



## **Canadian Federation of Medical Students**

### **Bylaws**

**As enacted 29 April 2006**

**BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:**

- 1. The By-Laws of the Canadian Federation of Medical Students as hereby amended be and they are hereby enacted and approved; and,**
- 2. The President and legal counsel be authorized to make all such grammatical and numerical revisions as may be deemed necessary and appropriate by them to ensure consistency of the By-laws as amended for the purposes of submission to the Minister of Industry Canada for approval pursuant to the *Canada Corporations Act*.**

## **DEFINITIONS**

1. In these By-Laws, unless the context otherwise requires:

“Act” means Part II of the *Canada Corporations Act*, or successor enactment, as amended from time to time;

“By-Laws”, “Charter”, and “Letters Patent” have the meanings respectively assigned to them by the Act;

“Executive” and “Executive Committee” have the same meaning and refer to the Executive Committee as herein constituted;

“Executive Committee Member” refers to those members of the Federation elected to the Executive Committee. All such members serve as Directors of the Federation as such term is contemplated in the Act;

“Federation” means the Canadian Federation of Medical Students/Fédération des étudiants et des étudiantes en médecine du Canada.

“Year” means the fiscal year of the Federation and “Annual” refers to such year;

“Canadian Medical School” means any medical college, medical school, or faculty of medicine within Canada, which is accredited by the Liaison Committee on Medical Education or other authority having jurisdiction;

“Medical Student” means any student enrolled in a doctor of medicine program of study at a Canadian medical school (these students ordinarily referred to as undergraduate medical students”, other than interns, residents, or graduate students as those terms are normally defined within the medical profession;

“Medical Student Society” means any corporation, society, unincorporated association, or like organization, whose purposes and objects are to represent the interests of undergraduate medical students in attendance at any Canadian medical school.

“Region” means each of (1) Western Canada (British Columbia, Alberta, Saskatchewan and Manitoba); (2) Ontario; (3) Québec; and, (4) the Atlantic Provinces.

## **CORPORATE SEAL**

2. The Seal as stamped on the front page is hereby adopted as the Seal of the Federation and may be affixed by such methods and by such person or persons as may be either required or authorized by the general By-Law of the Federation or a resolution of the Executive Committee.

### HEAD OFFICE

3. Until changed in accordance with the Act, the Head Office of the corporation shall be the City of Ottawa, in the Province of Ontario.

### CONDITIONS OF MEMBERSHIP and Voting Rights

4. The membership shall be composed of institutional members, student members, members-at-large, alumni members and honorary members. All classes of members are entitled to attend general meetings of the Federation. Only the designated representatives, or proxies, of an institutional member, and members of the Executive Committee shall be entitled to vote at general meetings of the Federation. Every institutional member shall have two (2) votes and, subject to Section 34, each member of the Executive Committee shall have one (1) vote. No other class of members or members shall have the right to vote at general meetings of the Federation.

#### **Institutional Members**

5. Any medical student society at any Canadian medical school may apply for institutional membership in the Federation by sending to the President of the Federation a letter expressing their interest in joining the Federation as well as provisions outlining a democratic election process for selection of delegates to the Federation's Annual General Meeting. The Executive Committee may approve such application for institutional membership by a two-thirds majority vote, with such medical student society thereafter known as an "institutional member".
6. If there exists at a medical school more than one medical student society that is interested in being the institutional member, or if a medical society expresses an interest in being the institutional member at a school where that role is already filled by another medical student society, the delegates at the Federation's Annual General Meeting shall determine which medical student society shall be deemed the most suitable to take on the coordination responsibilities.
7. Every institutional member shall select by democratic means two representatives to represent the interests of their own medical student society and work with other persons involved in the Federation towards the furtherance of the Federation's mission. One representative shall be the medical student society president. Upon demand, each institutional member shall certify in writing to the Executive Committee before each general meeting, the names of the medical student members authorized to vote on its behalf.
8. An institutional member representative shall cease to hold such a position at the end of the term of office, when a succeeding representative takes office, upon resignation, dismissal or suspension from the Federation, death, or when relieved of duties by a majority vote of the medical student society the person represents. In any event when a student body has only one representative, the remaining representative shall immediately assume the position of senior representative and finish the remaining portion of the two-year term on schedule, and the medical student society shall elect as expeditiously as possible a new junior representative to serve the remaining portion of the departed representative's term.

