be counted by the Past-President or the President, if the Past-President is not in attendance.

(iii) Persons invited to attend the Annual General meeting who are not voting members in good standing of the Alberta Chapter shall attend as observers only. The place of the Annual General Meeting shall be scrutinized by the Secretary or a designated member of the Board and no unauthorized person shall be permitted to enter any meeting or session there at.

12.2 Special Meetings

(a) Designation.

Any meeting of the membership as a whole other than a meeting at the Annual General Meeting is a Special Meeting.

(b) Convening.

The Board:

(i) may, by Ordinary Resolution, when it deems fit, convene a Special Meeting.

(ii) shall, on written request to the President, signed by the nearest whole number over 10% of the voting members in good standing of the College, convene a Special Meeting.

(c) Chair.

All Special Meetings shall be chaired by the President.

(d) Notice.

The Secretary 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 meeting.

13.0 MEETINGS OF THE BOARD, EXECUTIVE AND COMMITTEES

13.1 General

(a) Questions arising at any meeting of the Board, Executive or any Committee shall be determined by a majority of votes, unless otherwise provided, and in case of an equality of votes, the chair of the meeting shall have a deciding vote. The Chair of the Board, the Chair of the Executive and, unless otherwise provided in these Bylaws, the Chair of each Committee shall not otherwise be entitled to vote at his or her respective Board, Executive, or Committee meeting.

(b) An Ordinary Resolution approved in writing by all the Directors, all the members of the Executive, or all the members of any Committee shall be as valid and effective as if it had been passed at a meeting of the Board, Executive or Committee, as the case may be, duly called and constituted. Such Ordinary Resolution may be in two or more counterparts which together shall

be deemed to constitute one Ordinary Resolution in writing. Such Ordinary Resolution shall be filed with the minutes of the proceedings of the Board, Executive, or 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, or member of any Committee may participate in a meeting of the Board, Executive, or any 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, or member of any Committee participating in a meeting in accordance with this clause shall be deemed to be present at the meeting and shall be counted in the quorum and be entitled to speak and vote there at.

(d) At least 10 days prior written notice of every meeting of the Board, the Executive, and every Committee shall be given to the mailing address of the Board, Executive, or Committee member, as the case may be. A Director, member of the Executive, or member of any Committee may waive notice in any manner before, during or after the meeting of the Board, Executive or 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

(a) The Directors shall meet at regular intervals and no fewer than two times in each year and may dispatch business, adjourn and otherwise regulate their meetings, subject to these Bylaws, at their discretion.

(b) The President may, and upon Ordinary Resolution of the Executive or upon request of a majority of the members of the Executive shall call a meeting of the Board at any time, by giving notice in accordance with these Bylaws.

(c) The President shall be the Chair of the Board and shall preside at every meeting of the Directors. If the President has advised the Secretary that he/she 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) President-Elect,

(ii) 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.

(d) The President may request the presence of one or all of the chairpersons of Statutory or Standing Committees; of Family Practice Residents' representatives; of Medical Student representatives; of representative to National Standing Committees or Task Forces.

13.3 Executive

(a) The Executive may meet and adjourn as it deems necessary.

(b) The President shall be the Chair of the Executive.

(c) The President may, and upon request of a majority of the members of the Executive, call a meeting of the Executive at any time, by giving notice in accordance with these Bylaws.

13.4 Emergency Meeting

(a) Executive or Board.

Notwithstanding any other provision of these Bylaws, an emergency meeting of the Executive may be called by the President on 24 hours' notice and an emergency meeting of the Board shall be called by the President upon Ordinary Resolution of the Executive or upon request of a majority of the members of the Executive, on 24 hours' notice.

13.5 Committees

(a) General.

All 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 deem necessary.

14.0 AMENDMENTS TO BYLAWS

14.1 Proposals to Amend

A proposal to amend the 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 Meeting, which shall be considered and acted upon by the Board and submitted at the next Annual Meeting;

(c) Ordinary Resolution of the Board; or

(d) Ordinary Resolution of the Bylaws Committee.

