

11.3 PROPOSED CHANGES TO ACFP BYLAWS

Review of ACFP ByLaws

In 2019, the ACFP Governance Advisory and ACFP Board conducted a periodic review of the ACFP ByLaws which resulted in proposed amendments. The Executive Director also engaged the services of ACFP's legal counsel, DLA Piper (Canada) LLP to review the proposed changes.

Upon final review, the ACFP Board approved the changes at their September 27, 2019 meeting. The amended ByLaws were then presented to the CFPC Board of Directors on October 29, 2019. Upon their review, the CFPC Board, supported the ACFP Board in presenting the amended ACFP ByLaws to the ACFP Membership for their review and approval at the Annual Meeting of Members on March 7, 2020.

Appendix 1 – ACFP ByLaws document shows the tracked changes for proposed amendments. A general summary of the reasons for the changes is as follows:

1. Make the wording gender neutral throughout the document and to remove repetitive or unnecessary wording (1.1 o) c. and 4.7)
2. Reflect that officers are elected from existing Board members in advance of the AMM with terms beginning at the close of the AMM (4.1)
3. Clarify directors are elected or retired in rotation and that all director and officer positions end after a 2nd 3-year term. The only position that can extend a 2nd term is President-Elect (6.2)
4. Clarify that a qualified individual may be appointed to fill an unplanned Board vacancy for the unexpired term of their predecessor (6.3) and must be filled if remaining members are less than 6 as a minimum number of 6 Directors must be attained at all times (6.4)
5. Remove a procedural risk that could be abused to pursue specific ends (7.5 and 8.2)
6. Clarify meeting discussions can continue if a quorum does not exist (7.6)

PROPOSED MOTION

That the Membership of the Alberta College of Family Physicians approves the amendments to the ACFP Bylaws as presented.

BYLAWS

Bylaws relating generally to the transaction of the business and affairs of
The Alberta College of Family Physicians -
A Chapter of the College of Family Physicians of Canada.

ARTICLE ONE - INTERPRETATION

1.1 In these Bylaws, the following words have these meanings:

- a) "Act" means the *Societies Act*, R.S.A. 2000, C. S-14, as amended, or any statute substituted for it.
- b) "ACFP" means The Alberta College of Family Physicians - A Chapter of The College of Family Physicians of Canada.
- c) "Annual Meeting" means the Annual Meeting of the Members described in Article 10.1.
- d) "Board" means the Board of Directors of ACFP.
- e) "Bylaws" means these Bylaws and any other Bylaws of ACFP.
- f) "Committee" means a Committee of the Board created pursuant to Article 8.
- g) "Director" means a member of the Board, elected or appointed pursuant to these Bylaws.
- h) "Executive Director" means an individual employed by the Board to act as the Chief Executive Officer of ACFP.
- i) "Meeting of Members" means an Annual Meeting or a Special Meeting.
- j) "Member" means a member in good standing of ACFP, unless otherwise specified.
- k) "Member in Good Standing" is an individual who has paid their membership fees and annual dues and has met the continuing medical education criteria specified by the National College.
- l) "National College" means The College of Family Physicians of Canada.
- m) "Ordinary Resolution" means a resolution passed by a majority of the votes cast.
- n) "Special Meeting" means a meeting of the Members other than an Annual Meeting.
- o) "Special Resolution" means:
 - a. a resolution passed
 - i. at an Annual Meeting or Special Meeting of which not less than 30 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.
 - b. a resolution proposed and passed as a Special Resolution at an Annual Meeting or Special Meeting of which less than 30 days' notice has been given, if all of the Members entitled to attend and vote at the Annual Meeting so agree, or
 - c. a resolution consented to in writing by all of the Members who would have been entitled at an Annual Meeting or Special Meeting to vote on the resolution in person, ~~or where proxies are permitted,~~ by proxy.
- p) "Past-President" means the immediate former President of the Board.