**Student Members**

9. The medical student members of any institutional member shall be student members of the Federation.

**Members-At-Large**

10. The Executive Committee may by resolution accept for membership in the Federation as a member-at-large any medical student registered in a Canadian medical school who has applied in writing for membership and who is not a member of an institutional member. Their representation is through their respective regional Executive Committee Member, and their fee is to equal the fee charged on behalf of all other student members.

**Alumni Members**

11. Upon acceptance of a written request for membership and payment of the required dues, any person who has previously been a graduate of a Canadian medical school or member-at-large of the CFMS may become an alumni member, with such rights and privileges as the Executive Committee may from time to time determine. Alumni dues will be determined by resolution of the Executive Committee and confirmed or amended by resolution of the Biannual or Annual General Meeting.

**Honorary Members**

12. Any person, corporation, society, or unincorporated association or like organization may become an Honorary Member of the Federation by resolution of the Executive Committee, with such rights and privileges as the Executive Committee may from time to time determine.

**Membership Idem**

13. All admissions of persons or other organizations to membership in any of the aforesaid classes of membership shall be recorded in the minutes of a general meeting of the Federation.
14. Members in good standing shall be those persons or organizations admitted to membership, other than honorary members, who have paid all required fees to the association and who have not otherwise been suspended or expelled.

**Withdrawal from Membership**

15. Any member may withdraw from membership at any time by giving notice in writing to the Head Office and the withdrawal shall be effective from the date fixed in such notice for withdrawal, provided that it is no less than ten (10) days from when such notice is received at the Head Office. Withdrawal shall not relieve such member from any liability to the Federation for dues or assessments then due and outstanding, and without limiting the generality of the foregoing, any other assessment or financial obligation incurred by such member to the Federation.

16. Should a student member, who is a member of an institutional member, wish to resign they may do so as outlined above. However, this shall not reduce the fee due from the respective institutional member for that year or any subsequent years.

#### **Discipline of Members**

17. The members may, on a two-thirds majority vote of the voting representatives present in person at a general meeting, suspend, censure, or expel any member whose conduct is, or has been, in the opinion of the members, improper or likely to endanger the interest or reputation of the Federation, or who commits a breach of the By-Laws, constitution, or Rules and Regulations of the Federation. No member shall be so suspended, censured, or expelled unless he has been given twenty-one (21) days' notice, from the date of mailing of such notice, in writing, of the nature of the complaint against him. The said notice shall specify the time and place of the meeting at which the complaint against the said member is to be disposed of, at which time the said member shall be given an opportunity to be heard by the members.

#### **Reinstatement of Members**

18. The members may reinstate any member suspended, censured, or expelled, upon such terms and conditions as they may determine upon resolution passed by a majority of the voting representatives present in person or by proxy at the meeting at which the resolution for reinstatement is proposed.

#### **Membership Fees**

19. Each member shall pay to the Federation such membership dues, calculated on such a basis, as shall be determined from time to time by resolution of the Annual General Meeting.
20. The said membership dues shall be paid in such a manner as may from time to time be determined by resolution of the Executive Committee and confirmed or amended by resolution of the Annual General Meeting.
21. The said membership dues shall be paid to the Federation on or before December 31 of each year, or on or before such other date as may be determined by resolution of the Annual General Meeting from time to time.
22. Failure to pay said membership dues may result in revoking the voting rights of the offending institutional member, and other disciplinary action may be taken against the said institutional member upon the discretion of the Executive Committee.

