

Constitution and Bylaws
of the
Alberta Medical Association
(CMA Alberta Division)

Including Amendments Approved at the
Annual General Meeting, September 20, 2014



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PART I - CONSTITUTION

1.0 Title

- 1.1 The society shall be known as the Alberta Medical Association (CMA Alberta Division), hereinafter referred to as the Association.

2.0 Purposes

- 2.1 The promotion of health and the prevention of disease.
- 2.2 The improvement of medical services, however rendered.
- 2.3 The maintenance of the integrity and honor of the medical profession and the advancement of medical science.
- 2.4 The continuation of the traditional unwritten contract between the medical practitioner and any member of the public and the protection and defence of the principle of this contract from any third-party interference.
- 2.5 The representation of physicians and Members in any and all matters related in any way whatsoever to the carrying out of the Constitution and Bylaws of the Association and shall include, but not be limited to, representation regarding the requirement for, provision of or payment for health care services arising privately or from any legislation relating to such matters.
- 2.6 The performance of such other lawful things as is incidental or conducive to the welfare of the public and of the medical and allied professions.

3.0 Jurisdiction

- 3.1 The operations of the Alberta Medical Association (CMA Alberta Division) are to be mainly carried on in the Province of Alberta.

PART II - BYLAWS

(A) STRUCTURE

1.0 Interpretation

- 1.1 "AGM" means the annual general meeting of the Association.
- 1.2 "Association" means The Alberta Medical Association (CMA Alberta Division).
- 1.3 "Ballot" means a ticket, sheet of paper or form, either in a physical or electronic format, used to cast a secret vote.
- 1.4 "Board" means the Board of Directors of the Association, which is composed of the Officers and Directors.
- 1.5 "Bylaws" means the bylaws of the Association as amended from time to time.
- 1.6 "CMA" means the Canadian Medical Association.
- 1.7 "College" means the College of Physicians and Surgeons of the Province of Alberta as constituted under the *Medical Profession Act*, as amended or replaced from time to time by legislation of similar nature and substance.
- 1.8 "Constitution" means the original application for incorporation of the Association filed with the Registrar on November 18, 1969, together with all amendments thereto filed with the Registrar from time to time.
- 1.9 "Delegate" means a member of the Representative Forum.
- 1.10 "Director" means a Member elected to the Board by and from the Forum.
- 1.11 "Executive" means the Executive Committee of the Board.
- 1.12 "Executive Director" means the person appointed by the Board to act as the chief executive officer of the Association.
- 1.13 "Ex-officio" means a position or office that is granted to an individual because that person holds another specified office.
- 1.14 "GFT Delegate" means a Delegate elected from the Zone containing the City of Calgary or from the Zone containing the City of Edmonton who is a *geographic full-time* doctor of medicine or doctor of osteopathy whose base salary is paid through the university or through an agreement with the University of Calgary or University of Alberta, as the case may be, and who is subject to an annual evaluation by the Faculty of Medicine or Faculty of Medicine and Dentistry, as the case may be, of such university.
- 1.15 "HIA" means the *Health Information Act*, as amended or replaced from time to time by legislation of similar nature and substance.
- 1.16 "Mail" means any information sent by post, fax or electronic mail such as that a written copy may be produced.
- 1.17 "Mailing Address" means the address specified by the Member from time to time, as the address where the Member wishes to receive all communications from the Association.
- 1.18 "Member" means a Full Member, Postgraduate, Student, Retired, Non-Resident, Emeritus, Life, Honorary Member, Member-at-Large or Supervised Physician who is in good standing in the Association.
- 1.19 "Notice" means to be made aware by delivery, mail, telegraph, fax, electronic mail or otherwise communicated by electronic means that produces a written copy.
- 1.20 "Officer" means each of the Past President, President or President-Elect and "Officers" means all three Officers.

- 1.21 "Official" means a person invested with the character of an Officer by the Board or a person authorized by the Board to act on its behalf.
- 1.22 "PARA" means the Professional Association of Resident Physicians of Alberta.
- 1.23 "PCI" means the primary care initiative established by Alberta Health and Wellness, the Association and Alberta Health Services.
- 1.24 "PCN" means a primary care network which is a contractual arrangement between a physician non-for-profit corporation and Alberta Health Services acting together to identify local priorities, develop programs and deliver services to better meet local needs pursuant to the PCI.
- 1.25 "Postgraduate Delegate" means the Delegate elected from among the Postgraduate Members.
- 1.26 "Practice Location" means where a Member carries on the majority of their medical practice.
- 1.27 "Region" means one of nine geographic regions in existence immediately prior to April 1, 2009 established under the *Regional Health Authorities Act*.
- 1.28 "Registrar" means the registrar as defined in the *Societies Act*, as amended or replaced from time to time by legislation of similar nature and substance.
- 1.29 "Representative Forum" means the governing body of the Association and is referred to herein as the Forum.
- 1.30 "Section" means a group of Members interested in a particular branch of medicine and designated as such by the Forum.
- 1.31 "Student Delegate" means the Delegate elected by and from among the Student Members.
- 1.32 "Standing Committees" refers to those committees established in accordance with Section 19 herein.
- 1.33 "Subscriber" means a Member described in Section 10.13.
- 1.34 "Suburban Delegate" means a Delegate elected from the Zone containing the City of Calgary or from the Zone containing the City of Edmonton whose Practice Location is outside the city limits of Calgary and Edmonton.
- 1.35 "Vote" means the expression of the voter's wish, desire, will, preference or choice in regard to any measure formally manifested by casting a ballot manually, by mail, or through electronic means.
- 1.36 "Writing" means any communication recorded in writing, including in electronic form.
- 1.37 "ZMSA" means the zone medical staff association recognized by the Association for a particular Zone.
- 1.38 "Zone" means one of the health zones established by Alberta Health Services after April 1, 2009 comprising that portion of the Province of Alberta as determined by Alberta Health Services.
- 1.39 "Zonal PCN Physician Lead" means the physician from each Zone that has been selected by PCNs in the Zone.
- 1.40 Unless the context otherwise requires a meaning to the contrary, the following phrases, or versions thereof, shall have the indicated meanings:
- (i) "In attendance" or "present" shall mean being within the reach, sight or call of other attendees whether or not the reach, sight or call is attainable by physical or electronic means; and

(ii) Marking with an "X" means a clear written or electronic indication of the expression of a voter's wish, desire, preference or choice.

1.41 Words importing the singular include the plural and vice versa and words importing the use of gender include all genders.

1.42 Capitalized terms have the meanings contained in Article 1.0 hereof.

2.0 Office

2.1 The head office of the Association shall be CMA Alberta House, 12230 106 Avenue NW, Edmonton, Alberta T5N 3Z1.

3.0 Seal

3.1 The seal of the Association, the design of which shall be approved by the Board, shall be in the custody of the Executive Director and shall be affixed to all documents as required.

