

SOCIETIES ACT (BRITISH COLUMBIA)
PHYSIOTHERAPY ASSOCIATION OF BRITISH COLUMBIA
BYLAWS

PART 1 – INTERPRETATION

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

- (a) “Affiliate Members” means those persons who become Affiliate Members under Bylaw 2.3(f) and who have not ceased to be Affiliate Members, and an “Affiliate Member” means any one of them;
- (b) “Association” means Physiotherapy Association of British Columbia;
- (c) “Board” means the Board of Directors;
- (d) “Bylaws” mean these bylaws, and “Bylaw” means one of them;
- (e) “Constitution” means the constitution of the Association from time to time;
- (f) “CPA” means Canadian Physiotherapy Association;
- (g) “Directors” means the directors of the Association for the time being when acting as authorized by these Bylaws, and “Director” means one of them;
- (h) “Elected Directors” means the Directors other than the Student Director;
- (i) “Full Members” means those persons who become Full Members under Bylaw 2.3(a) and who have not ceased to be Full Members, and a “Full Member” means any one of them;
- (j) “Honorary Members” means those persons who become Honorary Members under Bylaw 2.3(c) and who have not ceased to be Honorary Members, and an “Honorary Member” means any one of them;
- (k) “*Interpretation Act*” means the *Interpretation Act* (British Columbia) from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;
- (l) “Life Members” means those persons who become Life Members under Bylaw 2.3(c) and who have not ceased to be Life Members, and a “Life Member” means any one of them;
- (m) “Members” means the members of the Association from time to time pursuant to Bylaw 2.1, and “Member” means one of them;
- (n) “Ordinary Resolution” has the meaning given to that term in the *Societies Act*;
- (o) “Past President” means the person who is holding that office pursuant to Bylaw 5.7(b);

- (p) “Physiotherapist Assistant Members” means those persons who become Physiotherapist Assistant Members under Bylaw 2.3(d) and who have not ceased to be Physiotherapist Assistant Members, and a “Physiotherapist Assistant Member” means any one of them;
- (q) “Regions” means the geographical areas of the province of British Columbia designated as “Regions” by the Board, and a “Region” means any one of them;
- (r) “Regional Directors” means those Directors of the Regions, and a “Regional Director” means any one of them;
- (s) “Registrar” means the Registrar of Companies of British Columbia;
- (t) “Retired Members” means those persons who become Retired Members under Bylaw 2.3(g) and who have not ceased to be Retired Members, and a “Retired Member” means any one of them;
- (u) “*Societies Act*” means the *Societies Act* (British Columbia) from time to time in force and all amendments thereto and includes all regulations and amendments thereto made pursuant to that Act;
- (v) “Special Resolution” has the meaning given to that term in the *Societies Act*;
- (w) “Student Director” means the Student Member who is elected as a Director by the Members;
- (x) “Student Members” means those persons who become Student Members under Bylaw 2.3(b) and who have not ceased to be Student Members, and a “Student Member” means any one of them; and
- (y) “Student Physiotherapist Assistant Members” means those persons who become Student Physiotherapist Assistant Members under Bylaw 2.3(e) and who have not ceased to be Student Physiotherapist Assistant Members, and a “Student Physiotherapist Assistant Member” means any one of them.

1.2 Societies Act and Interpretation Act definitions applicable

The definitions in the *Societies Act* and the definitions and rules of construction in the *Interpretation Act*, with the necessary changes, so far as applicable, and unless the context requires otherwise, apply to these Bylaws as if they were an enactment. If there is a conflict between a definition in the *Societies Act* and a definition or rule in the *Interpretation Act* relating to a term used in these Bylaws, the definition in the *Societies Act* will prevail in relation to the use of the term in these Bylaws. If there is a conflict between these Bylaws and the *Societies Act*, the *Societies Act* will prevail.

1.3 Headings

The headings used in these Bylaws are inserted for reference purposes only and are not to be construed or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

PART 2 – MEMBERSHIP

2.1 Members

The Members are those persons who have been accepted as Members in accordance with these Bylaws and have not ceased to be Members.

2.2 Classes and rights of membership

The Association will have the following Members who will have the following rights, subject to Bylaws 2.4 and 2.9:

- (a) Full Members, who are entitled to vote at all meetings of the Members and to all the membership benefits provided by the Association;
- (b) Student Members, who are entitled to vote at all meetings of the Members and to membership benefits as determined by the Board;
- (c) Life Members or Honorary Members, who are entitled to such rights and privileges as established by the Board, but who are not entitled to vote at meetings of the Members;
- (d) Physiotherapist Assistant Members, who are entitled to vote at all meetings of the Members and to membership benefits as determined by the Board;
- (e) Student Physiotherapist Assistant Members, who are entitled to vote at all meetings of the Members and to membership benefits as determined by the Board;
- (f) Affiliate Members, who are entitled to membership benefits as determined by the Board, but who are not entitled to vote at meetings of the Members; and
- (g) Retired Members, who are entitled to vote at all meetings of the Members and to membership benefits as determined by the Board.