- 1.2 The following rules of interpretation must be applied in interpreting these Bylaws:
- a) Words importing the singular include the plural and vice versa; and words importing the masculine include the feminine and vice versa.
 - b) Should there be a discrepancy between the Bylaws of ACFP and the National College, the Bylaws of the National College shall govern provided that its Bylaws are not contrary to the Act or any other laws, rules, or regulations in force in the Province of Alberta.
 - c) Headings are for convenience only and do not affect the interpretation of these Bylaws.
 - d) These Bylaws are to be given a liberal interpretation and must be interpreted broadly and generously.

ARTICLE TWO - OBJECTS

- 2.1 The objects of ACFP 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.

ARTICLE THREE - MEMBERSHIP

3.1 The following rules shall govern membership in ACFP:

- a) All Members in Good Standing with the National College residing in Alberta are entitled to become members of ACFP unless otherwise provided in these Bylaws.
- b) All members from other provincial or area Chapters, in good standing with the National College and its provincial or area Chapter, transferring to Alberta are entitled to become a member of ACFP once they become residents of Alberta.
- c) Members in Good Standing of the National College residing in the Northwest Territories, are entitled to become members of ACFP.

An individual that is entitled, pursuant to (a), (b), or (c) above, to become a Member of ACFP, shall automatically become a Member once ~~he/she has~~they have indicated an interest in becoming a Member on ~~his/her~~their application for membership to the National College. The National College will inform ACFP whenever an individual has indicated to the National College that ~~he/she wishes~~they wish to become a Member of ACFP.

3.2 ACFP shall have the same number and types of Membership classes as the National College. A Member of ACFP shall have the same membership rights and obligations as ~~he/she has~~they have as a member of the National College. A Member, regardless of ~~his/her~~their membership rights as a member of the National College, will not be entitled to vote or hold office as an ACFP Member if ~~he or she is~~they are employed by ACFP but, will be entitled to all other rights and benefits of membership.

3.3 Members shall pay annual ACFP membership fees in such amounts and at such times as determined by the members at Annual Meetings of Members. ACFP membership fees for members in the Active class shall be determined by the ACFP. ACFP membership fees for all other classes of membership shall bear the same relationship to the Active membership fee as has been established by the CFPC. The amount of the fees and the timing of payment shall be communicated to the Members in writing by or on behalf of the Secretary.

3.4 A person shall cease to be a Member:

- a) on submitting ~~his or her~~their written resignation to the Secretary at the registered address of ACFP, effective as of the date set out in the resignation or, if such date is not indicated, on the date that the resignation is accepted by the Board;
- b) on ceasing to be a member of the National College;
- c) failing to pay ~~his or her~~their annual membership fees to ACFP within three (3) months following the date the membership fees were due, unless a further extension is provided by the Board;
- d) on ~~his or her~~their death; or
- e) on being expelled in accordance with these Bylaws.

Every Member specifically waives any right or claim to damages in the event of ~~his or her~~their membership ceasing pursuant to the above sub-paragraphs. Once an individual has ceased to be a Member, ~~he/she/they~~ will no longer have any rights or obligations as a Member except for existing personal debts to ACFP, which debts shall remain following the cessation of membership.

- 3.5 A Member may be expelled from ACFP by Ordinary Resolution of the Board. Such 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. A decision of the Board shall be final, with no right to appeal.
- 3.6 A licensed physician in good standing whose membership ceases with ACFP may have ~~his/her~~their membership restored by ensuring that ~~his/her~~their membership with the National College is in effect, and by submitting the membership fees for ACFP for the current year.
- 3.7 Every Member of ACFP, as a condition of membership, agrees to accept, uphold and be governed by the Bylaws, policies, codes, and procedures of ACFP.
- 3.8 The Members of ACFP shall comply with the Code of Ethics of the Canadian Medical Association and any other Code approved by the Board.