4.0 Ethics and Privacy

4.1 The CMA Code of Ethics shall be the code of ethics of the Association. Membership in the Association shall imply acceptance of the code of ethics as a guide to professional conduct.

4.2 The AMA shall adhere to privacy policies, procedures and practices which shall meet or exceed legislative requirements by implementing such policies, procedures and practices as determined necessary by the Executive Director.

5.0 Pledge of Membership

5.1 Each Member, as a condition of membership in the Association, agrees to accept, uphold and be governed by the Constitution and Bylaws, and shall further agree to abide by and accept the rulings, decisions and proclamations of the properly constituted authorities of the Association.

5.2 Each Member empowers the Association to act as agent for and representative of the Member in all matters related to the carrying out of any duty or responsibility under the Constitution and Bylaws.

6.0 Dues

6.1 Dues payable for each category of membership shall be determined by the Board.

6.2 The Board may waive any annual dues, or a portion thereof, owing to the Association by a Member.

6.3 Annual dues shall be due and payable by each Member on the first day of the membership year.

7.0 Membership

7.1 The membership year shall be from the first day of October to the thirtieth day of September.

7.2 The Association shall be composed of the Members as hereinafter set out. Each class of membership shall only have those rights and privileges that are described below plus those other rights and privileges as the Forum shall from time to time determine.

7.3 Full Members

7.4 A doctor of medicine or doctor of osteopathy who is a registered practitioner licensed and in good standing with the College and resident in Alberta, is eligible for membership in the Association on application to the Executive Director and payment of the required dues.

- 7.5 A Full Member
- (i) may be appointed to committees of the Association and vote on such committees;
 - (ii) may be appointed or elected, as the case may be, as an Alberta representative to the CMA General Council, the CMA Board of Directors and committees of the CMA;
 - (iii) shall have one vote at the AGM, at special general meetings of the Association, for referenda and at elections; and
 - (iv) shall be entitled to hold office in the Association.
- 7.6 **Postgraduate Members**
- 7.7 A resident taking postgraduate training in an Alberta program is eligible for membership in the Association on application to the Executive Director and payment of the required dues.
- 7.8 A Postgraduate Member
- (i) may be appointed to committees of the Association and vote on such committees;
 - (ii) may be appointed or elected, as the case may be, as an Alberta representative to the CMA General Council, the CMA Board of Directors and committees of the CMA;
 - (iii) shall have one vote at the AGM and at special general meetings of the Association; and
 - (iv) may, at the discretion of the Board, vote for referenda.
- 7.9 **Student Members**
- 7.10 A medical student enrolled in the Faculty of Medicine and Dentistry at the University of Alberta or the Faculty of Medicine at the University of Calgary is eligible for membership in the Association on application to the Executive Director and payment of the required dues.
- 7.11 A Student Member
- (i) may be appointed to committees of the Association and vote on such committees;
 - (ii) may be appointed or elected, as the case may be, as an Alberta representative to the CMA General Council; the CMA Board of Directors and committees of the CMA; and
 - (iii) shall have one vote at the AGM and at special general meetings of the Association only if elected as one of the Student Member representatives on the basis of one such representative for each 100 Student Members, or fraction thereof, who are present at such meeting.
- 7.12 **Retired Members**
- 7.13 A Member who retires from the practice of the profession is eligible for membership in the Association on application to the Executive Director and payment of the required dues.
- 7.14 A Retired Member
- (i) may be appointed to committees of the Association and vote on such committees;
 - (ii) may be appointed or elected, as the case may be, as an Alberta representative to the CMA General Council, the CMA Board of Directors and committees of the CMA;

- (iii) shall have one vote at the AGM, at special general meetings of the Association, for referenda and at elections; and
- (iv) shall be entitled to hold office in the Association.

7.15 Non-Resident Members

7.16 A Member of the Association who takes up residence outside Alberta is eligible for membership in the Association on application to the Executive Director and payment of the required dues. A former member of PARA who takes up residence outside Alberta is eligible for membership in the Association on application to the Executive Director and payment of the required dues provided:

- (i) the application for membership in the Association is made within 12 months of successful completion of a residency program and of termination of their PARA membership; and
- (ii) while a member of PARA, they were either on the College's Educational Register or were a registered practitioner licensed and in good standing with the College.

7.17 Members of the Northwest Territories Medical Association are eligible for membership in the Association on application to the Executive Director and payment of the required dues.

7.18 A Non-Resident Member may be appointed to committees of the Association and vote on such committees.

7.19 Members Emeritus

7.20 A Member of the Association may be awarded the distinction of Member Emeritus, which shall recognize significant contributions to the goals and aims of the AMA, seniority and long-term membership based on criteria determined by the Board. Nominations will be made by the Nominating Committee or by a Full Member of the Association. The nominees shall be approved by a unanimous vote of the Board. A Member Emeritus will not be required to pay annual dues.

7.21 A Member Emeritus

- (i) may be appointed to committees of the Association and vote on such committees;
- (ii) may be appointed or elected, as the case may be, as an Alberta representative to the CMA General Council, the CMA Board of Directors and committees of the CMA;
- (iii) shall have one vote at the AGM, at special general meetings of the Association, for referenda and at elections; and
- (iv) shall be entitled to hold office in the Association.

7.22 Life Members

7.23 A Member of the Association shall become a Life Member on reaching either of the following criteria on or before September 30, 2004:

- (i) AMA member for 40 consecutive years or more; or
- (ii) medical degree for 40 years or more plus AMA member for 25 consecutive years or more.

7.24 Those Members who become Life Members on or before September 30, 2004 shall, upon retiring from the practice of the profession, not be required to pay annual dues.

7.25 A Life Member

- (i) may be appointed to committees of the Association and vote on such committees;

- (ii) may be appointed or elected, as the case may be, as an Alberta representative to the CMA General Council, the CMA Board of Directors and committees of the CMA;
- (iii) shall have one vote at the AGM, at special general meetings of the Association, for referenda and at elections; and
- (iv) shall be entitled to hold office in the Association.

7.26 **Honorary Members**

7.27 A person who has attained eminence in medicine, science and/or the humanities may be nominated by the Nominating Committee or any Member of the Association for Honorary membership. The nominee shall be approved by a unanimous vote of the Board.

7.28 An Honorary Member will not be required to pay annual dues.

7.29 **Members-at-Large**

7.30 A qualified medical practitioner residing in the Province of Alberta, who is not a member of the College and who has not been suspended or erased from the register of the College may, on application to the Executive Director and payment of the required dues, be approved for membership in the Association by the Board.

- (i) A Member-at-Large may be appointed to committees of the Association and vote on such committees.

