

Memorandum

Date: July 6, 2017
To: Alberta Medical Association Members
From: Dr. Daniel Ryan, Chair, Committee on Constitution and Bylaws
Subject: Proposed changes – AMA Constitution and Bylaws

On behalf of the Committee, we respectfully submit for approval by the membership at the September 16, 2017 Annual General Meeting (AGM), the following proposed changes to the AMA Constitution and Bylaws.

REGULATORY CHANGE – REMOVAL OF THE “CONSTITUTION” SECTION

Whenever changes are made to the AMA’s Constitution and Bylaws, the revised document together with the Special Resolutions must be filed with Alberta Corporate Registry. In November 2016, Alberta Corporate Registry notified the AMA that they will not accept the current bylaws with the “Constitution” portion included. The general explanation is that the term “Constitution” is a creation of the AMA that does not have any status in the Alberta *Societies Act* under which we are incorporated; and effectively attempts to combine what should be two distinct documents. The *Societies Act* and the requirements of Corporate Registry recognize two separate documents:

1. The application for incorporation – This is our incorporating documents, filed in 1969 when the AMA was first incorporated. The purpose is to establish the name, location and objects (broad purposes) of the corporation. This one page document is identical to the “Constitution” section of our current Constitution and Bylaws document. The process for amending the objects is set out in the *Societies Act*, under which we are incorporated, and includes, for example, the requirement for a special resolution to amend.
2. The bylaws – The bylaws are the rules of operation for the corporation (who has authority to do what). Requirements for Bylaw are specified in the regulations enabled under the act. The bylaws were also filed initially in 1969 and any amendments approved by the AGM have been filed annually with Corporate Registry.

Corporate Registry has effectively said that these two documents must continue to be separate to satisfy requirements under the *Societies Act*, which is our governing legislation. Therefore, Corporate Registries is requiring removal of the “constitution” section from the bylaws. To satisfy the requirement, Part I “Constitution” has been removed and references to the term “constitution” have been replaced with “object”, effectively preserving the authority of the

membership over both the bylaws and the objects, while maintaining the distinctiveness of the two documents.

Corporate Registry already has our application for incorporation documents (what we refer to as our constitution) on file and registered, so no further steps are required to preserve our constitution. Once the bylaws have been revised and filed with Corporate Registry, we expect to be in full compliance with the Act.

CLARIFYING CHANGE - SUBSCRIBERS

This is a non-substantive change specifying the Membership categories that are subscribed for the purpose of allotting Delegates among Sections to the Representative Forum (RF). Previous language lacked clarity with respect to Postgraduate Members, who are represented at the Representative Forum through their Postgraduate Delegates.

OTHER PROPOSED CHANGES

1) Standing Committee Terms

The purpose of the change is to adopt, unless otherwise stated in the bylaws, the earlier decision by the AMA Board of Directors to appoint members to three-year terms for committees.

2) Changes to the Nominating Committee

This change was requested by the AMA Board of Directors. The intent of the change is to:

- Remove the requirement for the immediate past president to be both a member and the chair of the Nominating Committee. The board felt that a process whereby the board simply appointed three members (one of whom may be the immediate past president) would be more appropriate. Similarly, the board felt that the elected or appointed members from any of the AGM, RF or board, should be eligible to chair the committee.
- Add an alternate from each of the RF, AGM and board that could serve on the committee if one of their elected members wishes to be the nominating committee's nominee for an elected position. In the past, some of the nominating committee members have been considered for elected positions and had to recuse themselves from the discussion. This depleted the numbers of the committee, particularly if more than one of their number is being considered. The board felt that in these situations, alternate members should be available that could serve in place of elected or appointed members.

3) Change to the time for closing votes

To better accommodate electronic voting process it is recommended that the close of voting be at 4:00 p.m. instead of 4:30 p.m.