ARTICLE FOUR - OFFICERS

- 4.1 The following officers shall be elected ~~by~~from the Board, as necessary, ~~at its first meeting following each in preparation for the following~~Annual Meeting ~~of Members~~: the President-Elect, Board Secretary, and Board Treasurer. ~~Terms of office will begin immediately following the close of the Annual Meeting of Members~~. The Board may specify the duties of and, in accordance with these Bylaws and subject to the Act, delegate to such Officers powers to manage the activities and affairs of ACFP. An officer must be a Director. A Director shall be eligible for election as the President-Elect, Secretary, or Treasurer after serving at least one (1) year on the Board. The Board Secretary and Board Treasurer shall be elected for a term of one (1) year, renewable twice, for a maximum of three (3) one-year terms. The President-Elect shall be elected for a one (1) year term when no Past-President is in office; for greater certainty, at no time shall both a President-Elect and a Past-President be in office at the same time. The

President-Elect shall automatically become President for a two (2) year term (i) after serving at least one year as President-Elect, and (ii) upon the expiration of the term of the current President. Upon completion of the two-year term, the President will automatically become Past-President for a one (1) year term.

- 4.2 The President shall preside at all meetings of the Members and of the Board, have a standing invitation to attend and speak at meetings of all Board committees, be the official spokesperson of ACFP unless otherwise designated in these Bylaws and perform such other duties and have such other powers as the Board may specify.
- 4.3 The President-Elect or the Past-President shall assist the President in all ~~his/her~~their duties and 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.
- 4.4 The Secretary shall be responsible to the Board for ensuring that the documents of the Corporation are up to date and accurate. This includes the minutes of all Annual and Special Meetings of the membership, minutes of Board meetings of ACFP, a record of names and addresses of all Members of ACFP, and that annual returns, changes in the Directors, amendments in the Bylaws and other incorporating documents are filed with the Registrar of Corporate Registries, and carry out other duties assigned to him/her by the Board. The responsibilities of the Secretary shall be further explained in board policy and can be delegated to the Executive Director or another staff person but, the Board Secretary shall remain accountable for this work.
- 4.5 The Treasurer shall be responsible to the Board for ensuring that the finances of ACFP are managed and maintained according to the Board's policies on financial management. ~~He/she~~They shall present monitoring assurance to the Board whenever requested and shall submit to the Annual Meeting a statement duly audited of the financial position of ACFP and submit a copy of same to the Secretary for the records of ACFP and shall carry out other duties assigned to him/her by the Board.
- 4.6 The Past-President shall represent ACFP at all affairs of ACFP when requested by the President and carry out other duties assigned by the Board.
- 4.7 Each ~~appointed~~ Officer shall hold office until a successor is appointed by the Board, the Officer resigns by providing a written resignation to the President of the Board (which resignation will be effective as of the date set out in the resignation or, if such date is not indicated, on the date that the resignation is accepted by the Board), or the Board removes the Officer, whichever occurs first.
- 4.8 The subsequent vacancy of the office of President due to resignation, death, or removal shall be assumed by the Past-President or the President-Elect for the remainder of the term.

- 4.9 The subsequent vacancy of the office of President-Elect by resignation, death, or removal shall be filled by any Officer or Director, other than the President and Past-President. The new President-Elect will be eligible to become the President in accordance with Section 4.1.
- 4.10 The vacancy of any Officer other than the President or President-Elect shall be filled by appointment at the discretion of the Board for the remainder of the term.

ARTICLE FIVE - EXECUTIVE DIRECTOR

- 5.1 The Board of Directors may hire an Executive Director to act as the administrative officer of the Board to carry out duties assigned to him/her by the Board. The Executive Director shall not be a Director, but shall have the right to attend and speak at meetings of the Board, unless determined otherwise by the chair of a Board meeting or a vote of the Board.