7.31 **Supervised Physician Members**

7.32 A physician who:

- (i) possesses a restricted licence to practise medicine issued by the College;
- (ii) works on behalf of an attending physician or most responsible physician;
- (iii) is not a Postgraduate Member, Student Member, Retired Member, Non-Resident Member, Member Emeritus, Life Member, Honorary Member or a Member-at-Large; and
- (iv) can neither provide nor receive payment for Insured Services nor is eligible for Benefit Plans (each as defined under the Master Agreement Regarding the Trilateral Relationship and Budget Management Process for Strategic Physician Agreements between the Minister of Health and Wellness, the Association and Regional Health Authorities as may be effective at a give time);

is eligible for membership as a Supervised Physician Member in the Association on application to the Executive Director and payment of the required dues.

7.33 A Supervised Physician Member

- (i) may be appointed to committees of the Association and vote on such committees; and
- (ii) shall have one vote at the AGM and at special general meetings of the Association only if elected as one of the Supervised Physician Member representatives on the basis of one such representative for each 100 Supervised Physician Members, or fraction thereof, who are present at such meeting.

7.34 A Supervised Physician Member is also eligible for membership as a Full Member in the Association on application to the Executive Director and payment of the required dues, and is not eligible for any other class of membership.

8.0 Suspension, Expulsion and Resignation

- 8.1 Membership shall terminate if the Member ceases to be a member in good standing of the College.
- 8.2 A Member whose annual dues are not paid within 90 days of the due date shall thereafter automatically cease to be a Member for all purposes and without prejudice to the Member's liability to the Association.
- 8.3 Members waive any rights or claims to damages that they may have against the Association if membership ceases in accordance herewith.
- 8.4 A Member may resign from the Association by delivering a signed notice to that effect to the Executive Director.

9.0 Organization

- 9.1 The governing structure of the Association shall consist of the general meetings of the membership, the Forum, the Board, the Executive and the Officers. There shall be a Speaker, Deputy Speaker and Chair.
- 9.2 Only Members are entitled to become Forum Delegates.

10.0 Meetings

10.1 Annual General Meeting

10.2 The AGM shall be convened at such place and time as determined by the Board.

10.3 The business of the AGM shall include the:

- (i) Installation of Officers
- (ii) President's valedictory
- (iii) Report of the Committee on Constitution and Bylaws
- (iv) Report of the Nominating Committee to include election of:
 - Speaker and Deputy Speaker
 - Representatives to CMA General Council
- (v) Report of the Forum
- (vi) Report of the Board
- (vii) Report of the Executive Director
- (viii) Auditor's report of previous financial year
- (ix) Appointment of the auditor
- (x) Other business

10.4 A printed report of the business to be submitted to the AGM shall be mailed to all Members at least 14 days before the AGM.

10.5 Special General Meeting

10.6 Special general meetings of the Association may be called by the Forum, the Board or the Executive.

10.7 The President shall call a special general meeting on receipt, by registered mail, of a written request signed by not less than 99 Members entitled to vote and stating the purpose of such meeting.

- 10.8 When called by the President, the special general meeting shall be held within 30 days of receiving the written request unless the purpose of such meeting is for the repeal, alteration or amendment to the Constitution and Bylaws which shall require a special resolution.
- 10.9 **Notice of Meetings**
- 10.10 Notice of meetings, adjourned meetings and any change in the date of meetings, shall be mailed to each Member at least 14 days before the date fixed for such meeting, except for meetings requiring a special resolution.
- 10.11 **Quorum**
- 10.12 At any AGM, general meeting or special meeting of the Association, 27 Members present shall constitute a quorum.
- 10.13 **Section Subscribers**
- 10.14 Each Member entitled to vote at the AGM shall, for the purpose of allotting Delegates among Sections in accordance with section 12.31, elect annually to become a subscriber of one Section and shall make such election known to the Association. Each such Member shall be considered a Subscriber of the Section to which they have elected to subscribe. In the event a Member described in this section 10.14 has not made such an election then the Board, in its sole discretion, shall assign a subscription to the Member.

11.0 Sections

- 11.1 **Recognition of Sections**
- 11.2 A Section may be established to represent the interests of the majority of the physicians practising a particular branch of medicine by making application to the Forum.
- 11.3 Application for recognition as a Section shall be sponsored by no fewer than 50 Members and the application, with such information as required, shall be presented to the Board not less than four months before the scheduled meeting of the Forum at which the application is to be considered.
- 11.4 All Sections recognized before September 1995 shall be considered to be Sections of the Association.
- 11.5 A Member is entitled to be a voting member of only one Section in a membership year.
- 11.6 **Section Officers, Rules and Regulations**
- 11.7 Subject to the approval of the Forum, Sections shall establish their own rules of procedure regarding meetings and election of Section Officers.
- 11.8 **Duties**
- 11.9 The duties of a Section shall include:
- (i) discuss matters relating to its interests and make recommendations to the Forum or the Board, as appropriate, for consideration;
 - (ii) keep accurate and current records of the business of the Section;
 - (iii) deal with any matters referred to it by the Forum or the Board;
 - (iv) provide the Executive Director with particulars of its officers;
 - (v) on request, provide the Executive Director with copies of minutes of its meetings;
 - (vi) operate in accordance with the Constitution and Bylaws; and
 - (vii) elect the requisite number of Delegates.
- 11.10 Members of a Section must be Members of the Association.

11.11 A Section shall be dissolved if 75% of those Delegates of the Forum in attendance and entitled to vote approve the resolution. The Board shall provide a report of sufficient cause to the Forum and to the Section at least 60 days before the scheduled meeting at which the report is to be presented.

11.12 After dissolution the former Section shall not be re-established except under a new application for establishment.

12.0 Forum

12.1 Responsibilities

12.2 The Forum shall have the power and authority to act for and on behalf of the Members as it considers fit and proper and in the best interests of the Members.

12.3 The Forum shall:

- (i) have the power to remove an Officer or Director;
- (ii) represent the Members' interests;
- (iii) be responsible for the direction of the affairs of the Association;
- (iv) elect the Directors of the Board;
- (v) elect the Association's representatives to the CMA Board of Directors;
- (vi) approve the establishment or dissolution of Sections;
- (vii) report to the AGM;
- (viii) consider recommendations from the Board or Delegates; and
- (ix) in the case of a vacancy on the Board, as soon as practicable, elect a Delegate from the Forum to fill the vacancy.

12.4 Composition

12.5 The Forum shall consist of:

- (i) the Directors
- (ii) the Officers
- (iii) the Speaker
- (iv) the Deputy Speaker
- (v) each of the deans of the faculties of medicine at the University of Alberta and University of Calgary
- (vi) each ZMSA President
- (vii) delegates representing:
 - Past Presidents of the Association
 - PARA, through the Postgraduate Delegates
 - the student bodies of the Faculty of Medicine and Dentistry at the University of Alberta and the Faculty of Medicine at the University of Calgary
 - the College
 - each Section
 - each Zone
 - the PCNs, through the Zonal PCN Physician Leads

(viii) CMA Board Representatives

12.6 Operations

12.7 Delegates shall attend the next meeting of the Forum immediately following their election or appointment.

12.8 The Forum shall meet no less than twice per year.

12.9 Members may attend meetings of the Forum as observers.

12.10 At any meeting of the Forum, 50 Delegates shall constitute a quorum.

12.11 Election and Appointment of Delegates to the Forum

12.12 Delegates from:

(i) Sections, Zones and Past Presidents of the Association shall be elected or appointed for a term of three years with annual elections or appointments for approximately one-third of the Delegates;

(ii) PARA, the Medical Students' Associations and the College shall be elected or appointed for a term of one year.