#### **MEMBERS' MEETINGS**

23. There will be an annual general meeting of the Federation ("Annual General Meeting") which shall be held during September or October of each year, or during such other month as the Executive Committee may by resolution determine from time to time, in the city as determined by the Executive Committee. Subject to this section, the Executive Committee shall determine the time and place of said

meeting, and shall cause notice in writing of the meeting to be given to each institutional member and Executive Committee member of the Federation at least sixty (60) days prior to the time set for the meeting and may give such notice to other members as the Executive Committee may decide. Either a form of proxy or a reminder of right to use a proxy will be attached to the notice of meeting.

24. A special general meeting of the Federation may be called upon resolution of the Executive Committee or upon petition in writing to the Secretary signed by half of the institutional members in good standing. The President shall give notice to each institutional member and Executive Committee member in writing of any special general meeting so called, and shall specify the business to be conducted thereat, at least sixty (60) days prior to the time set for the meeting. The Executive Committee may give such notice to other members as they may decide. Either a form of proxy or a reminder of right to use a proxy will be attached to the notice of meeting.
25. Notice of special business to be conducted at the Annual General Meeting or a special general meeting shall contain sufficient information to allow each institutional member to make a reasoned decision on the business to be conducted.
26. The voting representatives of institutional members may cast their votes on the business proposed in the notice of such special general meeting, or on business designated for the Annual General Meeting, either in person or by proxy at the meeting, or by mail or email ballot. Any such mail or email ballot vote shall be as valid as if it had been cast at the special general meeting or the Annual General Meeting, provided always that such ballot shall have been received by the President before the call to order of any such meeting, and that the requirements of Section 27, below, are met.
27. The mail or email ballot is valid provided that the motion on the floor at the meeting is identical to the detailed voting ballot contained in the mail or email ballot, and that the background material provided to the members present at the meeting has been made available to the member exercising his/her vote by mail or email ballot. The use of mail or email ballots shall not be allowed when the Act requires that an issue be dealt with at a meeting, and the mail or email ballot of a member does not replace a member for quorum purposes.
28. A voting representative of an institutional member entitled to vote at any general meeting may vote either in person or by proxy duly and sufficiently executed in writing. The said instrument of proxy must be delivered to the Chair.
29. Any proxy holder shall be one of the medical student members of the institutional member, and any such proxy must be in writing.
30. No good faith error or omission in the giving of notice as aforesaid of any meeting of the Federation shall invalidate such meeting or any proceedings taken thereat.
31. The quorum at a meeting of the Federation shall be equal to the number of institutional representatives in attendance at that duly called meeting, provided that

there are a minimum of two institutional representatives in attendance from each Region.

32. The President shall act as Chair of the Annual General Meetings and all special general meetings of the Federation and shall rule on all disputed questions or procedure at any such meeting, provided that any ruling may be appealed. In the event of such an appeal, the question shall be decided by majority vote upon a show of hands.
33. The position of Parliamentarian shall be filled automatically by the Past-President for the purposes of interpreting rules of order as they relate to disputes that arise during the course of a meeting. This person shall be identified at the start of the meeting, by the Chair of the Executive Committee. The interpretation of the Parliamentarian shall not have precedence over Section 32, above. In the absence of the Past-President, the President shall appoint an alternate Parliamentarian at the start of the meeting, recognizing that this person should ideally have extensive experience in chairing meetings and detailed knowledge of rules of order.
34. In the event an Executive Committee Member is concurrently designated as a voting representative on behalf of an institutional member, that Executive Committee Member is limited to vote in only one capacity at general meetings of the Federation.
35. Where an Executive Committee Member is concurrently designated as a voting representative on behalf of an institutional member, and a vote is requisitioned by the institutional members pursuant to Section 24, the Executive Committee Member cannot vote on any such requisitioned vote. In all meetings of members, the institutional members themselves have the right to attend, although their delegate exercises their vote.
36. Every question at a general meeting, meetings of the Executive Committee and all other committees shall be decided by majority of votes cast unless the Act or these By-Laws otherwise provide. Every question shall be decided by a show of hands unless a secret ballot is demanded by three of the voting representatives or proxies of the institutional members present. Upon a show of hands, and unless a ballot is demanded as aforesaid, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting is sufficient evidence of that fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a secret ballot may be withdrawn at any time prior to its occurrence by those institutional member representatives or proxy originally demanding it. In the event of a secret ballot, it is to be conducted in a manner directed by the Chair.
37. All elections for an Executive Committee membership shall be decided by a majority vote when these positions are not assigned by acclamation.
38. The Past-President shall not vote at any general meeting of the Federation.
39. The Chair presiding at the time of the vote shall not vote, except in the event of a tie. Should the Past-President be the Chair presiding over a vote, the President

shall not vote in the initial balloting, but shall cast the deciding vote in the event of a tied vote.