14.2 Procedure to Amend

(a) Every proposal to amend the Constitution or Bylaws originating by way of these Bylaws, shall be referred to the 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 Bylaws not intended to be amended.

(b) Any amendment to the Bylaws, originating by way of these Bylaws shall be referred to the Board for its consideration, who may, in consultation with the Bylaws Committee, make such revisions to the proposed amendment as it deems advisable.

(c) Every proposed amendment to the Bylaws shall be in the form of a "Special Resolution to Amend the Bylaws", shall be considered and voted on at a General Meeting and must be received by the Secretary at least 8 weeks before the General Meeting at which it will be proposed.

(d) The Board, by Special Resolution of its members, may elect to have any amendment to the Bylaws voted on at the Annual General Meeting. An amendment to the Bylaws will be deemed passed if 75% of the votes cast are in favour of the amendments.

(e) The Secretary shall distribute every Special Resolution to Amend the Bylaws to every voting member in good standing at least 21 days before the date of the Business Session at which such Special Resolution will be proposed.

(f) A Special Resolution to Amend the Bylaws shall be effective on the date specified in the Special Resolution, or at the time of the Annual Meeting.

15.0 REFERENDUM

15.1 Requirement

The Board may submit any matter it thinks appropriate to referendum in accordance with these Bylaws.

15.2 Procedure

(a) The Secretary shall distribute the referendum to all voting members in good standing, together with a notice specifying the date by which replies must be received, which shall be a date set by the Secretary that is between three and five weeks after the date of mailing of the referendum, and specifying that replies are solicited only from those directly affected by the referendum. Replies received after the date specified shall be disregarded.

(b) Voting on the referendum shall be governed by the regulations established by the Board under these Bylaws.

(c) Every referendum shall be decided by a simple majority of votes cast by those eligible to vote; except the Board may specify a larger majority by which a matter submitted to referendum under these Bylaws shall be decided.

GENERAL

16.0 QUORUM

16.1 Annual General Meeting and Special Meetings

The quorum at all meetings of the Alberta Chapter shall be twenty 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 the Directors then in office.

16.3 Executive

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

16.4 Committees

The quorum at each **C**ommittee meetings shall be a majority of that Committee's members.

17.0 AUDITOR

The Auditor shall be appointed at the Annual General Meeting.

18.0 RECORDS

18.1 Location of Records

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

18.2 Financial Records

The Alberta Chapter shall cause to be kept proper books of account and accounting records in respect of all financial and other transactions of the Alberta Chapter in order to properly record the financial affairs and condition of the Alberta Chapter.

18.3 Inspection of Financial Records

Any member in good standing shall, at the individual's own expense, be able to inspect the financial records of the Alberta Chapter.

18.4 Minutes

Minutes of every meeting 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 Alberta Chapter, 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 General Meetings shall be available to all voting members in good standing in a manner determined by the Board;

(ii) minutes of all meetings of the Board shall be distributed to all Directors and available on request to voting members in good standing of the Alberta Chapter.

(iii) minutes of all meetings of the Executive shall be distributed to all members of the Executive and may be distributed to members of the Board upon their request.

(iv) minutes of all meetings of each Committee shall be distributed to the members of that Committee and to the Directors on their request.

18.5 Copy of Bylaws

The Alberta Chapter shall furnish a member with a copy of the Bylaws upon request.

19.0 RULES OF ORDER

Except where otherwise specifically provided in these Bylaws, Roberts Rules of Order shall govern all procedural matters at all meetings of the Alberta Chapter, the Board, the Executive and all Committees.

20.0 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 address of a member. Calculation of the time of giving notice shall be from the time the notice leaves the registered address of the Alberta Chapter. 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 fifth 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.

21.0 SOCIETY

The Board may direct the Executive or Executive Director to seek society status and where it will be advantageous to the Alberta Chapter.

22.0 SOLICITOR

The Executive may select and identify a Solicitor for the Alberta Chapter.

23.0 EXECUTIVE DIRECTOR

The Alberta Chapter may deem it necessary to select and employ an Executive Director.