12.13 When a vacancy occurs, the entity which elected the Delegate may elect another one to fill the vacancy, or if appointed, the entity which appointed the Delegate may appoint another one to fill the vacancy.

12.14 When a Delegate is elected to the Board, the entity which elected the Delegate may elect another one to fill the vacancy, or if appointed, the entity which appointed the Delegate may appoint another one to fill the vacancy.

12.15 In the event that the Delegate is unable to attend a meeting of the Forum, the entity, which elected the Delegate, may elect or appoint another one to attend that meeting, or if appointed the entity which appointed the Delegate may appoint another one to attend that meeting. Any Delegate selected in accordance with this section 12.15 attending a meeting of the Forum in place of a Delegate shall have the right to vote at that meeting of the Forum.

12.16 Deans

12.17 Each of the deans from the Faculty of Medicine and Dentistry at the University of Alberta and from the Faculty of Medicine at the University of Calgary shall be Ex-officio Delegates.

12.18 If a dean is unable to serve as a Delegate, the dean may appoint an alternate from the dean's office and such alternate may exercise all the powers of a Delegate.

12.19 Past Presidents

12.20 One Delegate shall be appointed by and from among the Past Presidents of the Association.

12.21 Postgraduate Delegates

12.22 Two Postgraduate Delegates shall be elected by and from among the Members of PARA.

12.23 ZMSA Presidents

12.24 The President of each ZMSA shall be an Ex-officio Delegate.

12.25 If the President of ZMSA is unable to serve as a Delegate, the President of the ZMSA may appoint an alternate from the executive of the ZMSA and such alternate may exercise all the powers of a Delegate.

12.26 **Students**

12.27 One Student Delegate shall be elected by and from among each of the student bodies of the Faculty of Medicine and Dentistry at the University of Alberta and the Faculty of Medicine at the University of Calgary.

12.28 **College**

12.29 The College shall appoint one Delegate.

12.30 **Sections**

12.31 Each Section shall elect Delegates from among their voting members.

12.32 A Section may elect one Delegate for every 300 Subscribers, or fraction thereof, to the Section.

12.33 **PCNs**

12.34 Each Zonal PCN Physician Lead shall be an Ex-Officio Delegate.

12.35 If a Zonal PCN Physician Lead is unable to serve as a Delegate, the Zonal PCN Physician Lead may appoint an alternate PCN physician with a Practice Location within the applicable Zone and such alternate may exercise all of the power of a Delegate.

13.0 Zones and Regions

13.1 The constituency boundaries for the election of the Delegates to the Forum from the Zones shall be coterminus with the boundaries of the respective Regions in the Zones.

13.2 Delegates from each Region in the Zones shall be elected by and from among the Full Members, Retired Members, Members Emeritus and Life Members in the Zone.

13.3 No person is entitled to vote at the election of a Delegate from the Region in the Zone to the Forum unless that person has a Mailing Address in the Zone, as recorded in the office of the Association.

13.4 The number of Delegates that a Zone is entitled to elect to the Forum shall be determined by the number of Members in the respective Region in the Zone according to the following:

- 50 Members or less in the Region: 1 delegate
- 51 to 500 Members in the Region: 2 delegates

13.5 For every additional 300 Members or fraction thereof in a Region one more Delegate to the Forum may be elected.

13.6 For each of those Zones containing the City of Calgary or the City of Edmonton there shall be:

- (i) at least one Suburban Delegate; and
- (ii) at least one GFT Delegate.

13.7 If a Delegate that has been elected from a Zone is unable to serve as a Delegate for the remainder of their term, the ZMSA President of the Zone may recommend to the Executive Director an alternate, the appointment of which alternate to the Forum shall be within the sole discretion of the Board. If appointed, the alternate may exercise all the powers of a Delegate until the next set of elections for zonal delegates, as determined by the Board.

14.0 Officers and Officials of the Association

14.1 **Officers**

14.2 The Officers of the Association shall consist of:

- (i) President
- (ii) President-Elect
- (iii) Immediate Past President

14.3 When the installation of the President has taken place, each of the Officers shall assume office, and the person who held the office of President for the preceding year shall become the Immediate Past President and the person who held the office of Immediate Past President for the preceding year shall retire as an Officer.

15.0 Duties of Elected Officers

15.1 President

15.2 The President shall:

- (i) enforce the due observance of the Constitution and Bylaws;
- (ii) perform such other duties as usually pertain to this office;
- (iii) represent, or appoint a designate to represent, the Association in all its official contacts with medical, scientific or other bodies;
- (iv) sign all documents requiring an official signature of the Association;
- (v) deliver a valedictory address at the AGM;
- (vi) be an Ex-officio Member of all Association committees;
- (vii) in the absence of the Chair, perform the functions of the Chair; and
- (viii) attend to other matters.

15.3 President-Elect

15.4 The President-Elect shall:

- (i) assist in the performance of the President's duties;
- (ii) in the absence of the President, perform the functions of the President;
- (iii) be a Member of the Executive; and
- (iv) if the office of President becomes vacant serve as Acting President.

15.5 Immediate Past President

15.6 The Immediate Past President shall:

- (i) in the absence of the President and President-Elect, act in their stead;
- (ii) be a member of the Executive; and
- (iii) chair the Nominating Committee.

15.7 Speaker and Deputy Speaker

15.8 The elected officials of the Association shall consist of the:

- (i) Speaker
- (ii) Deputy Speaker

15.9 The Speaker and Deputy Speaker shall be elected by the AGM and shall remain in office from the close of the AGM when elected until the close of the next subsequent AGM.

15.10 The Speaker shall preside over the AGM and all other general and special meetings of the Association and meetings of the Forum.

- 15.11 The Deputy Speaker shall carry out the duties of Speaker in the absence of or at the request of the Speaker.
- 15.12 The Speaker shall have the authority to establish a resolutions committee for each meeting of the Association.
- 15.13 If both the Speaker and Deputy Speaker are absent from a meeting, a Speaker may be chosen at the meeting.
- 15.14 If the office of the Speaker becomes vacant during the year, the Deputy Speaker shall assume that office and the Board may appoint any Member to act as Deputy Speaker until the close of the next AGM.
- 15.15 The Speaker and the Deputy Speaker shall not have the right to vote at meetings of the Forum and shall not be included in the determination of whether quorum exists for a meeting of the Forum.