Each Member is entitled to receive notice of and attend at all meetings of the Members.

2.3 Eligibility and admission of Members

In order to become a Member, a person may apply for membership in the Association and must:

- (a) in the case of a Full Member, be a graduate of an accredited physiotherapy program in Canada, a physiotherapist who holds or has held full registration or licensure in any jurisdiction in Canada, or a graduate of a physiotherapy program who holds a full-time or part-time academic faculty appointment in a physiotherapy program at a Canadian university, but must not, in any case, be a person who has been permanently retired from significant employment in physiotherapy for over five years;
- (b) in the case of a Student Member, be a full-time or part-time entry-level student enrolled in a physiotherapy program at a British Columbia university, or enrolled in a British Columbia-based bridging program for internationally educated physiotherapists recognized by the Board;

- (c) in the case of a Life Member or Honorary Member, be a recipient of an award of the CPA who is resident in BC and meet any other such criteria as established by the Board;
- (d) in the case of a Physiotherapist Assistant Member, have completed a recognized formal education program for support personnel in physiotherapy, or have documented on-the-job training through current or past employment as a physiotherapist assistant;
- (e) in the case of a Student Physiotherapist Assistant Member, be a student enrolled in a recognized formal education program for support personnel in physiotherapy;
- (f) in the case of an Affiliate Member, be an individual or corporation who supports the mission of the Association and who is affiliated with the Association as determined by the Board, but who is not eligible for admission as a Member under another membership class as determined by the Board; and
- (g) in the case of a Retired Member, be permanently retired from significant employment in physiotherapy, be aged 55 or over, and have, within the 30 years immediately preceding the application for membership, at least 20 years of CPA membership or at least 20 years of membership with a World Physiotherapy member organization.

A person who is eligible to become a Member will become a Member when accepted by the Directors, in their discretion, by Directors' resolution or such other manner as may be determined by the Directors from time to time, which may include being accepted by a person appointed as a delegate of the Directors.

2.4 Employees

Employees of the Association who meet the eligibility requirements in Bylaw 2.3 may be Members but shall not be eligible to vote at meetings of the Members.

2.5 Duties of Members

Each Member will uphold the Constitution and comply with these Bylaws and such policies and rules approved by the Board, as well as the Code of Ethics and Rules of Conduct of the CPA as amended, superseded or substituted from time to time.

2.6 Authorized representative

A Member which is not an individual must appoint an authorized representative, who will be entitled to speak and vote on behalf of the Member, and in all other respects exercise the rights of a Member, and that representative will be considered as a Member for all purposes with respect to a meeting of the Association.

2.7 Membership dues

The amount of the annual membership dues, if any, must be determined by the Directors. The Directors may, at their discretion, waive or reduce the annual membership dues payable by a particular Member.

2.8 Member not in good standing

All Members are in good standing, except a Member:

- (a) who has failed to pay their annual membership dues; or
- (b) who has been suspended under these Bylaws.

A Member who is not in good standing will only become in good standing when the outstanding dues have been paid or the period of suspension has ended, as applicable.

2.9 Members not in good standing may not vote

A Member who is not in good standing may not vote at a meeting of the Members and will not be counted in quorum.

2.10 Termination

A person will automatically cease to be a Member:

- (a) upon the date the Member resigns in writing;
- (b) upon being expelled in accordance with these Bylaws;
- (c) upon a revocation of the Member's license or registration by a physiotherapy regulatory board or tribunal or a court of competent jurisdiction for disciplinary reasons;
- (d) upon no longer meeting the eligibility requirements in Bylaw 2.3;
- (e) upon death or, in the case of a corporation, upon dissolution; or
- (f) upon having been a Member not in good standing for failing to pay dues within the time specified by the Directors.

2.11 Suspension, expulsion and discipline

Members may be suspended or expelled or otherwise disciplined by the Board in accordance with the conduct and discipline procedures approved by the Board. If a Member's license or registration is suspended by a physiotherapy regulatory board or tribunal or a court of competent jurisdiction for disciplinary reasons, that Member's membership with the Association is suspended for the duration of that suspension.

2.12 Statement of reasons

The Association must send the Member at least seven days' notice of the proposed resolution for suspension, discipline or expulsion, including a brief statement of reasons.

2.13 Right of Member to make representations

The Member who is the subject of the proposed resolution for suspension, discipline or expulsion is entitled to a reasonable opportunity to make written or, if a meeting is being held, oral representations before the resolution is put to a vote.