PROPOSED CHANGES	
CURRENT WORDING	NEW WORDING
<p>(Cover Page) Constitution and Bylaws of the Alberta Medical Association (CMA Alberta Division)</p>	<p>(Cover Page) Constitution and Bylaws of the Alberta Medical Association (CMA Alberta Division)</p>
PART I - CONSTITUTION	PART I - CONSTITUTION
<p>1.0 Title</p> <p>1.1 The society shall be known as the Alberta Medical Association (CMA Alberta Division), hereinafter referred to as the Association.</p> <p>Purposes</p> <p>2.1 The promotion of health and the prevention of disease.</p> <p>2.2 The improvement of medical services, however rendered.</p> <p>2.3 The maintenance of the integrity and honor of the medical profession and the advancement of medical science.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>Jurisdiction</p> <p>3.1 The operations of the Alberta Medical Association (CMA Alberta Division) are to be mainly carried on in the Province of Alberta.</p>	<p>1.0 Title</p> <p>1.1 The society shall be known as the Alberta Medical Association (CMA Alberta Division), hereinafter referred to as the Association.</p> <p>2.0 Purposes</p> <p>2.1 The promotion of health and the prevention of disease.</p> <p>2.2 The improvement of medical services, however rendered.</p> <p>2.3 The maintenance of the integrity and honor of the medical profession and the advancement of medical science.</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>3.0 Jurisdiction</p> <p>3.1 The operations of the Alberta Medical Association (CMA Alberta Division) are to be mainly carried on in the Province of Alberta.</p>

PART II - BYLAWS	PART II - BYLAWS of the Alberta Medical Association (CMA Alberta Division)
<p>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.</p> <p>1.9 "Delegate" means a member of the Representative Forum.</p> <p>1.10 "Director" means a Member elected to the Board by and from the Forum.</p> <p>1.11 "Executive" means the Executive Committee of the Board.</p> <p>1.12 "Executive Director" means the person appointed by the Board to act as the chief executive officer of the Association.</p> <p>1.13 "Ex-officio" means a position or office that is granted to an individual because that person holds another specified office.</p> <p>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 <i>geographic full-time</i> 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.</p> <p>1.15 "HIA" means the <i>Health Information Act</i>, as amended or replaced from time to time by legislation of similar nature and substance.</p> <p>1.16 "Mail" means any information sent by post, fax or electronic mail such as that a written copy may be produced.</p> <p>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.</p> <p>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</p>	<p>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.</p> <p>1.9-1.8 "Delegate" means a member of the Representative Forum.</p> <p>1.10 1.9 "Director" means a Member elected to the Board by and from the Forum.</p> <p>1.11 1.10 "Executive" means the Executive Committee of the Board.</p> <p>1.12 1.11 "Executive Director" means the person appointed by the Board to act as the chief executive officer of the Association.</p> <p>1.13-1.12 "Ex-officio" means a position or office that is granted to an individual because that person holds another specified office.</p> <p>1.14 1.13 "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 <i>geographic full-time</i> 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.</p> <p>1.15 1.14 "HIA" means the <i>Health Information Act</i>, as amended or replaced from time to time by legislation of similar nature and substance.</p> <p>1.16 1.15 "Mail" means any information sent by post, fax or electronic mail such as that a written copy may be produced.</p> <p>1.17 1.16 "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.</p> <p>1.18 1.17 "Member" means a Full Member, Postgraduate, Student, Retired, Non-Resident, Emeritus, Life, Honorary Member, Member-at-Large or Supervised Physician who is in</p>

<p>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.</p>	<p>good standing in the Association. 1.19 1.18 "Notice" means to be made aware by delivery, mail, telegraph, fax, electronic mail or otherwise communicated by electronic means that produces a written copy. 1.8-1.19 "Constitution Objects" 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.</p>
<p>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.</p>	<p>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.</p>
<p>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</p>	<p>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 Objects and the Bylaws</p>
<p>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</p>	<p>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</p>
<p>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.</p>	<p>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 Objects and the Bylaws which shall require a special resolution.</p>
<p>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</p>	<p>10.13 Section Subscribers 10.14 Each Full Members, Retired Members, Members Emeriti and Life Members entitled to vote at the AGM shall, for the purpose of allotting Delegates among Sections in</p>

<p>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.</p>	<p>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.</p>
<p>11.9 The duties of a Section shall include:</p> <ul style="list-style-type: none"> (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 on 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. 	<p>11.9 The duties of a Section shall include:</p> <ul style="list-style-type: none"> (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 on 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.
<p>15.2 The President shall:</p> <ul style="list-style-type: none"> (i) enforce the due observation of the Constitution and Bylaws; 	<p>15.2 The President shall:</p> <ul style="list-style-type: none"> (i) enforce the due observation of the Constitution Objects and the Bylaws;
<p>15.5 Immediate Past President 15.6 The Immediate Past President shall:</p> <ul style="list-style-type: none"> (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. 	<p>15.5 Immediate Past President 15.6 The Immediate Past President shall:</p> <ul style="list-style-type: none"> (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.
<p>16.7 The Executive Director shall:</p> <ul style="list-style-type: none"> (i) be the chief executive officer of the Association; (ii) give general supervision to the administration of Association affairs; 	<p>16.7 The Executive Director shall:</p> <ul style="list-style-type: none"> (i) be the chief executive officer of the Association; (ii) give general supervision to the administration of Association affairs;