16.0 Appointed Officials

- 16.1 The appointed officials of the Association shall consist of the:
 - (i) Chair
 - (ii) Executive Director
- 16.2 The Chair shall be appointed annually by the Board.
- 16.3 The Executive Director will be appointed by the Board from time to time.
- 16.4 **Chair**
- 16.5 The Chair shall:
 - (i) preside at meetings of the Board and Executive;
 - (ii) in consultation with the President and Executive Director, prepare agendas for meetings of the Board and the Executive;
 - (iii) possess and exercise such powers and fulfill such duties as the Board may assign by passage of specific motions;
 - (iv) in the event that the Chair is not appointed from within the Board, the Chair shall not be eligible to vote or be considered a member of the Board for the purpose of declaring a quorum.
- 16.6 **Executive Director**
- 16.7 The Executive Director shall:
 - (i) be the chief executive officer of the Association;
 - (ii) give general supervision to the administration of Association affairs;
 - (iii) be responsible to the Board for the implementation of Association policies;
 - (iv) pay all bills, which are the due account of the Association;
 - (v) deliver the annual audited financial statement to the Members;
 - (vi) receive, take charge of and when so directed, account for and deliver over to the Board all monies, securities, deeds and financial instruments which are the property of the Association;
 - (vii) assume such duties as described in the Constitution and Bylaws and those that shall be assigned by the Board from time to time and, when designated by the Board, may act as an official representative of the Association;
 - (viii) attend meetings of the Board and Forum without the right to vote; and

- (ix) shall have charge of and be responsible for the preparation and custody of all the correspondence, minutes, resolutions, books and records of the Association.

17.0 Board

17.1 Composition

17.2 The Board shall be composed of the President, President-Elect, Immediate Past President and 10 Directors.

17.3 Directors shall be elected by and from among the Members of the Forum to hold office for a term of three years, with annual elections for approximately one-third of the Directors provided, however, subject to the provisions of Section 45.4, that no Director serve more than two consecutive three-year terms.

17.4 Validity

17.5 An act of a Director or Officer is valid notwithstanding any irregularity in the election or appointment of the Director or Officer.

17.6 Meetings

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

17.8 Seven members of the Board shall constitute a quorum.

17.9 Any Member who has notified the Chair in advance may, subject to this paragraph, attend the meeting as an observer. The Chair may, at any time, determine that all or a portion of a meeting should be closed to observers.

17.10 Powers and Duties

17.11 In addition to other specific duties and powers assigned elsewhere in the Constitution and Bylaws, the Board shall:

- (i) take the initiative in preparing general policies and actions for consideration by the Forum;
- (ii) consider for implementation all policies and actions approved by the Forum; and
- (iii) be responsible for the direction of the affairs of the Association between meetings of the Forum.

17.12 The Board shall have power to delegate authority for specific matters to the Executive, to any committee or to any Officer.

17.13 The Board may meet with the Council of the College to consider matters of joint interest to the Association and the College.

17.14 No Officer, Director or Member shall receive any remuneration for services provided to the Association unless approved by the Board. The Board shall determine what honoraria, travel and maintenance allowances shall be payable to Members serving it in various capacities. At its discretion, the Board may determine that the honoraria and allowances paid to Officers, and other Members providing unusual or special services to the Association, shall exceed those paid to members of the Board. The Board shall make a report concerning honoraria to the AGM.

17.15 Indemnity to Directors, Officers and Others

- 17.16 The Association hereby indemnifies and saves each and every present and former Director, Officer, Official and Delegate together with any Member who sits or who has sat on any Association committee at the request of the Association (each an "Indemnified Party" and collectively, the "Indemnified Parties") and each of their respective heirs and legal representatives, harmless from and against all amounts, losses, costs, charges, damages, expenses and misfortunes of whatsoever nature or kind that become payable, including an amount paid to settle an action or satisfy a judgment, and including legal costs (on a solicitor and his own client basis) that are reasonably incurred by an Indemnified Party in respect of any civil, criminal or administrative action or proceeding to which the Indemnified Party is made a party by reason of or arising out of or in any way incidental to the Indemnified Party holding or having held such position with the Association, PROVIDED THAT the Indemnified Party:
- (i) acted honestly and in good faith with a view to the best interests of the Association;
 - (ii) acted with the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
 - (iii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the Indemnified Party had reasonable grounds for believing their conduct was lawful.
- 17.17 The indemnity granted herein shall apply notwithstanding any fees or other remuneration paid to the Indemnified Party while serving in any capacity with the Association.
- 17.18 Nothing herein shall relieve an Indemnified Party from the duty to act in accordance with these Bylaws or the provisions of the *Societies Act*, as amended or replaced from time to time by legislation of similar nature and substance, and the regulations thereunder or from liability for any breach thereof.

18.0 Executive Committee

18.1 Composition

18.2 The Executive shall consist of the Officers and two Directors who are appointed annually by and from the Board.

18.3 Meetings

18.4 The Executive shall meet at the call of the Chair.

18.5 Three Members of the Executive shall constitute a quorum.

18.6 Powers and Duties

18.7 The Executive shall deal with all matters requiring attention between meetings of the Board.

18.8 All decisions by the Executive must be ratified by the Board.

18.9 The Executive may meet with the Council of the College, or its executive committee, to consider matters of joint interest to the Association and the College.

19.0 Standing Committees

19.1 Standing Committees of the Association shall be established or amended by special resolution.

- 19.2 Standing Committees shall be appointed annually by the Board. The number of members and the chair of each Standing Committee and their selection shall be at the sole discretion of the Board, unless otherwise specified in the Bylaws. The Nominating Committee will place in nomination sufficient names to complete all Standing Committees provided for in the Bylaws for consideration by the Board, however, the Board shall not be bound by the submission of the Nominating Committee.
- 19.3 A Standing Committee shall not incur expenses beyond those authorized by the Board.
- 19.4 For any Standing Committee a majority of the members shall constitute a quorum.
- 19.5 All Standing Committees shall conduct their activities as are consistent with the Constitution and Bylaws.

20.0 Committee on Constitution and Bylaws

- 20.1 The committee shall be composed of two Members appointed by the Board, one representative of the Council of the College, together with the President, President-Elect and a Member of the secretariat appointed by the Board.
- 20.2 **Terms of Reference**
- 20.3 The committee shall:
- (i) deal with all items of the Constitution and Bylaws or such kindred subjects as they may deem advisable or as may be referred to them;
 - (ii) inform the Board of its recommendations;
 - (iii) report to the AGM.

21.0 Fees Advisory Committee

- 21.1 The committee shall be composed of up to seven Members.
- 21.2 **Terms of Reference**
- 21.3 The committee shall:
- (i) receive submissions and representations from various Sections and groups of the profession in regard to fees;
 - (ii) consider such amendments, additions or deletions to the Schedule of Medical Benefits as are considered appropriate.