2.14 Members cannot suspend, discipline or expel Members

The Members cannot be suspended, expelled or disciplined by a Special Resolution.

PART 3 – MEETINGS OF MEMBERS

3.1 Calling meetings

The Directors may, at any time, call a general meeting of Members to be held at such time, manner and, if applicable, location as may be determined by the Directors. The Directors may determine that a meeting be in person, partially electronic or fully electronic.

3.2 Annual general meetings

An annual general meeting of the Association will be held at least once in every calendar year.

3.3 Extraordinary general meeting

Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

3.4 Location of meetings

Except in the case of a fully electronic meeting, a general meeting will be held at a location in British Columbia as determined by the Directors, or at a location outside British Columbia agreed on by every voting Member before the meeting.

3.5 Record date

For the purposes of determining which Members are entitled to notice of, to vote at or to be counted in quorum at a general meeting, the record date is the date on which the notice of meeting is sent to the Members.

3.6 Content of the notice

Notice of a general meeting must:

- (a) specify the date, time and, if applicable, the location of the meeting;
- (b) in the case of a notice for an annual general meeting, describe the general nature of any special business (as defined in Bylaw 4.1) to be submitted to the meeting;
- (c) in the case of a notice for an extraordinary general meeting, describe the general nature of the special business (as defined in Bylaw 4.2) to be submitted to the meeting;
- (d) include the text of any Special Resolution to be submitted to the meeting; and
- (e) in the case of a general meeting that is an electronic meeting, include instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting.

3.7 Timing of the notice

The notice of general meeting must be sent at least 7 days before the meeting and not more than 60 days before the meeting.

3.8 Waiver of notice

Any person entitled to receive notice of a general meeting may at any time waive notice of the meeting. The attendance of such a person at a general meeting constitutes waiver of notice, unless the person attends the meeting for the express purpose of objecting to the transaction of business on the basis that the meeting was not properly called.

3.9 Omission to give notice

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

3.10 Rescheduling a general meeting

If they believe it is in the best interests of the Association, the Directors may, by a resolution of the Directors, reschedule a general meeting for which a notice has already been sent to the Members. The Directors must send the Members a notice for the new date within 30 days of the date the meeting was to be held.

3.11 Rules of procedure

Unless otherwise stated in the Bylaws or in such rules adopted by the Board or at meetings of the Members from time to time, meetings of the Members shall be conducted in accordance with Robert's Rules of Order.

PART 4 – PROCEEDINGS AT GENERAL MEETINGS

4.1 Special business at an annual general meeting

Special business is all business transacted at an annual general meeting, except:

- (a) the adoption of rules of order;
- (b) the consideration of the financial statements;
- (c) the reports, if any, of the Directors or auditor;
- (d) the election of Directors; and
- (e) the appointment of the auditor, if any.

4.2 Special business at an extraordinary general meeting

Special business is all business at an extraordinary general meeting except the adoption of rules of order.

4.3 Requirement of quorum

No business, other than the election of a chair and the adjournment or termination of the meeting, will be conducted at a general meeting at a time when a quorum is not in attendance.

4.4 Loss of quorum

If at any time during a general meeting there ceases to be a quorum in attendance, business then in progress will be suspended until there is a quorum in attendance or until the meeting is adjourned or terminated.

4.5 Quorum

Subject to the *Societies Act*, a quorum is 10 voting Members.

4.6 Lack of quorum

If, within 30 minutes from the time set for holding a general meeting, a quorum is not in attendance,

- (a) in the case of a meeting convened on the requisition of Members, the meeting is terminated; and
- (b) in any other case,
 - (i) the meeting stands adjourned to the same day in the next week, at the same time and in the same manner, and
 - (ii) if, at the continuation of the adjourned meeting, a quorum is not in attendance within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting Members who are in attendance constitute a quorum for that meeting.

No notice for the adjourned meeting under paragraph (b) is required unless the adjourned meeting will be held at a different location.

4.7 Chair

The following individual is entitled to preside as the chair of a general meeting:

- (a) the individual, if any, appointed by the Directors to preside as the chair;
- (b) if the Directors have not appointed an individual to preside as the chair or the individual appointed by the Directors is unable to preside as the chair:
 - (i) the President;
 - (ii) the Vice-President, if the President is unable to preside as the chair; or
 - (iii) one of the other Directors in attendance at the meeting, if both the President and Vice-President are unable to preside as the chair.

4.8 Alternative chair

If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the Members who are in attendance must elect an individual in attendance at the meeting to preside as the chair.

