

**CANADIAN ASSOCIATION OF PHYSICIAN ASSISTANTS (CAPA)
ASSOCIATION CANADIENNE DES ADJOINTS AU MÉDECIN (ACAM)
« the Association »
BY-LAW #1**

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BE IT ENACTED as a by-law of the Association as follows:

Definitions

In this by-law and all other by-laws of the Association, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**Articles**" means the original or restated Articles of incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

"**Board**" or "**Board of Directors**" means the Board of Directors of the Association;

"**by-law(s)**" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;

"**CAF**" means the Canadian Armed Forces;

"**CAPA**" means the Canadian Association of Physician Assistants;

"**directors**" means the directors of the Association and "**Director**" means any one of them;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**PA**" means Physician Assistant;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

ARTICLE 1: CORPORATE SEALS AND RECORDS

1.1 These seals, an impression whereof is stamped in the margin hereof, shall be the seals of CAPA.



1.2 These seals, an impression whereof is stamped in the margin hereof, shall be the Seals of the regional offices of CAPA.



1.3 The seal of CAPA shall be in such form as shall be prescribed from time to time by resolution of the Board and shall have the name of the Canadian Association of Physician Assistants impressed thereon, and shall remain in the CAPA Office in the custody of the Executive Director.

1.4 The seal of the Physician Assistant Certification Council of Canada (PACCC) shall be in such form as shall be prescribed from time to time by resolution of the Board and PACCC and shall have the name of the PACCC impressed thereon, and shall remain in the CAPA Office in the custody of the Executive Director.

- 1.5** Register of Certificants - A register of Canadian Certified Physician Assistants shall be maintained by PACCC in which shall be entered the name and such other information as PACCC might prescribe about every Certificant and the register shall be open to the public, subject to such rules and regulations as may be prescribed on behalf of CAPA/PACCC.
- 1.6 Correction to Entries - Any entry in the register of Certificants may be corrected upon the grounds of fraud, accident or mistake.

ARTICLE 2: NATIONAL OFFICE & REGIONAL CHAPTERS

- 2.1 The registered office and official home of CAPA shall be at such place in the City of Ottawa in the Province of Ontario as the Board of Directors of CAPA may from time to time by resolution decide.
- 2.2 CAPA will have five Regional Chapters and one Student Chapter: The five (5) Regional Chapters: The Pacific region encompasses British Columbia, Northwest Territories and the Yukon Territory. The Prairie region encompasses Alberta, Saskatchewan, Manitoba, and Nunavut. The Ontario region encompasses Ontario. The Quebec region encompasses Quebec. The Atlantic region encompasses New Brunswick, Nova Scotia, Newfoundland & Labrador, and Prince Edward Island. The Student Chapter encompasses all enrolled Canadian PA Program students who hold a PA student membership. However upon expiration of the PA student membership, the membership renewal must be as a regular member. Regular members belong solely to their respective regional chapter. These Regional Chapters enjoy all of the rights and privileges of CAPA. The Student Chapter enjoys all of the rights and privileges as set out in the Student Member definition found in the CAPA by-laws.
- 2.2 A member of CAPA may only belong to one Chapter with the exception of PA Student members. The Chapter in which a member belongs to is determined by the province or territory in which they reside. PA Student members will belong to the Student Chapter as well as the Chapter that is determined by the province or territory in which they reside. However, a member who works in one province and resides in another may choose which Chapter they wish to be a member of by informing CAPA in writing.

ARTICLE 3: MEMBERSHIP CONDITIONS

- 3.1 Subject to the Act, the members shall include the applicants for incorporation and such other persons interested in furthering the purpose of CAPA and whose annual membership fees have been paid in full.
- 3.2 The membership within CAPA shall be representative of the following categories:
- Membership classes are:
- a) Regular;
 - b) Student;
 - c) New Graduate

- d) International Physician Assistant, recognized by PACCC;
 - e) International Physician Assistant Student, recognized by PACCC;
 - f) Non-recognized International Physician Assistant;
 - g) Non-recognized International Physician Assistant Student;
 - h) Non-PA CPD Tracking Tool
 - i) Sustained
 - j) Physician;
 - k) Allied Health Care Professional;
 - l) Retired;
 - m) Honorary.
- a) A Regular Member is hereby defined as a Physician Assistant who is a graduate of an accredited Physician Assistant Education Program in Canada recognized by the Physician Assistant Certification Council of Canada, is a Canadian resident and / or who is employed in Canada or for a Canadian Agency. Subject to the Act, a Regular Member shall be entitled to the privilege of the floor, to receive notice of and attend all meetings of members, will be entitled to all benefits and privileges of membership, and each such member shall be entitled to one (1) vote at such meetings.

- b) A Student Member is hereby defined as a student who is enrolled in an accredited Physician Assistant Education Program in Canada recognized by the Physician Assistant Certification Council of Canada. Subject to the Act, a Student Member shall be entitled to the privilege of the floor, to receive notice of and attend all meetings of members, will be entitled to all benefits and privileges of membership, but except as otherwise provided by the Act, shall not be entitled to vote.

Student members are not entitled to hold any office except for the elected Student Representative position on the Board of Directors. The Student Representative shall be elected for a term of one (1) year from amongst and by the student representatives elected from amongst and by the first year students of each class. The Student Representative shall hold one (1) vote in all matters relating to CAPA at meetings of the Board of Directors and at Annual Members Meeting(s).