ARTICLE SIX - BOARD OF DIRECTORS

- 6.1 The Board of Directors shall consist of a minimum of six (6) and a maximum of nine (9) individuals who fulfill the qualifications set by the Board and are elected or appointed in accordance with Board policy. The Nominating Committee of the Board shall, in accordance with Board policy, request nominations from the Members, review such nominations, and create a roster of individuals who meet the qualifications set by the Board. Such roster, upon approval by the Board, shall be presented to the Members at the next Annual Meeting. No nominations shall be accepted from the floor at an Annual Meeting. The Directors shall be elected by the Members.
- 6.2 ~~The Directors of the Board shall be elected and shall retire in rotation. Directors shall be elected to fill the positions of those directors whose term of office have expired and each Director so elected shall hold office until the third annual meeting after such election. A Director shall not be eligible for re-election to the board after serving as a Director for two (2) consecutive three year terms, unless elected to the President-Elect position. Such Director shall, however, be eligible for re-election after ceasing to be a Director for one year from the effective date of the expiration of such Director's term. Directors shall be elected for a term of three (3) years, renewable for one additional three (3) year term, unless determined otherwise by the Board.~~
- 6.3 A Directorship shall be vacated upon the death, resignation, or removal of a Director. A Director may resign by providing a written resignation to the President of the Board, which resignation will be effective as of the date set out in the resignation or, if such date is not indicated, on the date that the resignation is accepted by the Board. Subject to the Act, a quorum of the Board may appoint a qualified individual to fill a vacancy in the Board for the unexpired term of their predecessor. A Director will be deemed to have resigned if he/she:
- a) tenders a letter of resignation
 - b) misses three (3) consecutive meetings of the Board without excuse; or
 - ~~c)~~ has been found, at the discretion of the Board, to be in violation of the Articles of Incorporation, Bylaws, policies, or codes of ACFP.

A Director may be removed by a Special Resolution of the Members at an Annual Meeting or a Special Meeting, the voting on which shall be conducted by secret ballot. A Special Meeting to vote on the removal of a Director may be initiated in accordance with Section 10.2(b). A Director

shall have the opportunity to speak at the Members' meeting at which the vote to remove him/her from office is scheduled.

- 6.4 In the event a pre-term vacancy on the Board causes a challenge to the minimum director requirement for a period of time, the Board (with its remaining members, less than 6 shall be filled by the Board vacancy by appointment of an individual to hold such position until the next Annual Meeting to serve the unexpired term of their predecessor.
- 6.5 The Board of Directors shall govern and manage the affairs of ACFP and has all of the powers and duties stated in the Act, including:
- a) Promoting the objects of ACFP;
 - b) Promoting membership in ACFP;
 - c) Maintaining and protecting ACFP's assets and property;
 - d) Approving an annual budget for ACFP;
 - e) Making policies for managing and operating ACFP;
 - f) Appointing legal counsel as necessary;
 - g) Selling, disposing of, or mortgaging any or all of the property of ACFP; ~~and~~
 - h) Establishing committees to assist the Board in its work according to its policies on Committees, and
 - i) Making regulations not contrary to Law or the Bylaws to regulate the conduct of the affairs of ACFP in all particulars.
- 6.6 The Board shall deal with the funds of ACFP in accordance with Board policy.
- 6.7 The Board may, from time to time, by Ordinary Resolution:
- a) 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.
 - b) Issue Bonds and other debt obligations either outright or as security for any liability or obligation of ACFP; provided that a Special Resolution shall be required for any issuance of debentures
 - c) 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.
- 6.8 The Board is accountable to the Members and shall report to the Members at the Annual Meeting.

ARTICLE SEVEN - MEETINGS OF THE BOARD

- 7.1 The Board shall hold at least six (6) meetings each year.
- 7.2 The President or any two (2) Directors may call a meeting of the Board at any time, by giving notice in accordance with these Bylaws.