4.9 Adjournment

The chair of a general meeting may, or, if so directed by the Members at the meeting, must, adjourn the meeting from time to time and, if applicable, from location to location, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

4.10 Notice of adjourned meeting

It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 10 days or more, notice of the continuation of the adjourned meeting must be given.

4.11 Method of voting

Voting will be by any method that adequately discloses the intention of the Members and is approved by the chair of the meeting. If voting at the meeting is to occur by electronic means:

- (a) the notice of the meeting must provide instructions for how to vote at the meeting, or the person responsible for holding the meeting must provide instructions at the meeting for how to vote; and
- (b) all of the persons participating at the meeting must be able to vote at the meeting.

However, if before a vote is taken two or more Members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

4.12 Seconding

A resolution proposed at a meeting must be seconded and the chair of a meeting may propose or second a resolution. However, a resolution that was voted on and passed will not be invalid only because the resolution was not seconded.

4.13 Casting vote

In case of an equality of votes the chair will not have a casting or second vote in addition to the vote to which they may be entitled as a Member and the proposed resolution will not pass.

4.14 Number of votes

Every voting Member in good standing has only one vote.

4.15 Announcement of vote

Whenever a vote by show of hands or voice vote has been taken upon a question, a declaration by the chair of the meeting that a resolution has been carried or lost by a particular majority and

an entry to that effect in the minutes of the Association is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

4.16 Ballot voting

The Directors may, at their sole discretion, determine that:

- (a) elections of the Directors will be conducted by ballot instead of holding a meeting;
- (b) a vote on a Special Resolution or Ordinary Resolution will be conducted by ballot instead of holding a meeting;
- (c) any business to be conducted at a general meeting will be conducted by ballot instead of a meeting; or
- (d) any business to be conducted at a general meeting will be conducted using a combination of ballot voting and voting at a general meeting.

4.17 Process for ballot voting

Where voting by ballot is permitted pursuant to Bylaw 4.16, the following procedure will apply:

- (a) the Directors will determine the procedure for sending and receiving the ballots;
- (b) the Association will give each voting Member at least seven days' notice of:
 - (i) the resolutions or business to be voted on by ballot;
 - (ii) the voting period for casting a ballot; and
 - (iii) instructions on how to cast a ballot;
- (c) for a ballot to be valid, the ballot must be cast in accordance with the instructions sent in the notice;
- (d) the Association will notify the Members of the results of the ballot within seven days after the voting period has closed.

If a general meeting is conducted using a combination of ballot voting and voting at a general meeting, for the purpose of determining quorum at the general meeting, a Member who has voted by ballot is deemed to be in attendance at the general meeting for the portion of the meeting that included the business conducted by ballot voting or for the entire meeting if all business conducted at the meeting other than the adoption of rules of order and procedural matters was conducted using a combination of ballot voting and voting at the meeting.

4.18 Proxies not permitted

Voting by proxy will not be permitted.

4.19 Meeting held by electronic means

- (a) Any general meeting may be held, or any Member may participate in any general meeting, by telephone or other communications medium as long as all the persons

attending the meeting are able to participate in it. All such Members so participating in any such meeting will be deemed to be in attendance at the meeting.

- (b) If the Association holds a general meeting that is not an electronic meeting, the Association is not obligated to take any action or provide any facility to permit or facilitate the use of any communications medium at the meeting. If the Association holds a general meeting that is an electronic meeting, the Association must permit and facilitate participation in the meeting by telephone or other communications medium.

PART 5 – DIRECTORS

5.1 Board

The affairs of the Association shall be managed by the Directors.

5.2 Powers of Directors

The Directors may exercise all powers and do all the acts and things that the Association may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in a general meeting, but subject, nevertheless, to the provisions of:

- (a) all laws affecting the Association; and
- (b) these Bylaws.

No policy made by the Directors will invalidate a prior act of the Directors that would have been valid if that policy had not been made.

5.3 Composition of the Board

The Board will consist of up to 13 Directors, which will include:

- (a) the President;
- (b) one Regional Director per Region;
- (c) one elected Student Director; and
- (d) such Directors-at-large as the Board may determine from time to time.

Pursuant to Bylaw 5.7(a), the President may also hold office as a Regional Director.

5.4 Transitional provision

The Board may determine that certain Directors who held office when these Bylaws take effect will be Directors-at-large for the remainder of their term of office, whether because the office they previously held no longer exists under these Bylaws or because the Director-at-large office is better suited for their role on the Board. These Bylaws have different terms of office for the Directors than the prior Bylaws. The Board may determine whether the terms of office for all or some Directors who held office when these Bylaws take effect will change based on these Bylaws or if they will continue to hold office as Directors based on the term of office they held under the prior Bylaws.