22.0 Committee on Financial Audit

- 22.1 The committee shall be composed of five Members appointed annually by the Board.
- 22.2 The chair shall be appointed by the Board from the committee members and shall hold office for a three-year term provided, however, that no chair serves more than two consecutive three-year terms.
- 22.3 The committee will meet at least four times per year.
- 22.4 Three Members of the committee, one of whom shall chair the meeting, shall constitute a quorum.
- 22.5 **Terms of Reference**
- 22.6 The committee shall:
- (i) review the planning of the external audit and confirm the qualifications and independence of the external auditor;
 - (ii) review all audited financial statements and other financial information that is provided to the Board or the membership;

- (iii) advise the Board as to whether all audited financial statements are presented fairly and in accordance with Canadian generally accepted accounting principles;
- (iv) review the system of internal financial controls that management has established;
- (v) monitor and report to the Board, Executive Director compliance to the financial policies approved by the Board;
- (vi) present to the AGM the audited financial statements for the previous fiscal year;
- (vii) recommend to the AGM the annual appointment or reappointment of the auditors;
- (viii) monitor the Association's compliance with legal and regulatory requirements that may have a material impact on the financial statements;
- (ix) provide advice to the Board and management on any financial or related matter; and
- (x) take direction from and report to the Board with respect to additional duties that the Board may ask the Committee to perform from time to time, as shall be consistent with the Bylaws.

23.0 Government Affairs Committee

23.1 The committee shall assist the Board of Directors with its political activity through:

- (i) the maintenance of environmental scanning;
- (ii) the identification of issues for the Board, as well as options for responding; and
- (iii) where directed, assisting the Executive Director in the implementation of government affairs programming.

24.0 Health Issues Council

24.1 The Council shall assist the Board of Directors by:

- (i) assessing the needs and opportunities for Association activity in the health care arena;
- (ii) providing options and analysis to the Board for its review and decision; and
- (iii) where directed, assisting the Executive Director in implementing activities to achieve Board policies on health issues.

25.0 Nominating Committee

25.1 The committee shall be composed of the Immediate Past President, who shall be chair, the President, four Members elected at the AGM, two Delegates by and from the Forum and two Members appointed by the Board.

25.2 Terms of Reference

25.3 The committee shall provide to:

- (i) the Membership, a nominee for President-Elect;
- (ii) the AGM, a list of nominees for: Speaker, Deputy Speaker and representatives to CMA General Council;
- (iii) the Forum, a list of nominees for election of Directors of the Board;
- (iv) the Forum, a list of nominees for the Directors of the CMA Board;
- (v) the Board, a list of nominees for committee membership, including committee chairs, a list of nominees for Members Emeritus, and a list of nominees for CMA committees and council membership.

26.0 Committee on Student Affairs

26.1 The Committee shall assist the Board of Directors with its relationships with Student Members through providing advice to the Board of Directors and the Representative Forum on issues affecting Student Members of the AMA or kindred subjects, as they may deem advisable or as may be referred to them.

27.0 Committee on Uninsured Services

27.1 The Committee shall assist the Board of Directors with its activities on uninsured services through:

- (i) assessing the needs and opportunities;
- (ii) providing options and analysis to the Board for review and decision; and
- (iii) where directed, assisting the Executive Director in implementing activities to achieve Board policies.

28.0 Special Committees

28.1 Special committees may be established from time to time by the Forum or the Board to carry out specific tasks.

28.2 Motions to establish special committees shall include specific terms of reference.

28.3 Each special committee shall make a recommendation for dissolution to the party establishing the special committee once the assigned work is completed.

29.0 Affiliation

29.1 The Association shall be the affiliated medical body of the CMA, representing the medical profession of the Province of Alberta until such time as this relationship is terminated by the proper authority of the CMA or the Association. While the Association continues as the affiliated medical body of the CMA, the words "CMA Alberta Division" may be used in its name.

30.0 Affiliated Societies

30.1 Any group of doctors of medicine or doctors of osteopathy in Alberta, some or all of whom may be Members of the Association, who either have formed a society of their own or desire to do so, may apply to the Board for recognition as an affiliated society of the Association.

30.2 An application shall be submitted to the Board together with the bylaws of the society or proposed society.

30.3 The Board shall make or cause to be made such investigations as may be required, including an enquiry into whether the activities or proposed activities of the society are in harmony with the Constitution and Bylaws. The Board shall refer the application to any Section or Member organization that may be affected by the new society and may allow up to six months for a response.

30.4 If the Board accepts such application, the matter shall be considered at the next AGM, or at a special general meeting called for the purpose, where the matter will be accepted or rejected.

30.5 Dues, if any, to be paid by an affiliated society to the Association shall be established by the Board.

30.6 The purpose of recognizing affiliated societies shall be the establishment of a friendly relationship between the affiliated society and the Association. There shall be no obligation on the part of the Association to sponsor policies or activities of the affiliated society but the Association shall, to the extent it deems advisable, cooperate with the affiliated society in the arrangement of activities for mutual benefit of both the Association and the affiliated society.

31.0 Representatives

31.1 The Nominating Committee shall nominate, and the Association elect, the Alberta representatives and alternate representatives to the General Council of the CMA in a number determined by the bylaws of the CMA, and shall include two Members appointed by the Board.

31.2 The Nominating Committee will nominate from the Members of the Forum, and the Forum will elect from their number, the representatives to the Board of Directors of the CMA.

(B) PROCEDURES

32.0 Rules of Order

32.1 All meetings of the Forum, Board and Executive of the Association and any general or special meetings of the Association shall be conducted in accordance with *Procedures for Meetings and Organizations*, third edition (Kerr and King).

33.0 Amendments

33.1 The Constitution and Bylaws shall not be repealed, added to or amended unless by a Special Resolution.

33.2 Notice of a Special Resolution to alter the Constitution and Bylaws shall be given in writing to Members at least 60 days before the AGM or special general meeting.

34.0 Special Resolution

34.1 A Special Resolution may be passed at a general meeting where notice has been given at least 21 days in advance specifying the motion, and is approved by at least 75% of those Members present and entitled to vote.

35.0 Borrowing Powers

35.1 For the purpose of carrying out its Constitution and Bylaws, the Association may borrow or raise or secure the payment of money in such manner as it thinks fit and, in particular, by the issue of debentures, but this power shall be exercised only under the authority of the Association, and in no case shall debentures be issued without the sanction of a Special Resolution of the Association.

36.0 Audit

36.1 The financial year shall be the first day of October to the thirtieth day of September.

36.2 The auditor shall:

- (i) audit annually the financial statements of the Association, including such tests of accounting records and other information as will enable the auditor to give an opinion on the financial records;
- (ii) file the annual report with the Committee on Financial Audit. The chair of the Committee on Financial Audit shall submit the annual report to the Board for approval, and it shall be open to inspection by all Members. The annual report of the auditor shall be included in the report to the AGM;
- (iii) examine and report on other financial matters of the Association on the request of the Board.

- 36.3 The books and records of the Association may be inspected by any Member at the head office of the Association on giving reasonable notice to the Executive Director. Each Director shall have access to such books and records without the requirement of notice.