- 7.3 Ten (10) days' written notice for Board meetings shall be mailed to each Board member ~~or~~ five (5) days' notice ~~may~~ shall be circulated by telephone, fax or e-mail. Notwithstanding any other provision of these Bylaws, an emergency meeting of the Board may be called by the President on 48 hours' notice circulated by telephone, fax, or e-mail. Directors may waive formal notice of a meeting in any manner before, during, or after the meeting. 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 brought to order.
- 7.4 The President shall be the Chair of the Board and shall preside at every meeting of the Directors and the Members. If the President has advised the Secretary that he/she/they will not be present at a 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 is as follows:
- a) President-Elect or Past-President
 - b) if none of the above are in attendance, the Directors present shall choose one of their number to be Chair of the meeting.
- 7.5 Any Director may participate in a meeting of the Board 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 all Directors have agreed to such type of participation.~~ A Director 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.
- 7.6 When A majority of the Directors are present at any Board meeting then it is a quorum. ~~If quorum does not exist, the meeting shall be adjourned to another date.~~ if quorum ceases to exist at any point during a meeting, discussions may continue but, no business (i.e. votes) shall be conducted.
- 7.7 Each Director, including the President, President-Elect and Past-President, has one (1) vote.
- 7.8 The chair of a Board meeting will not have second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 7.9 Meetings of the Board are open to all Members of ACFP, but only Directors may vote. A guest at a Board meeting shall be required to leave upon request of the chair or a vote of the Board.
- 7.10 Irregularities or errors done in good faith, including errors related to notice, shall not invalidate acts done by any meeting of the Board.
- 7.11 Without good cause for ~~his or her~~ their absence, each Director shall be expected to attend all Board Meetings.

- 7.12 A resolution in writing, signed by each Director (unless a conflict of interest exists), and circulated to the Secretary of the Board, shall constitute a resolution validly passed by the Board. Such resolution in writing shall be filed with the minutes of Board meetings and shall be effective on the later of (i) the date on which the last person signed, and (ii) the date stated in the resolution.

ARTICLE EIGHT - COMMITTEES

- 8.1 The Board may appoint one (1) or more Committees of the Board, however designated, and delegate to any such Committee any of the powers of the Board, except those which pertain to actions which, under the Act, a Committee of the Board has no authority to exercise. The Board shall decide who will be the chair of each Committee. The Board may from time to time appoint such advisory bodies as it may deem advisable.
- 8.2 Unless otherwise provided for in these Bylaws or determined by the Board, each Committee shall have the power to fix its quorum at not less than a majority of its members, and to regulate its procedure. A member of any Committee may participate in a meeting of the Committee by means of conference telephone or other communication facility by means of which all participants in the meeting can hear each other, ~~and provided that the Committee members have agreed in advance to such type of participation.~~ A 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 entitled to speak and vote there at.
- 8.3 Ten (10) days' written notice for Board Committee meetings shall be mailed to each Committee member ~~or five-Five~~ (5) days' notice ~~shall~~ may be circulated by telephone, fax or e-mail. Every Committee shall keep minutes of each of its meetings and shall promptly provide a copy of its minutes to the President and Secretary.
- 8.4 The chair of each Committee shall present a written report of the Committee to any meeting when requested by the Board. The written report of the Committee must be received by the Secretary no later than two weeks before any Board meeting.
- 8.5 A resolution in writing, signed by each Committee member (unless a conflict of interest exists), and circulated to the chair of the Committee, shall constitute a resolution validly passed by the Committee. Such resolution in writing shall be filed with the minutes of Committee meetings and shall be effective on the later of (i) the date on which the last person signed, and (ii) the date stated in the resolution.
- 8.6 The vacancy of the chair of any Board 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 and ratification by the Board at its next meeting. If approved by the Board, the new chair will complete the remaining term of office.