5.5 Qualifications

To become, act or continue to act as a Director, an individual must:

- (a) be at least 18 years of age;
- (b) be qualified as required by the *Societies Act*;
- (c) in the case of a Student Director, be a Student Member;
- (d) in the case of an Elected Director other than a Student Director, be a Full Member;
and
- (e) not be an employee of the Association.

If a Director ceases to be qualified as provided in this Bylaw 5.4, the Director ceases to be a Director and the vacancy may be filled under Bylaw 5.12.

5.6 Nominations of Regional Directors

In addition to the qualifications in Bylaw 5.4, in order to be eligible for nomination as a Regional Director:

- (a) the Member must work in the Region for which they are being nominated to be the Regional Director;
- (b) the Member must be nominated by another voting Member whose address as listed in the register of Members is in that Region; and
- (c) the Member's nomination, in writing, must be received by the Association in accordance with the nomination procedures approved by the Association.

5.7 Election or appointment of Directors

- (a) The Board will determine the number of Directors to be elected or appointed each year,
- (b) The President is appointed by the Elected Directors from amongst the Elected Directors. If the individual appointed to be the President is a Regional Director, they will continue to hold the office of Regional Director.
- (c) If the President's term did not end with their resignation or their removal from office, the President will assume the office of Past President upon the expiry of their term of office as President. If they hold the office of Regional Director, the Past President will also continue to hold the office of Regional Director until they cease to be the Past President.
- (d) A Regional Director is elected by the voting Members whose addresses, as listed in the register of Members, are situated within the Region represented by that Regional Director.
- (e) The Student Director is elected by the voting Members from names of physiotherapy students in any British Columbia-based university physiotherapy program nominated by the physiotherapy students in that program.

- (f) The Directors-at-large are elected by the voting Members.

5.8 Nominations

A committee appointed by the Board shall be responsible for soliciting nominations and candidates for Directors. Directors must be nominated in accordance with the policies of the Association.

5.9 Elections

If the number of nominees is equal to or less than the number of Directors to be elected to a particular office, the nominee will be elected by acclamation. If the number of nominees is greater than the number of Directors to be elected, the election will be by ballot and the nominees will be elected in the order of those nominees receiving the most votes.

5.10 Term of office

- (a) Subject to paragraph (b) and Bylaw 5.14, an Elected Director's term of office will be three years, to expire at the conclusion of the annual general meeting in the year in which their term expires, or, if no successor is elected or appointed, to expire when a successor is elected or appointed.
- (b) A Director who is appointed to the office of President begins a new three-year term as both a Director and President upon the commencement of the appointment, following which the Director will hold the office of Past President for a one-year term, if his or her term as President did not end with his or her resignation or his or her removal from office with cause.
- (c) A Student Director will have a term of office of one year, to expire at the conclusion of the annual general meeting in the year in which their term expires, or if no successor is elected or appointed, to expire when a successor is elected or appointed.

5.11 Maximum term

- (a) An Elected Director will be eligible to serve for a maximum of two consecutive terms (six consecutive years total) and afterwards is not eligible for re-election until a period of 18 months has elapsed from the date such person ceases to be a Director.
- (b) Notwithstanding paragraph (a), a Director who is appointed to the office of President is eligible to serve for a maximum of two consecutive terms as an Elected Director, one consecutive term as President and one consecutive term as Past President in a non-director role (nine consecutive years total) and afterwards is not eligible for re-election until a period of 18 months has elapsed from the date such person ceases to be the Past President.
- (c) Any time that a Director spent filling a casual vacancy under Bylaw 5.12 will not be counted as a term for the purpose of this Bylaw.

5.12 Casual vacancies

The Directors may at any time and from time to time appoint an individual as a Director to fill a vacancy in the Directors.

5.13 Term of office for casual vacancies

A Director appointed by the Directors to fill a vacancy will hold office for the remainder of the term of office of the Director they replaced.

5.14 Staggered terms

In order to ensure continuity, the Board shall endeavour to ensure that the Directors have staggered terms of office such that one-third of the Elected Directors will have terms expiring in any particular year. To this end, the Board may determine that one or more of the Directors' offices to be filled will have a two year term of office in order to assist with maintaining staggered terms.

5.15 Invalidation of acts

No act or proceeding of the Directors will be invalid only by reason of there being fewer than the prescribed number of Directors in office or not all offices of the Directors being filled.

5.16 Removal and discipline of Directors

Directors may be removed or disciplined in the following ways:

- (a) The Members may by Special Resolution remove a Director, before the end of that Director's term of office, and may elect a successor by Ordinary Resolution to complete the term of office; and
- (b) The Directors may by a resolution of at least two-thirds of the Directors in attendance at a meeting remove or discipline a Director before the end of that Director's term of office. The quorum for such meeting will be either:
 - (i) a majority of the Directors then in office; or
 - (ii) if a higher quorum has been set under Bylaw 6.3, the higher quorum.