### **COMMITTEES**

40. The Executive Committee may from time to time appoint other committees, as they consider necessary or convenient.
41. The Executive Committee may from time to time appoint individuals from the membership to carry out duties considered by the Executive to be necessary or convenient. The duties and responsibilities of such committee members will be established by the Executive Committee as such need arises. Such committee members may be removed from office by a majority vote of the Executive Committee.
42. Any member of the Federation may be appointed to a committee, other than the Executive Committee by the Chair of the Committee or by the Executive Committee. The President shall be an *ex officio* voting member of all committees.
43. The Chair of each committee, members of the Executive Committee and the officers of the Federation, shall submit to the Executive Committee, before the Annual General Meeting of the Federation, a report of his/her activities or of the committee at the request of the President.
44. No remuneration shall be paid to committee members.
45. Various officer positions may be designated by the Executive Committee each year, on the recommendation of the institutional member representatives. The officers will be elected by the institutional member representatives attending the Federation's Annual General Meeting, and will hold either one or two year positions, as pre-designated by the Executive Committee.

### **EXECUTIVE COMMITTEE (BOARD OF DIRECTORS)**

46. The affairs of the Federation shall be managed by an Executive Committee which may exercise all powers and do all things that may be exercised or done by the Federation and which are not by these By-Laws or by law expressly directed or required to be done by the Federation in general meeting.
47. The Executive Committee Members shall serve as such without remuneration and no Executive Committee Member shall directly or indirectly receive any profit from holding a position as such; provided that an Executive Committee Member may be paid reasonable expenses incurred by him/her in the performance of his/her duties.

### **Election of Executive Committee Members**

48. Only individual medical student members and individual members-at-large who have attained the age of eighteen years, and have the capacity to contract shall be eligible for election to the Executive Committee.

49. The Executive Committee, with the exception of the President and Past-President shall be elected annually at the Annual General Meeting of the Federation, and shall take office immediately upon their election. Executive Committee Members shall be elected for a term of one year.

A President-elect shall be elected at the Biannual General Meeting of the Federation and shall be installed as President immediately following the election of the Executive Committee at the subsequent Annual General Meeting. The President-elect, if not already an Executive Committee Member in another capacity, shall become a non-voting observer of the Executive Committee following election at the Biannual General Meeting. In the event a Biannual General Meeting is not held, the President will be elected and installed at the Annual General Meeting of the Federation.

50. The Executive Committee shall be comprised of not less than seven (7) members and not more than fifteen (15) members and the Executive Committee Members shall comprise two (2) groups: the core Executive and the regional Executive.

The core Executive is generally comprised of seven persons: the President, Past-President and five Vice Presidents (finance, education, services, communications, and international programs and partnerships). The number and roles of the core Executive shall be determined by the Executive Committee and shall not in any case number less than three.

The regional Executive is generally comprised of from four to six persons and the number and regional representation may be altered to meet regional considerations prior to the elections by a two-thirds majority at the Annual General Meeting. A Notice of Motion to alter the number and/or mix of the regional Executive members must be distributed at least thirty (30) days prior to the Annual General Meeting. Student members and members-at-large of a Region shall be eligible to serve as an Executive Committee Member for that Region only,

51. A Nominating Committee is formed each year for each Annual General Meeting and then dissolved. This Committee consists of the immediate Past-President and such other members as the immediate Past-President may determine. The Nominating Committee shall receive nominations from institutional member representatives and proxies and shall verify the willingness of nominated individuals to potentially serve in the position they have been nominated for. Nominations received by the Committee shall not be secret at any time and any candidate shall be free to withdraw at any time prior to the commencement of voting. Positions for which there are no nominees shall remain vacant and the accordant responsibilities shall be divided among the newly elected Executive Committee until the next Annual General Meeting.
52. The Past-President shall preside over the entirety of election voting and conduct the election as he/she sees fit, subject to override by a majority vote of the Annual General Meeting. In the absence of the Past-President, the President or his/her designate will preside over the election voting.