- (a) Selection of the Executive Director shall be by an appointed Ad Hoc Search and Select Committee.
- (b) The minimum term of an Executive Director will be determined by the Board. The maximum term of an Executive Director shall not exceed three years. There will not be a limit to the number of terms served. The Alberta Chapter is under no obligation to renew the contract of the Executive Director.
- (c) Remuneration for the Executive Director will be determined annually through the budgetary process of the Alberta Chapter.
- (d) The duties of the Executive Director will be outlined at the time of selection and will be adjusted to meet the needs of the position as determined by the Board.
- (e) The Executive Director shall be accountable to the Board and will not have a vote at Board, Executive, or Committee meetings.

24.0 ARBITRATION CLAUSE

24.1 General

All disputes arising out of or in connection with the Bylaws of the Alberta Chapter shall be settled by arbitration pursuant to the Arbitration Act of Alberta.

24.2 Commencement

An arbitration shall be commenced by written request for arbitration specifying the matters in dispute, received by one party from the other. A member in good standing with The College of Physicians and Surgeons of Alberta who is a non-member of the Alberta Chapter shall be appointed to arbitrate within 10 days from the date of the written request for arbitration is received. If the Alberta Chapter and the aggrieved party cannot mutually agree upon the arbitrator within 10 days from the date the written request for arbitration is received, each party shall immediately select one arbitrator who shall be a member in good standing with The College of Physicians and Surgeons and who is a non-member of the Alberta Chapter. The two arbitrators selected then shall select a third arbitrator who again will be a non-member of the Alberta Chapter but shall be a member in good standing of The College of Physicians and Surgeons of Alberta and who will be appointed to arbitrate. The decision of the arbitrator(s) shall be final and binding on all parties. The fees and expenses of the arbitrator(s) shall be in the absolute discretion of the arbitrator(s) to apportion between the parties.

Passed at the Annual General Meeting – February 28, 1997
Passed by the National Board of Directors – May 8, 1997

AMENDMENTS

AMENDMENT #1

Excerpt from the Minutes of the Annual General Meeting
Friday, March 1, 2002, Rimrock Resort Hotel, Banff, AB

11. Report of the By-laws Committee

▪ **Resolution on Change in Name of the Organization**

It was reported that the Alberta Chapter Communication Committee had tabled a motion at the October 13th, 2001 Board meeting and following discussion by the Board members, the following motion was made:

DR. NORTON MOVED THAT THE BOARD WISHES THE NAME OF THE ALBERTA CHAPTER BE CHANGED TO:

Alberta College of Family Physicians of Canada

A Chapter of the College of Family Physicians of Canada

DR. MANCA SECONDED

CARRIED

Dr. Staniland noted that in late October 2001 the revised National By-laws were approved and in order to comply with the National By-Laws (By-law V, Article 1.5) the official name of the Alberta Chapter will be:

The Alberta College of Family Physicians – a Chapter of the College of Family Physicians of Canada

She further noted that nearly all other Chapters of the College of Family Physicians of Canada have modified their names and that some have developed logos unique to their province.

Dr. Staniland referred to the Alberta Chapter January 2002 Update which was mailed to the membership giving notice of the Annual General Meeting and that an amendment to the Alberta Chapter By-laws would include a change in the name of the organization.

Dr. Staniland asked for additional comments and /or questions from the members in attendance. There being none, the following Resolution was read:

“Whereas the current name of the organization is confused with the National College of Family Physicians of Canada;

Whereas the current name of the organization is confused with the College of Physicians and Surgeons of Alberta; and

Whereas the current name is not consistent with the names of most other Chapters; therefore,

IT IS RESOLVED THAT the current name of the organization, Alberta Chapter, College of Family Physicians of Canada, be changed officially to:

“The Alberta College of Family Physicians – a Chapter of the College of Family Physicians of Canada”

CARRIED

It was noted all relevant information would be filed with the Alberta Corporate Registry Office.
ACTION: P. MAHER, OFFICE STAFF