**ARTICLE NINE- REIMBURSEMENT, REMUNERATION AND INDEMNIFICATION OF DIRECTORS, OFFICERS
AND OTHERS**

- 9.1 Unless otherwise provided for in these Bylaws, Directors, Officers, and Committee members may be remunerated for their services in accordance with Board policy.
- 9.2 Unless otherwise provided for in these Bylaws, each Director, Officer, and Committee member shall be reimbursed, in accordance with Board policy, for any reasonable expenses incurred in fulfillment of such office.
- 9.3 All Directors and Officers of ACFP in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of ACFP and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, and without limiting any defences available to a Director or an Officer under the Act or otherwise, no Director or Officer shall be liable for:
- a) The acts, omissions, failures, neglects, or defaults of any other Director, Officer, or employee or agent of ACFP;
 - b) Any loss, damage, or expense happening to ACFP through the insufficiency or deficiency of title to any property acquired for or on behalf of ACFP;
 - c) The insufficiency or deficiency of any security in or upon which any of the moneys of ACFP is invested;
 - d) Any loss, damage, or expense arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the moneys, securities, or effects of ACFP shall be deposited;
 - e) Any loss, damage, or expense arising from any error of judgment or oversight on the part of such Director or Officer; or
 - f) Any other loss, damage, or expense arising from the execution of the duties of office or in relation thereto provided that nothing in this Section shall relieve any Director or Officer from the duty to act in accordance with the Laws of the Province of Alberta and Canada or from liability for any breach of the Laws of the Province of Alberta and Canada.
- 9.4 Subject to the Act and the laws of the Province of Alberta and Canada, ACFP shall indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at ACFP's request as a Director or Officer or in a similar capacity within ACFP, and their heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved because of that association with ACFP.
- 9.5 ACFP shall not indemnify an individual unless the individual a) acted honestly and in good faith with a view to the best interests of ACFP, and b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

- 9.6 Subject to the Act and the laws of the Province of Alberta and Canada, the Corporation ~~may shall~~ purchase and maintain insurance for the benefit of Directors and Officers ~~as the Board may from time to time determine~~.

ARTICLE TEN - MEETING OF THE MEMBERS

- 10.1 The following rules shall apply to Annual Meetings of the Members:

- a) There shall be an Annual Meeting of ACFP no later than six months since the end of the last fiscal year.
- b) Any member in good standing of ACFP is entitled to attend the Annual Meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the Members by Ordinary Resolution.
- c) Only the following business shall be conducted at an Annual Meeting of ACFP:
 - I. election of Directors, as necessary;
 - II. consideration of the report of the President;
 - III. consideration of the report of the Auditor;
 - IV. consideration of the financial statements;
 - V. the appointment of the Auditor;
 - VI. amendment of the Bylaws, if any;
 - VII. approval of membership fees;
 - VIII. consideration of any proposal for any special levy or assessment; and
 - IX. other specific motions that the Members have been notified of in accordance with these Bylaws.
- d) The Secretary shall ensure that at least 30 days written notice of the Annual Meeting is given to every Member at the Members' mailing or email address, which notice shall specify the date(s), place and hour of the Annual Meeting, the agenda of the Meeting, and any information regarding a Special Resolution. The notice shall include a Form of Proxy.
- e) Attendance by twenty (20) voting Members at the Annual Meeting is a quorum. If a quorum is not present at the opening of any meeting of the Members, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business. A quorum must be maintained throughout the meeting in order for business to be conducted.
- f) The chair of the meeting may adjourn the Annual Meeting, at any time, with the consent of the Members at the meeting. The adjourned meeting conducts only the unfinished business from the initial meeting. No notice is necessary if the meeting is adjourned for less than thirty (30) days. Notice shall be given when a meeting is adjourned for thirty (30) days or more. Notice must be in the same form as for any Annual Meeting.