### **Cessation of Executive Committee Membership**

53. Executive Committee Members shall cease to hold their positions upon election of their successor at the Annual General Meeting subsequent to the Annual General Meeting at which they were elected. Executive Committee Members other than the President may also cease to hold their position upon resignation or dismissal from their position. Such Executive Committee Members may be dismissed by a two-thirds majority vote of the Executive Committee or by a two-thirds majority vote at the Annual General Meeting after notice of motion has been made at least thirty (30) days prior to the expected date of vote. The subject of a dismissal motion shall not be allowed to vote on the motion, but shall be allowed to speak to it. A vote on a dismissal motion shall occur by secret ballot.
54. It is at the discretion of the President, in consultation with the entire Executive Committee, whether a new Executive Committee Member must be elected to fill the position of a departed Executive Committee Member or whether the duties of the former member may be divided among the remaining Executive.
55. The President of the Federation shall cease to hold office upon installation of a new President at the Annual General Meeting, resignation, impeachment or death. The President cannot be suspended or expelled from the Federation pursuant to Section 17 while in office; the President must be impeached first. Upon a premature end to a President's term of office, the Executive Committee shall immediately vote amongst themselves for one of their number to assume the office of Interim President. In the event the original President's term of office ends less than sixty (60) days prior to the Annual General Meeting, this Interim President shall serve until a new President is elected in the normal fashion at the normal time. In the event the original President's term of office ends at least sixty (60) days prior to the Annual General Meeting, a new presidential election must be held as soon as possible by a special general meeting.
56. The President may be impeached by one of two methods:
  - a) Two Executive Committee Members may deliver to the Past-President a document containing a motion of impeachment with an appendix describing the grounds for impeachment. The Past-President, upon receipt of such documentation must immediately inform all Executive Committee Members (including the President) of this Notice of Motion. The Past-President must then arrange as quickly as possible (preferably within seven (7) days) a special meeting of the Executive at which the two Executive Committee Members shall make their case against the President and the President shall have the opportunity to respond. The President is then required to leave the meeting and the Past-President shall preside over the impeachment vote while the remaining Executive Committee Members vote. A two-thirds majority is required for the impeachment vote to be successful, at which point the President shall be relieved of duties and cease to be an Executive Committee Member. The Executive Committee shall then select an Interim President as outlined in Section 55 above.
  - b) The second method of Presidential impeachment begins with four institutional member representatives delivering to the Past-President a document containing a motion of impeachment with an appendix describing the grounds for impeachment.

The Past-President upon receipt of such documentation must immediately inform all Executive Committee Members (including the President) and all institutional member representatives. The Past-President must then arrange as quickly as possible (preferably within fourteen (14) days) a special general meeting at which the four institutional member representatives shall make their case against the President and the President shall have the opportunity to respond. The President will then be required to leave the meeting and the Past-President shall preside over the impeachment vote while the institutional member representatives and Executive Committee Members shall vote. A two-thirds majority is required for the impeachment vote to be successful, at which point the President shall be relieved of duties and cease to be an Executive Committee Member. The Executive Committee Members and institutional member representatives shall then carry out an election for the position of Interim President.

57. All meetings conducted for the purposes of considering impeachment of an Executive Committee Member or the President must be conducted in a real-time environment, whether in a face-to-face meeting or via some mode of electronic communication or some combination thereof.
58. Upon the occurrence of a vacancy in the office of a regional Executive Committee Member, the voting institutional member representatives in that region may elect a replacement prior to the next Annual General Meeting. Voting may take place either at a meeting of the members called for such purpose or by mail ballot as organized by the Executive Committee.