<p>(iii) be responsible to the Board for the implementation of Association policies;</p> <p>(iv) pay all bills, which are the due account of the Association;</p> <p>(v) deliver the annual audited financial statement to the Members;</p> <p>(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;</p> <p>(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;</p>	<p>(iii) be responsible to the Board for the implementation of Association policies;</p> <p>(iv) pay all bills, which are the due account of the Association;</p> <p>(v) deliver the annual audited financial statement to the Members;</p> <p>(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;</p> <p>(vii) assume such duties as described in the Constitution and Objects and the 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;</p>
<p>17.11 In addition to other specific duties and powers assigned elsewhere in the Constitution and Bylaws, the Board shall:</p>	<p>17.11 In addition to other specific duties and powers assigned elsewhere in the Constitution Objects and the Bylaws, the Board shall:</p>
<p>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.</p>	<p>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.</p>
<p>19.5 All Standing Committees shall conduct their activities as are consistent with the Constitution and Bylaws.</p>	<p>19.5 All Standing Committees shall conduct their activities as are consistent with the Constitution Objects and the Bylaws.</p>
<p>20.0 Committee on Constitution and Bylaws</p>	<p>20.0 Committee on Constitution and Bylaw</p>
<p>20.3 The committee shall:</p> <p>(i) deal with all items of the Constitution and Bylaws or such kindred subjects as they may deem advisable or as may be</p>	<p>20.3 The committee shall:</p> <p>(i) deal with all items of the Constitution Objects and the Bylaws or such kindred subjects as they may deem</p>

<p>referred to them;</p>	<p>advisable or as may be referred to them;</p>
<p>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.</p>	<p>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. 22.2 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.</p>
<p>25.0 Nominating Committee 25.1 The committee shall be composed of the Immediate Past President, who shall be chair, 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.</p>	<p>25.0 Nominating Committee 25.1 The committee shall be composed of: (i) Four Members elected at the AGM; (ii) Two Delegates elected by and from the Forum; and (iii) Three Members appointed by the Board. 25.2 Each group electing or appointing members to the committee shall appoint or elect as applicable, one additional alternate member to serve in place of elected or appointed committee members who wish to be considered as a committee nominee for an elected position. The alternate from the same electing or appointing group as the member being considered for an elected position will serve as the alternate for that meeting if reasonably possible, otherwise from the remaining alternates through a process determined by the board. Such alternate members may exercise all the powers of a committee member when required to attend meetings of the committee. 25.3 Committee members shall serve two-year terms, provided, however, that committee members shall not serve consecutive terms. 25.4 The chair shall be appointed by the Board from within the committee on an annual basis and shall hold office for a one-</p>

	<p>year term provided, however, that no chair serves more than two consecutive one-year terms.</p> <p>25.5 Alternate members shall be appointed or elected for a one-year term provided, however, that no alternate member serves more than two consecutive one-year terms as an alternate member.</p> <p>25.6 Terms of Reference</p> <p>25.7 The committee shall provide to:</p> <ul style="list-style-type: none"> (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.
<p>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.</p>	<p>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 Objects and the 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.</p>
<p>33.1 The Constitution and Bylaws shall not be repealed, added or amended unless by Special Resolution.</p>	<p>33.1 The Constitution Objects and the Bylaws shall not be repealed, added or amended unless by Special Resolution.</p>
<p>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.</p>	<p>33.2 Notice of a Special Resolution to alter the Constitution Objects and the Bylaws shall be given in writing to Members at least 60 days before the AGM or special general</p>

	meeting.
<p>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.</p>	<p>35.1 For the purpose of carrying out its Constitution Objects and its 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.</p>
<p>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.</p>	<p>38.9 Ballots will be received until 16:00 on the date fixed as the deadline for receipt of ballots. All ballots received after this time shall be declared as spoiled ballots.</p>