- g) Voting at the Annual Meeting shall be by show of hands, unless a ballot is directed by the chair of the meeting or demanded by an Ordinary Resolution. Election of the Directors shall be determined by a secret ballot unless they are elected by acclamation. Voting by proxy is permitted. If required, ballots shall be counted by the Past-President, or by the President if the Past-President is not in attendance.
- 10.2 The following rules shall apply to Special Meetings of the Members:
- a) Attendance by twenty (20) voting Members at any Special Meeting is a quorum. If a quorum is not present at the opening of any meeting of the Members, the Members present may adjourn the meeting to a fixed time and place, but may not transact any other business. A quorum must be maintained throughout the meeting in order for business to be conducted.
 - b) The Board:
 - I. may, by Ordinary Resolution, when it deems fit, convene a Special Meeting; and
 - II. shall, on written request to the President, signed by the nearest whole number over 10% of the voting Members, convene a Special Meeting.
 - c) All Special Meetings shall be chaired by the President.
 - d) The Secretary shall ensure that at least 30 days' notice of a Special Meeting is given to every voting Member and that the notice specifies the purpose of the meeting and sets out the agenda of the meeting. Only the items set out in the agenda of the meeting shall be considered at the meeting.
- 10.3 A Special Resolution will be required in order for the following situations to occur (unless stated otherwise in the Act):
- a) amendment of the objects set out in ACFP's Articles of Incorporation;
 - b) amendment of ACFP's Bylaws;
 - c) issuance of debentures by ACFP;
 - d) amalgamation of ACFP;
 - e) surrender of ACFP's Certificate of Incorporation;
 - f) continuance of ACFP to another jurisdiction;
 - g) in accordance with Section 6.4, the removal of a Director by the Members; or
 - h) in accordance with Section 19.2, the selection of the organization to receive ACFP's assets upon dissolution.

ARTICLE ELEVEN - AMENDMENT TO BYLAWS

- 11.1 The Bylaws of ACFP may be rescinded, altered or added to by Special Resolution.
- 11.2 A proposal to create, amend, or repeal the Bylaws may be made by:

- a) a written request to the President in accordance with Section 10.2(b) to convene a Special Meeting in order to vote on the bylaw amendment;
 - b) Ordinary Resolution of the Members at a meeting of the Members, which proposal shall be considered and acted upon by the Board and submitted at the next Annual Meeting; or
 - c) Ordinary Resolution of the Board to convene a Special Meeting in order for the Members to vote on the bylaw amendment.
- 11.3 Any new Bylaw, amended Bylaw, or repealed Bylaw must be approved by the Board, the CFPC Board and then by a Special Resolution of the Members. If the new or amended Bylaw would conflict with the bylaws of the National College, such new or amended Bylaw will also require the approval of the National College in order to be effective, unless such discrepancy is due to the different legislation governing ACFP and the National College.
- 11.4 No amendment, removal, or creation of a Bylaw will be effective until it has been registered by the Registrar of Corporate Registries of Alberta as required by the Act.

ARTICLE TWELVE - NON-PROFIT OPERATION

- 12.1 ACFP will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of ACFP will be distributed to its Members, Directors or Officers without full consideration therefore. No member of ACFP has any vested right, interest or privilege in or to the assets, property, functions or activities of ACFP. ACFP may contract in due course with its members, Directors and Officers without violating this provision.

ARTICLE THIRTEEN - RECORDS

- 13.1 All documents, copies, registers, minutes and records, including financial records of ACFP shall be kept at the registered office of ACFP, or such other place as the Board by Ordinary Resolution may determine.
- 13.2 The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant. A complete and proper statement of standing of the books for the previous year shall be submitted by such auditor, along with audited financial statements, at the Annual Meeting of ACFP. The fiscal year end of ACFP shall end on December 31st of each year or on such other date as the Board may determine.
- 13.3 Any Member shall, at the individual's own expense, be entitled to reasonable access to the financial books and records of ACFP at the registered office of ACFP during business hours and upon at least twenty-four (24) hours' notice to the Executive Director. Each Director shall at all times be entitled to access any books and records of ACFP upon reasonable notice to the Executive Director.