#### **POWERS OF DIRECTORS (EXECUTIVE COMMITTEE)**

59. All members of the Executive Committee shall fulfill such duties as may be assigned to them from time to time by the Executive Committee or at a general meeting. Further, they shall be authorized, within reasonable discretion, to undertake projects to further the goals of the Federation.
60. {Moved to Execution of Documents after Section 99 – all following Sections to be re-numbered}
61. [See Section 97]
62. [See Section 98].
63. [See Section 99].
64. The establishment of professional staff positions, such as an Executive Director, Office Administrator, Field Officers, et cetera, shall be approved by a vote at a general meetings.
65. Appointments to fill established professional staff positions shall be made by the Executive Committee, and the remuneration and terms of service shall be stated in contracts between the Federation and those appointed.
66. The duties of all staff employees shall be stated in specific job description for each position. These job descriptions shall be approved by the Executive Committee

and may be varied from time to time by mutual agreement between the Executive and the staff concerned. These job descriptions may include some of the duties assigned elsewhere in these By-Laws to one or more of the officers of the Federation.

67. Paid staff of the Federation may attend meetings of the Federation and its committees at the discretion of the Chair at that meeting.
68. Executive Committee Members and officers of the Federation may continue in that position, notwithstanding the fact they may no longer be medical students, provided that they were medical students at the time of their selection.
69. The Past-President shall be deemed to be elected to that position when they are selected as President.
70. The Executive Committee may prescribe such Rules and Regulations not inconsistent with these By-Laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at the Annual General Meeting of members, shall at and from that time cease to have any force and effect.

#### **Fiscal Year**

71. A statement of the accounts of the past financial year, together with a budget for the following year shall be prepared by the Executive Committee for approval at the Annual General Meeting of the Federation.
72. All expenditures of funds for items in excess of \$500.00 that are not included in the budget for the current year shall require approval by resolution of the Executive Committee.
73. The Federation shall not incur debts by borrowing money unless prior approval for such an action has been obtained by resolution at the Annual General Meeting. Twelve (12) weeks notice must be given in advance of voting on such a resolution to the voting delegates of the institutional members.

#### **DIRECTORS' (EXECUTIVE COMMITTEE) MEETINGS**

74. Seven (7) members of the Executive Committee constitute a quorum for Executive Committee meetings. A decision or resolution of the majority of the Executive Committee present and constituting a quorum is a decision or resolution of the Executive Committee except where otherwise provided.
75. Every Executive Committee member except the President has one vote. If the votes of the Executive Committee are equally divided, the President, as Chair, has the deciding vote.
76. A meeting of the Executive Committee shall be held at least twice per year, and may be held at any time at the call of the President or upon the request of any two

members of the Executive Committee. Reasonable notice of the meeting shall be given to all members of the Executive Committee.

77. Subject to Section 78, below, meetings of the Executive Committee may be held at the Head Office of the Corporation or at such other place as the Executive Committee may from time to time determine.
78. A Director may participate in a meeting of the Executive Committee by means of conference telephones or other communications facilities by means of which all Executive participating in the meeting can communicate with each other adequately and provided that all such Executive agree to such participation. All Executive Committee Members must consent in advance to the method of communication to be used for the meeting and all must have equal access to the method of communication.
79. An Executive Committee Member participating in a meeting in accordance with Section 78 shall be deemed to be present in the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak and vote thereat.
80. Voting at Executive Committee meetings shall be conducted by a show of hands, or other appropriate method determined by the President at the beginning of the meeting and such method shall be communicated to all Executive Committee Members who are present or deemed present. The Vice President of Services, in his/her Office as Secretary, shall record the votes at the Executive Committee meetings.
81. Security issues with regard to Executive Committee meetings and the use of teleconference or other electronic means shall be dealt with by the President as the need arises. Security concerns of any member of the Executive Committee about the use of teleconferencing or other electronic means of meeting shall be addressed in writing to the President who shall respond to the member's concerns prior to the commencement of any Executive Committee meeting using the technology in question.
82. Voting by Members of the Executive Committee who cannot attend an Executive Committee meeting in person or through the use of technology approved by the Executive Committee pursuant to Section 76, may be allowed by mail ballot provided that the motion on the floor at the meeting is identical to the detailed voting ballot contained in the mail ballot, and that the background material provided to the Directors in present at the meeting has been made available to the Member exercising his/her vote by mail ballot. The use of the mail ballots shall not replace an Executive Committee meeting, and the mail ballot of an Executive Committee Member does not replace an Executive Committee Member for quorum purposes.
83. Any such mail ballot vote shall be as valid as if it had been cast at the Executive Committee meeting provided always that such ballot shall have been received by the President before the call to order of any such meeting.