37.0 Referenda

- 37.1 No agreement between Alberta Health and Wellness (or other paying agency) and the Association which affects the medical profession in Alberta shall be approved, adopted or ratified by the Forum, the Board or the Executive on behalf of the Members unless such approval, adoption or ratification shall have been approved by a simple majority of the Members who vote on a ballot put to all Members entitled to vote.
- 37.2 The Association may submit to a ballot to Members, or a specific group of Members, such other matters as the Forum or Board may from time to time determine.
- 37.3 The procedure for all referenda shall be established by resolution of the Board from time to time provided that:
- (i) each resolution of the Board regarding referenda shall provide for a separate vote on each issue; and
 - (ii) the procedure for all referenda shall follow the procedures, as a minimum, set out in Article 39, sections 39.1 through 39.20 – Election Procedures, herein wherever practical. When interpreting the procedure for referenda pursuant to this section, the term "referenda" shall be substituted for the term "election."

37.4 Enquiry as to the Legality of Referenda

- 37.5 If there is any doubt or dispute concerning the procedural legality of a referendum, the Board shall hold an enquiry and decide whether the procedures followed those set out herein. If the procedure is determined to adhere to this section, the Board shall state in writing the outcome of the referendum together with their findings regarding the procedure. If the procedure regarding the referendum does not adhere to the procedure set out herein, the Board shall order a new referendum.

38.0 Election Procedures

38.1 General

38.2 Scrutineers

- 38.3 The Board shall appoint two or more Members to act as scrutineers at the election.

38.4 Appeal

- 38.5 If a Member entitled to vote fails to receive a ballot, the Executive Director shall be advised in writing and shall:

- (i) enquire into the complaint;
- (ii) rectify the error, if any; and
- (iii) advise the Member of the decision in writing within three days after receiving the complaint.

- 38.6 If the complainant is dissatisfied with the decision of the Executive Director, the Member may appeal to the Executive in writing not less than 10 days before the date fixed for the election.

- 38.7 The decision of the Executive will be final.

38.8 Counting of Votes

- 38.9 Ballots will be received until 16:30 on the date fixed as the deadline for receipt of ballots. All ballots received after this time shall be declared as spoiled ballots.

- 38.10 The ballots shall be opened by the Executive Director in the presence of scrutineers.
- 38.11 The Executive Director shall count the votes and keep a record.
- 38.12 **Rights of Voter**
- 38.13 A Member entitled to vote at an election is entitled to be present at the opening of the ballots.

38.14 **Petition Against Election**

- 38.15 No petition against the return of a Member shall be entertained unless, within 60 days after the election, the petition, containing a statement of the grounds on which the election is disputed, is filed with the Executive Director; and a copy of the petition is served on the Member whose election is disputed.

38.16 **Enquiry as to Legality of Election**

- 38.17 If there is any doubt or dispute concerning the legality of the election, the Board shall hold an enquiry and decide who the legally elected candidate is, and if the election is found to be illegal by the Board, the Board shall order a new election.

38.18 **Extension of Time**

- 38.19 If normal delivery service is disrupted, the Executive Director shall have the authority to extend the dates for the:

- (i) distribution of nominating papers;
- (ii) return of completed nominations;
- (iii) distribution of ballots;
- (iv) return of completed ballots;
- (v) counting of ballots;

for such time that the Executive Director, acting reasonably, considers advisable.

- 38.20 If any extension of time under Article 39.19 hereof results in the date for counting return ballots being delayed until after the date for assumption of office contemplated by these bylaws, then the retiring Officers and Directors shall remain in office until the newly elected Officers and Directors assume office on the date that the counting of the ballots is completed and the winners of the election are declared elected.

39.0 Conduct of Elections: President-Elect

- 39.1 Election for President-Elect shall be under the management of the Executive Director and shall be held at such time as shall be determined by the Board.

- 39.2 At least 60 days prior to the date on which the election of President-Elect is to be held, the recommendation of the Nominating Committee and a notice stating the deadline for receipt of nominations, date of election and a nomination paper shall be mailed to each Member entitled to vote.

39.3 **Nomination Paper**

- 39.4 Except for the candidate recommended by the Nominating Committee for nomination of President-Elect, each nomination shall be signed by five Members eligible to vote and by the nominee indicating acceptance of the nomination.

- 39.5 A nomination must be received in the head office of the Association at least 35 days before the time fixed for the election.
- 39.6 **Mailing of Documents to Voters**
- 39.7 Provided that more than one nomination for President-Elect is received, each Member eligible to vote shall receive not less than 30 days before the date fixed for election:
- (i) a copy of the instructions to voters;
 - (ii) a ballot listing the names of Members nominated for election of President-Elect; and
 - (iii) a brief curriculum vitae for each nominee.
- 39.8 **Voting**
- 39.9 Each ballot shall be marked by the voter with an X showing the voter's preference for the candidate.
- 39.10 **Equality of Votes**
- 39.11 If an equal number of votes are cast for two or more candidates leaving the election of the President-Elect undecided, there shall be a further election to be held at the ensuing AGM.
- 39.12 **Declaration of Candidate**
- 39.13 In order to be elected as President-Elect, one candidate must receive more votes than any of the other candidates.
- 39.14 If no additional nominations for President-Elect are made, then the Member recommended by the Nominating Committee shall be deemed to be unanimously elected as the President-Elect of the Association.
- 39.15 **Destruction of Ballots**
- 39.16 The ballots used at an election shall not be destroyed until after all petitions in respect of the election have been decided, and shall be retained until then, together with all other papers in connection with the election and in any event shall not be destroyed for a period of 70 days following the election of the President-Elect.

40.0 Conduct of Elections: Regional Delegates

- 40.1 Election for zonal delegates to the Forum shall be under the management of the Executive Director and shall be held at such time as shall be determined by the Board.
- 40.2 At least 60 days before the date on which the election of delegates is to be held, a notice stating the deadline for receipt of nominations, date of the election and a nomination paper shall be mailed to each Member entitled to vote in the Zone and to the corresponding ZMSA.
- 40.3 **Nomination Paper**
- 40.4 Each nomination shall be signed by three Members who are eligible to vote and by the nominee indicating acceptance of the nomination.
- 40.5 Nominations must be received in the office of the Association at least 35 days before the time fixed for the election.
- 40.6 **Mailing of Documents to Voters**
- 40.7 Not less than 30 days before the date fixed for election, each Member eligible to vote shall receive:
- (i) a copy of the instructions to voters;

- (ii) a ballot listing the names of Members nominated for election of zonal delegate and the Regional containing their Practice Location; and
- (iii) a brief curriculum vitae for each nominee.

40.8 **Voting**

40.9 Each ballot shall be marked by the voter with an X showing the voter's preference for the candidate or candidates, up to the total number of candidates to be selected from the names listed on the ballot.