Notice of the proposed removal or discipline must be sent to the Director at least seven business days in advance of the meeting, including reasons. The Director must be given an opportunity to make written or oral representations to the Directors respecting the proposed removal or discipline. Notice of the meeting must be sent to each Director and the proposed removal or discipline must be included in the agenda circulated with the notice.

The Director will be counted for the purposes of determining quorum under Bylaw 6.3 but is not entitled to vote on the proposed expulsion or discipline.

5.17 Termination

A person will automatically cease to be a Director:

- (a) upon the date the Association receives the Director's written resignation;

- (b) upon ceasing to be qualified as a Director under these Bylaws or the *Societies Act*;
- (c) upon ceasing to work in the Region the Regional Director represents, if the Director is a Regional Director, unless the Board decides otherwise;
- (d) upon their removal;
- (e) upon ceasing to be a Member; or
- (f) upon their death.

PART 6 – PROCEEDINGS OF DIRECTORS

6.1 Calling meetings

Meetings of the Directors may be called by the President, the Vice-President, or any two Directors and will be held at such time, manner and, if applicable, location as specified in the notice. Meetings of the Directors will be held at least quarterly.

6.2 Regulating meetings

The Directors may regulate their meetings and proceedings as they see fit, unless otherwise set in these Bylaws.

6.3 Quorum

The Directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum will be a majority of the Directors then in office, including at least one officer.

A Director who has a conflict of interest will be counted in the quorum at a meeting of the Directors at which the contract, transaction or matter giving rise to the conflict of interest is considered.

6.4 Chair

The President will be chair of all meetings of the Directors, but if at a meeting the President is not in attendance within 15 minutes after the time appointed for holding the meeting, the Vice-President will act as chair; but if neither is in attendance, the Directors in attendance must choose one of their number to be chair at that meeting.

6.5 Notice of meeting

Unless otherwise specified in these Bylaws, a notice of meeting of the Directors, together with an agenda of the business to be conducted, will be sent to the Directors at least two business days in advance of the meeting.

6.6 Notice not required

It is not necessary to give notice of a meeting:

- (a) to a newly elected Director, when the Directors' meeting will be held immediately following the general meeting at which the Director is elected; or
- (b) to a newly appointed Director, for the meeting of the Directors at which the Director is appointed; or

- (c) for regularly scheduled meetings of the Directors where the dates for the meetings were determined at a previous Directors' meeting and sent to all Directors who were not in attendance.

6.7 Waiver of notice

A Director may at any time waive notice of a meeting of Directors. The attendance of a Director at a meeting of Directors constitutes waiver of notice, unless the Director attends the meeting for the express purpose of objecting to the transaction of business on the basis that the meeting was not properly called.

6.8 Votes to govern

Unless otherwise specified in these Bylaws, every motion at a meeting of the Directors will be decided by a majority of the votes cast on the motion. In the event of an equality of votes, the motion will be deemed to have been defeated and the chair will not be entitled to a second or casting vote.

6.9 Method of voting

Voting will be by any method that adequately discloses the intention of the Directors and is approved by the chair of the meeting. Notwithstanding the foregoing, the majority of Directors who are in attendance may determine the method of voting.

6.10 Seconding

A resolution proposed at a meeting must be seconded and the chair of a meeting may propose or second a resolution. However, a resolution that was voted on and passed will not be invalid only because the resolution was not seconded.

6.11 Meeting held by electronic means

Any meeting of the Directors may be held, or any Director may participate in any meeting of the Directors, by telephone or other communications medium as long as all the persons participating in the meeting are able to communicate with one another. All such Directors so participating in any such meeting will be deemed to be in attendance at the meeting.

6.12 Participation by the Chief Executive Officer

- (a) The Chief Executive Officer is entitled to attend and participate in all meetings of the Directors, unless a majority of the Directors in attendance at the meeting requests that the Chief Executive Officer leave for an *in camera* portion of the meeting.
- (b) The Chief Executive Officer shall not be entitled to vote at any meeting of the Directors.
- (c) The Chief Executive Officer shall be responsible for making arrangements for the maintenance of the meeting minutes.

6.13 Resolutions in writing

A resolution in writing, submitted to all of the Directors, and consented to in writing by all of the Directors, is valid as if passed at a meeting of the Directors.

6.14 Conflicts of interest

The process for disclosing and dealing with conflicts of interest is governed by the requirements set out in the *Societies Act* and any policy adopted by the Directors.

6.15 Directors may establish committees

The Directors may:

- (a) create standing, ad hoc or other committees for such period of times and purposes as they consider appropriate;
- (b) set the rules governing the committees;
- (c) delegate some or all of their powers to committees between Board meetings; and
- (d) appoint and remove committee members at any time.