**DUTIES OF EXECUTIVE COMMITTEE MEMBERS**

84. The core Executive, comprised of the President, Past-President, and Vice Presidents for Finance, Education, Services, Communications, International Programs and Partnerships, or such other or substituted vice-presidential roles as may be determined by the Executive Committee pursuant to Section 50, are the officers of the corporation.
85. No member of the core Executive, in their role as officers of the corporation, shall receive any remuneration, provided that he/she may be paid reasonable expenses incurred by him/her in the performance of his/her duties.
86. The President shall:
- a) Hold the Office of Chair of the Executive Committee;
  - b) Appoint the Chairs of all committees except as otherwise provided;
  - c) Appoint an Executive Vice President from among the Vice Presidents;
  - d) Succeed to the Office of Past-President upon the election of their successor; and
  - e) Be responsible for the general supervision and direction of the business of the Federation.
87. The Past-President shall:
- a) Advise the Executive Committee and President; and
  - b) Act as Parliamentarian.
88. The Executive Vice President shall:
- a) Have the powers and perform the duties of the President in the absence or incapacity of the President; and
  - b) Have such other powers and perform such other duties as may be assigned to him/her from time to time by the Executive Committee.
89. The Vice President of Services shall, in addition to his/her other duties, assume the Office of Secretary and in that capacity shall:
- a) Keep or cause to be kept minutes of all meetings of the Executive Committee and of the Federation;
  - b) Keep or cause to be kept a register of all members of the Federation and shall enter or cause to be entered therein the names of every person, corporation, or unincorporated association, who or which is admitted as a member of the Federation, together with the following particulars:
    - i. The full address and occupation of every such member;

- ii. The date of admittance to membership of every member;
  - iii. The date on which any member ceases to be a member;
- c) Issue or cause to be issued any and all notices required by these By-Laws or by Law;
- d) Supervise the custody of all records, other than financial records, and correspondence pertaining to the business of the Federation;
- e) Seek approval of the Minister responsible for administering the Act for all amendments to the By-Laws and make all other required reports to the Minister;
- f) Keep custody of the corporate seal; and
- g) Perform such other duties as may be assigned to him from time to time by the President or the Executive.
90. The Vice President of Finance shall, in addition to his/her other duties, assume the Office of Treasurer and in that capacity shall:
- a) Be responsible for the receipt, custody, banking and disbursements of the funds of the Federation;
  - b) Keep or cause to be kept a proper record of the financial operations of the Federation;
  - c) Be Chairman of any Finance Committee which may be struck by the Executive; and
  - d) Report to the Minister responsible for administering the Act on all required financial matters.
91. The Vice President of Communications shall appropriately publicize the activities of the Federation and facilitate communications within the Federation.
92. The Vice President of Education shall represent the Federation at such forums where concerns of a primarily educational nature shall be discussed and shall undertake endeavours to enhance the educational experience of members of the Federation.
93. The Vice President of Global Health shall direct the delivery of the Global Health Program and support the activities of the constituency on matters pertaining to global health, international development, and public health.
94. The regional Executive Committee Members shall represent their respective Regions at the Executive Committee and may undertake projects to further the aims of the Federation.
95. A regional Executive Committee Member may be authorized by the Executive Committee, under special circumstances, to cast more than one vote at general meetings and at the Executive Committee.