- 13.4 Minutes of every meeting shall be prepared by the Secretary of the meeting or by such other person as the meeting approves, and shall be kept at the registered office of ACFP. Minutes shall be distributed as follows:
- a) minutes of all Annual and Special Meetings shall be made available for inspection to any voting Member 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 Board Committee shall be distributed to the members of that Committee and to the President and Secretary.
- 13.5 ACFP shall furnish a Member with a copy of ACFP's application for incorporation and Bylaws upon request.
- 13.6 ACFP shall keep a register of its members at its registered office in accordance with the Act and shall, on each regular business day during not less than two (2) regular business hours, permit a Member to inspect the register without payment of a fee. ACFP shall, within a reasonable time of receiving from a Member a request to provide to the Member a copy of the register, the annual list of Members, or an excerpt from any one or more of them, and on payment by the Member of a sum set by the Board (but not exceeding \$0.25 for every 100 words copied), provide the Member with the copy of the register, list, or excerpt so requested, unless prohibited from doing so by the Act.

ARTICLE FOURTEEN - RULES OF ORDER

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

ARTICLE FIFTEEN - NOTICES

- 15.1 Notices shall be in writing and may be delivered by prepaid mail, personal delivery, facsimile or other form of electronic transmission of written material, to the intended recipient's recorded address for that purpose. Calculation of the time of giving notice shall be from the time the notice leaves the registered address of ACFP. 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 faxed or otherwise transmitted electronically, on the day of being faxed or electronically transmitted.
- 15.2 Any Member, Director, Officer or Committee member, or any other person entitled to receive notice, may at any time waive any notice, or waive or abridge the time for any notice, required to be given to such person under the Act, these Bylaws or otherwise.

ARTICLE SIXTEEN - SEAL

- 16.1 The Board may adopt a seal of ACFP. The seal shall be in the custody of the Secretary under the control of the Board. The Seal shall be stored in ACFP's office. The Seal shall be affixed only when authorized by the Board 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.

ARTICLE SEVENTEEN - EXECUTION OF DOCUMENTS

- 17.1 The Board is authorized from time to time to appoint any Officer or Officers or any other individual or individuals on behalf of ACFP either to sign and deliver documents and instruments in writing generally or to sign and deliver specific documents and instruments in writing. In the absence of any such appointment by the Board, signing authority of ACFP shall be held by any of the Officers of ACFP or senior staff with prior approval by the Board. Any two of these authorized signatures, at least of one of which must be from an Officer of ACFP, will be required to cause funds to be released or transferred and any documents and instruments in writing so signed and delivered shall be binding upon ACFP without any other formality.

ARTICLE EIGHTEEN - ARBITRATION CLAUSE

- 18.1 All disputes arising out of or in connection with the Bylaws of ACFP shall be settled by arbitration pursuant to the *Arbitration Act*, R.S.A. 2000, C. A-43.
- 18.2 An arbitration shall be commenced by written request for arbitration specifying the matters in dispute, received by one party from the other. If ACFP and the aggrieved party cannot mutually agree upon the arbitrator within ten (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 of the National College and who shall not be a Member of ACFP. The two arbitrators selected shall then select a third arbitrator who again cannot be a Member of ACFP but shall be a member in good standing of the National College 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.

ARTICLE NINETEEN - DISSOLUTION

- 19.1 If ACFP is dissolved, any funds or assets remaining after paying all the debts are to be paid to one or more qualified donees within the meaning of subsection 248(1) of the Income Tax Act.
- 19.2 Members are to select the organization to receive the assets by Special Resolution. In no event shall any Members receive any assets of ACFP.

Enacted by the Directors of The Alberta College of Family Physicians – A Chapter of The College of Family Physicians of Canada this 27 day of September, 2019.

Chair of the Meeting

Secretary of the Meeting

Approved by Special Resolution of the Members this ___ day of _____, 20__.

Chair of the Meeting

Secretary of the Meeting