6.16 Committee members

Except for the Executive Committee, which must only have committee members who are Directors, the members of a committee may include some individuals who are not Directors.

6.17 Authority

A committee will limit its activities to the purposes for which it is appointed and will have no powers except those specifically conferred by the Directors. In the case of the Executive Committee, the Directors may determine to grant the Executive Committee all of the powers of the Directors during the intervals between meetings of the Directors, except the power to change the membership of, or fill vacancies in the Executive Committee, and the power to appoint or remove Directors or officers.

6.18 Meetings of committees

Unless otherwise specified by the Directors, the chair of each committee may set the rules of procedure for that committee and will preside over all meetings of that committee.

PART 7 – OFFICERS

7.1 Officers

The Officers will include:

- (a) the President;
- (b) the Past President, if one is in office; and
- (c) such other officers the Directors may elect or appoint, which may include a Vice-President, Private Practice Liaison, and Public Practice Liaison.

7.2 Election or appointment of a Vice-President

The Vice-President, if any, will normally be elected by the Elected Directors from amongst the Elected Directors every three years for a one year term.

7.3 Term of office

Except for the office of President which is a two year term pursuant to Bylaw 5.10(b), the term of office of each officer will be one year, to end at the next annual general meeting following the election or appointment.

7.4 Replacement

Should there be a vacancy in the office of an officer other than the Past President, the Elected Directors may appoint or elect a replacement that is eligible in accordance with these Bylaws.

7.5 Duties

Except as otherwise set by the Bylaws, the Directors may prescribe the duties of the officers from time to time.

7.6 President

The President shall:

- (a) be charged with the general supervision of the business and affairs of the Association and shall fulfil responsibilities of the position in accordance with the Bylaws and the policies approved by the Board from time to time; and
- (b) chair all meetings of the Members, Board, and Executive Committee.

7.7 Past President

The Past President shall carry out any tasks delegated to them by the President and may attend meetings of the Directors as an advisor, but shall not be entitled to vote at such meetings.

7.8 Vice-President

The Vice-President shall:

- (a) assist the President;
- (b) during the President's absence or inability to function as the President, exercise the powers and duties of the President; and
- (c) perform such other duties as may be assigned by the Board or the President.

7.9 Private Practice Liaison

The Private Practice Liaison shall serve as a member of the Business Affairs Committee and perform such other duties as may be assigned by the Board.

7.10 Public Practice Liaison

The Public Practice Liaison shall serve as a member of the Public Practice Advisory Committee and perform such other duties as may be assigned by the Board.

PART 8 – INDEMNITIES TO DIRECTORS AND OTHERS

8.1 Indemnification of Directors, officers and senior managers

The Association must indemnify Directors and senior managers as required by the *Societies Act*. The Association must indemnify officers and former officers (and their heirs or personal or other legal representative) in the same manner required under the *Societies Act* for the indemnification of Directors and senior managers. Unless provided otherwise in the *Societies Act*, the Association is not required to indemnify a Director or senior manager in respect of an eligible proceeding threatened or brought by the Director or senior manager.

8.2 Non-compliance with *Societies Act*

The failure of an eligible party or officer to comply with the *Societies Act* or these Bylaws or, if applicable, the former *Society Act* (British Columbia), does not invalidate any indemnity to which they are entitled under this Part.

8.3 Association may purchase insurance

The Association may purchase and maintain insurance for the benefit of any person (or their heirs or legal or personal representatives) who is or was an eligible party, officer, employee, agent or Member of the Association.

PART 9 – ADMINISTRATION AND FINANCE

9.1 Remuneration of Directors, officers and committee members

Directors, officers and committee members may receive reasonable remuneration for performing their duties. Such remuneration shall be in accordance with guidelines established by the Board.

9.2 Borrowing powers

The Association, if authorized by the Directors, may:

- (a) borrow money in the manner and amount, on the security, from the sources and on the terms and conditions that the Directors consider appropriate;
- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Association or any other person and at such discounts or premiums and on such other terms as the Directors consider appropriate;
- (c) guarantee the repayment of money by any other person or the performance of any obligation of any other person; and
- (d) mortgage, charge, whether by way of specific or floating charge, grant a security interest in, or give other security on, the whole or any part of the present and future assets and undertaking of the Association.

9.3 Authority for execution of documents

Documents requiring execution by the Association may be signed by:

- (a) the Chief Executive Officer; or

- (b) such other officers or employees of the Association as the Board determines,

and all documents so signed will be binding upon the Association without any further authorization or formality. The Directors may appoint any officer or any person on behalf of the Association to sign documents generally or to sign specific documents.