### **INDEMNITIES TO DIRECTORS (EXECUTIVE COMMITTEE) AND OTHERS**

96. Every Executive Committee Member, other committee member, officer and institutional representative of the Federation is deemed to have assumed office on the express understanding, agreement and condition that every such person and his/her heirs, executors, administrators, and estate, respectively, shall at all times be indemnified and saved harmless out of the funds of the Federation from and against all costs, charges and expenses whatsoever sustained or incurred in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or any other member Executive in or about the execution of the duties of his/her or their office, and also from and against all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof.

### **EXECUTION OF DOCUMENTS**

97. Contracts in the ordinary course of business of the Federation may be entered into on behalf of the Federation by the President or any person authorized by the Executive in writing.
98. The Executive may appoint up to three of their members as signing officers, any one of whom shall have the authority to co-sign documents with the President.
99. The Executive shall have authority to appoint any member of the Executive Committee, or any staff member, to certify a specific document.
- 99.1 This seal of the Federation adopted in Section 2 hereof shall not be used except in pursuance of a resolution of Executive Committee. Unless such resolution of the Executive Committee requires otherwise, the seal shall be affixed in the presence of the Secretary and the President, or Treasurer. The Secretary shall have custody of the corporate seal.

### **AMENDMENT OF BY-LAWS**

100. By-laws of the Federation may be enacted, amended, or repealed by a majority of the Executive Committee and the approval of no less than a two-thirds majority of Institutional Members present in person or by proxy at a general meeting.
101. The enactment, amendment, or repeal of the Federations by-laws relating to the requirements of subsection 155(2) of the Canada Corporations Act will not be enforced or acted upon until the approval of the Minister has been obtained. By-laws enacted by the corporation that do not relate to the requirements of subsection 155(2) of the Canada Corporations Act do not require Ministerial approval.

### **AUDITORS**

102. The members shall, at each Annual General Meeting, appoint an individual to execute a review engagement (or some other form of systematic review deemed appropriate by the Executive Committee) of the accounts and annual financial statements of the corporation for report to the members at the next annual meeting. The individual shall not be a director, officer or employee of the Federation without the consent of all of the members of the Federation. The individual shall hold the office until the next Annual General Meeting provided that the Executive Committee may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Executive Committee.

### **INSPECTION OF RECORDS**

103. The Executive may from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Federation or any of them are open to the inspection of members who are not Executive Committee Members, and no member who is not an Executive Committee Member has any right of inspecting any account or book or document of the Federation except as conferred by law or authorized by the Executive by resolution of a general meeting.

### **INTERPRETATION**

104. In these By-Laws in all other By-Laws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

### **MISCELLANEOUS**

105. All questions affecting the interpretation of the provisions of the Letters Patent and by-laws shall be decided by the Executive Committee and such decisions shall be final and binding.

#### **Rules of Order**

106. At all meetings of the Executive Committee or at a general meeting, the source reference for rules of order shall be determined by the Chair.

#### **Winding Up**

107. The Federation may be disbanded and wound-up the vote of two-thirds of the institutional members present at a general meeting. In that event the assets of the Federation shall first be used to pay off any outstanding debts or liabilities and any residual shall be disposed of at the absolute discretion of the Executive Committee, who shall continue until they have expeditiously disposed of the assets of the Federation.

#### **Text**

108. There shall be both an English and a French text of these By-Laws. In the event that the texts of the English and French versions do not agree, the English text shall prevail.

**Notice**

109. Except as otherwise provided, a notice required to be given by these By-Laws is duly given to a member if hand delivered to the member or if sent by facsimile or electronic transmission or by prepaid regular mail to the business or home address or facsimile number or email address of the member as shown in the records of the Federation and when so sent shall be deemed to have been received by the member (a) if hand delivered, on the date of delivery, or (b) if sent by facsimile or email, on the next business day following the date (with proof) of transmission, or (c) if mailed, on the third business day following the date of mailing..