40.10 **Appeal**

40.11 If a Member entitled to vote fails to receive a ballot, the Executive Director shall be advised in writing and shall:

- (i) enquire into the complaint;
- (ii) rectify the error, if any; and
- (iii) advise the Member of the decision in writing within three days after receiving the complaint.

40.12 If a complainant is dissatisfied with the decision of the Executive Director, the Member may appeal to the Executive not less than 10 days before the date fixed for the election.

40.13 The decision of the Executive will be final.

40.14 **Election of Candidate**

40.15 In order to be elected as a Delegate from a Zone, each candidate must receive more votes than any of the other candidates up to the total number of candidates to be selected as Delegates from the Region in the Zone.

40.16 **Election of Candidates in Zones Containing Edmonton and Calgary**

40.17 Before filling any other Delegate vacancies, the Zone containing Edmonton or Calgary must have at least one GFT Delegate and one Suburban Delegate. The remaining Delegate vacancies for the aforesaid Zone will be filled from the remaining candidates in descending order of votes received.

40.18 In the applicable Zones containing Edmonton and Calgary, the ballots will identify those candidates who are nominees for GFT Delegate and Suburban Delegate.

40.19 The candidate with the highest number of votes for the position of GFT Delegate or Suburban Delegate, as the case may be, shall be declared elected.

40.20 Upon request of the Executive Director, from time to time, each Delegate will provide evidence supporting their Practice Location.

40.21 **Equality of Votes**

40.22 If an equal number of votes are cast for two or more candidates, leaving the election of a Delegate undecided, there shall be a further election.

40.23 **Destruction of Ballots**

40.24 The ballots used at an election shall not be destroyed until after all petitions in respect of the election have been decided, and shall be retained until then, together with all other papers in connection with the election and in any event shall not be destroyed for a period of 70 days following the election of the Delegates.

41.0 Conduct of Elections: Directors

41.1 Election of Directors shall be under the management of the Executive Director and shall be held at each fall meeting of the Forum.

- 41.2 At least 30 days before the date on which the election of Directors is to be held, the recommendation of the Nominating Committee and a nomination paper shall be sent to each Delegate entitled to vote.
- 41.3 **Nomination Paper**
- 41.4 Except for the candidates recommended by the Nominating Committee, each nomination shall be signed by five Delegates and by the nominee indicating acceptance of the nomination.
- 41.5 Nominations must be received by the Executive Director by noon of the first day of the fall meeting of the Forum.
- 41.6 If no additional nominations are made, then the adoption of the report of the Nominating Committee shall unanimously declare the Directors.
- 41.7 **Election**
- 41.8 The election of Directors shall be carried out by secret ballot at the fall meeting of the Forum.
- 41.9 Each ballot shall be marked by the voter with an X showing the voter's preference for the candidate or candidates, up to the total number of Directors to be elected from the names listed on the ballot.
- 41.10 If an equal number of votes are cast for two or more candidates, leaving the election of a Director undecided, there shall be a further election.
- 41.11 **Destruction of Ballots**
- 41.12 The ballots used at an election shall not be destroyed until after all petitions in respect of the election have been decided, and shall be retained until then, together with all other papers in connection with the election, and in any event shall not be destroyed for a period of 70 days following the election of the Directors.
- 42.0 Conduct of Elections: Speaker, Deputy Speaker, Representatives to CMA General Council, Members Emeritus and Honorary Members**
- 42.1 Elections of Speaker, Deputy Speaker and Representatives to CMA General Council, shall be under the management of the Executive Director and shall be held at the AGM.
- 42.2 Nominees for Members Emeritus and Honorary Members must be approved by a unanimous vote of the Board.
- 42.3 At least 60 days before the AGM, the recommendations of the Nominating Committee shall be mailed to each Member entitled to vote. In addition, for the positions of Speaker, Deputy Speaker and Representatives to CMA General Council, a notice stating the deadline for receipt of further nominations, and a nominating paper shall also be mailed to each Member entitled to vote.
- 42.4 Except for the candidates recommended by the Nominating Committee, each nomination shall be signed by two Members eligible to vote and by the candidate indicating acceptance of the nomination.
- 42.5 Nominations must be received in the offices of the Association at least 30 days before the AGM.
- 42.6 Elections shall be held at the AGM.
- 43.0 Absence, Vacancy and Removal**
- 43.1 If a Delegate or member of the Board:
- (i) ceases to be a Member in good standing;

- (ii) is absent from more than two consecutive meetings of the Forum or of the Board without giving a reason that is found acceptable to the Forum;
- (iii) ceases to be a resident of Alberta; or
- (iv) ceases to have a Practice Location in the Region in the Zone from which they were elected, in the case of a zonal Delegate;

the Forum shall be entitled to remove the Member from the Forum or the Board on written notice to the member.

44.0 Removal of Officer or Director

44.1 An Officer or Director may be removed from office by a resolution conducted by mail ballot:

- (i) an Officer shall be removed by a Special Resolution of the voting Members of the Association in good standing; and
- (ii) a Director shall be removed by a resolution passed by not less than 75% of the Delegates entitled to vote.

44.2 Procedure to Initiate Removal

44.3 The removal of an Officer or Director may be initiated by resolution of the Board passed by not less than 75% of those entitled to vote therein, and shall be initiated,

in the case of an Officer

- (i) by written petition to the Executive Director signed by a majority of the voting Members; or
- (ii) by ordinary resolution of the Members at a special general meeting of the Association called for that purpose;

in the case of a Director

- (iii) by written petition to the Executive Director signed by a majority of the voting Members of the Forum; or
- (iv) by ordinary resolution passed at a special meeting of the Forum.

44.4 Conduct of Vote

44.5 Within 14 days of initiating the removal of an Officer or Director, the Executive Director shall cause to be distributed to each Member entitled to vote on the resolution:

- (i) one ballot for each Officer or Director proposed to be removed;
- (ii) a notice specifying the date by which completed ballots must be returned, which shall be a date set by the Executive Director that is between 20 and 25 days following the date of distribution of the ballots.

44.6 All ballots shall be counted within two days of the deadline specified for the return of the ballots.

45.0 Replacements for Vacated Offices and Directorships

45.1 If the office of President is vacant, the President shall be replaced by the President-Elect who shall choose, after consultation with the Board, to either:

- (i) in addition to the duties of the President-Elect, serve the remainder of the term as Acting President and continue to assume the office of President; or
- (ii) resign as President-Elect and assume the office of the President at which time the office of President-Elect shall be filled by an election.

- 45.2 If the office of President-Elect is vacant, but not the office of the President, the office of President-Elect shall then be filled by an election.
- 45.3 If both the offices of President and President-Elect are vacant simultaneously, the offices of President and President-Elect shall be filled by an election. The Past President shall assume the office of President until the election for President is completed.
- 45.4 Any vacancy of a Director's position shall be filled for the remainder of the elected term by election to the Board for the remainder of the term. Notwithstanding section 17.3, service in such a capacity shall not limit the member serving another two consecutive full three-year terms.