PART 10 – NOTICES

10.1 Method of sending notice

Any notice or other record required by the *Societies Act* or the Bylaws to be sent by or to a person must be in writing and may be sent by delivery, electronic means (which includes email), or mail at or to:

- (a) in the case of a Director or Member, the person's latest address as shown in the records of the Association; or
- (b) the last address of such person known to the Association.

10.2 When notice is deemed given

When a notice or other record is sent by the following means, that notice or record is deemed to have been given at the following times:

- (a) if delivered, at the time of delivery;
- (b) if sent electronically, at the time of sending the message; and
- (c) if sent by mail, the day (Saturdays, Sundays and holidays exempted) following the date of mailing.

10.3 Waiver of notice

Where a notice or other record is required to be sent pursuant to the Bylaws or the *Societies Act*, the person entitled to receive the notice or other record may consent in writing to waive either the sending of the notice or other record or the time within which the notice or other record must be sent.

10.4 Days to be counted in notice

If notice must be sent a specific number of days before an event, the day by which the notice must be sent is calculated by excluding the day notice is sent and the day of the event. In addition, if the day for sending the notice falls on a Saturday, Sunday or a holiday, the notice must be sent by the preceding day that was not a Saturday, Sunday or holiday.

10.5 Special rules regarding notice of general meetings

Notwithstanding any other provision in this Part, if the Association has more than 100 Members, notice of a general meeting will be deemed to have been sent to all Members if:

- (a) notice is sent to every Member for whom the Association has an email address in the register of members, by email to that email address; and

- (b) notice of the meeting is posted throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Association and is accessible to all of the Members of the Association.

PART 11 – RECORDS

11.1 Inspection of records

The records of the Society will be open to the inspection of the Directors. Subject to the *Societies Act*, the records of the Society listed in section 20 of the *Societies Act*, except those listed in section 20(2) will not be open to the inspection of the Members unless approved by the Board.

PART 12 – AUDITOR

This Part applies only where the Association is required by the *Societies Act* to have, or has chosen to have, an auditor:

12.1 Resolving to have an auditor

Unless the Association is required by the *Societies Act* to have an auditor, the Directors may choose by a Directors' resolution whether the Association will have or cease to have an auditor.

12.2 Appointment of auditor

- (a) The auditor shall be appointed by an Ordinary Resolution each year at the annual general meeting to audit the accounts of the Association and to report on the accounts to the Members.
- (b) The auditor will hold office until the close of the annual general meeting following the appointment.

12.3 Failure to appoint an auditor

If the Members do not appoint an auditor at an annual general meeting:

- (a) if the Association is required to have an auditor under the *Societies Act*, the auditor will continue in office until a successor is appointed; or
- (b) the Association will cease to have an auditor, unless the Directors choose to have an auditor under Bylaw 12.1.

12.4 Vacancy in office

Subject to Bylaw 12.5, if there is a vacancy in the office of auditor, the Directors may appoint an auditor to hold office until the close of the next annual general meeting.

12.5 Removal of auditor

The Members may by Ordinary Resolution remove an auditor before the expiration of the auditor's term of office at a general meeting called for that purpose, and must appoint a successor by Ordinary Resolution to complete the term of office. At least 14 days before the notice of meeting is sent, the Association must send to the auditor:

- (a) notice of the intention to call the meeting, including the date on which the notice of meeting is proposed to be sent; and
- (b) a copy of all of the matters proposed to be sent to the Members regarding the meeting.

If the Association receives written representations from the auditor respecting the auditor's proposed removal and receives those representations at least seven days before the date on which the notice of meeting is sent, the Association must include those representations with the notice of meeting.

12.6 Attendance at meetings

The auditor is entitled:

- (a) to notices of general meetings and other communication relating to meetings to which Members are entitled,
- (b) to attend general meetings, and
- (c) to be heard at general meetings on any part of the business of the meeting that deals with the financial statements of the Association or any other matter with respect to which the auditor has a duty or function.

PART 13 – GENERAL

13.1 Not for profit

The activities of the Association will be carried on without purpose of gain for its Members and any income, profits or other accretions to the Association will be used in promoting the purposes of the Association.

13.2 Distribution of assets on dissolution

Before the dissolution or on the liquidation of the Association,

- (a) all of the Association's liabilities must be paid or adequate provision for payment of such liabilities must be made, and
- (b) after payment or adequate provision for payment of all of the Association's liabilities is made, the remaining money or other property of the Association may be distributed to a qualified recipient specified in an Ordinary Resolution, or if passing an Ordinary Resolution is not feasible, specified in a Directors' resolution.

13.3 Amendments to Constitution and Bylaws

The Constitution and Bylaws may be amended by a Special Resolution, which will be effective upon making any filings required with the Registrar.