- c) A New Graduate Member is hereby defined as a Physician Assistant who has graduated from an accredited Physician Assistant Education Program in Canada recognized by the Physician Assistant Certification Council of Canada and is in their first year of membership with CAPA. Subject to the Act, a New Graduate Member shall be entitled to the privilege of the floor, to receive notice of and attend all meetings of members, will be entitled to all benefits and privileges of membership, and each such member shall be entitled to one (1) vote at such meetings. A New Graduate membership is only applicable in the first year after graduation and is only valid for 1 membership year.
- d) An International Physician Assistant Member is hereby defined as a Physician Assistant who is a graduate of an accredited Physician Assistant Education Program recognized

by the Physician Assistant Certification Council of Canada, who is not a Canadian resident. Subject to the Act, an International Physician Assistant Member shall be entitled to the privilege of the floor, to receive notice of and attend all meetings of members, will be entitled to all benefits and privileges of membership, but except as otherwise provided by the Act, shall not be entitled to vote. International Physician Assistant Members shall not be entitled to hold office.

- e) An International Physician Assistant Student Member is hereby defined as a student who is enrolled in an accredited Physician Assistant Education Program outside of Canada that is recognized by the Physician Assistant Certification Council of Canada. Subject to the Act, an International Physician Assistant Student Member shall be entitled to the privilege of the floor, to receive notice of and attend all meetings of members, will be entitled to all benefits and privileges of membership, but except as otherwise provided by the Act, shall not be entitled to vote. International Physician Assistant Student Members shall not be entitled to hold office.
- f) A Non-recognized International Physician Assistant Member is hereby defined as a Physician Assistant who is a graduate of an accredited Physician Assistant Education Program not currently recognized by the Physician Assistant Certification Council of Canada, who is not a Canadian resident. Subject to the Act, an International Physician Assistant Member shall be entitled to the privilege of the floor, to receive notice of and attend all meetings of members, will be entitled to all benefits and privileges of membership, but except as otherwise provided by the Act, shall not be entitled to vote. International Physician Assistant Members shall not be entitled to hold office.
- g) A Non-recognized International Physician Assistant Student Member is hereby defined as a student who is enrolled in an accredited Physician Assistant Education Program outside of Canada that is not currently recognized by the Physician Assistant Certification Council of Canada. Subject to the Act, an International Physician Assistant Student Member shall be entitled to the privilege of the floor, to receive notice of and attend all meetings of members, will be entitled to all benefits and privileges of membership, but except as otherwise provided by the Act, shall not be entitled to vote. International Physician Assistant Student Members shall not be entitled to hold office.
- h) A Non-PA CPD Tracking Tool Member is hereby defined as a Clinical Assistant who wishes to associate with CAPA for the purpose of meeting their Continuing Professional Development requirements. Subject to the Act, a Non-PA CPD Tracking Tool Member shall be entitled to the privilege of the floor, to receive notice of and attend all meetings of members, will be entitled to all benefits and privileges of membership, but except as otherwise provided by the Act, shall not be entitled to vote. Non-PA CPD Tracking Tool members shall not be entitled to hold office.
- i) A Sustained Member is hereby defined as a Physician Assistant, who is a graduate of an accredited Physician Assistant Education Program in Canada recognized by the

Physician Assistant Certification Council of Canada, is a Canadian resident and / or who is currently not employed; underemployed and/or on leave (maternity, parental, sabbatical). Subject to the Act, a Sustained Member shall be entitled to the privilege of the floor, to receive notice of and attend all meetings of members, will be entitled to all benefits and privileges of membership, and each such member shall be entitled to one (1) vote at such meetings. Sustained Members shall not be entitled to hold office.

- j) A Physician Member is hereby defined as a Physician who is licensed to practice in Canada who wishes to associate with CAPA. Subject to the act, a Physician Member shall be entitled to the privilege of the floor, to receive notice of and attend all meetings of members, will be entitled to all benefits and privileges of membership, but except as otherwise provided by the Act, shall not be entitled to vote. Physician Members shall not be entitled to hold office.
- k) An Allied Health Care Profession Member is hereby defined as a person who is a graduate of an approved or accredited health care profession program, other than that of Physician Assistant or Physician. Subject to the Act, an Allied Health Care Profession Member shall be entitled to the privilege of the floor, to receive notice of and attend all meetings of members, will be entitled to all the benefits and privileges of membership, but except as otherwise provided by the Act, shall not be entitled to vote. An Allied Health Care Profession Member shall not be entitled to hold office.
- l) A Retired Member is hereby defined as a Physician Assistant who no longer wishes to maintain their Canadian Certified Physician Assistant designation who has wholly or substantially ceased to be engaged in paid employment or self-employment or is a Physician who has wholly or substantially ceased to be engaged in paid employment or self-employment. Subject to the Act, a Retired Member shall be entitled to the privilege of the floor, to receive notice of and attend all meetings of members, will be entitled to all benefits and privileges of membership, but except as otherwise provided by the Act, shall not be entitled to vote. Retired members shall not be entitled to hold office.
- m) An Honorary Member is hereby defined as a person who has rendered distinguished service to the physician assistant profession and/or CAPA. Such members shall be nominated by a member of the Board of Director and be approved by the general membership, except for all past National Presidents who are automatically provided with Honorary Membership. An Honorary Member shall be entitled to the privilege of the floor, to receive notice of and attend all meetings of members, will be entitled to all benefits and privileges of membership, but except as otherwise provided by the Act, shall not be entitled to vote. Honorary members shall not be entitled to hold office. They shall be exempt from paying dues unless they are in active practice and/or wish to maintain their Canadian Certified Physician Assistant designation.

- 3.3 The Board shall have authority to suspend or expel any member from the Association on any one or more of the following grounds:
- i. violating any provision of the Articles, by-laws, or written policies of the Association;
 - ii. carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion; or
 - iii. for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Association.

In the event that the Board determines that a member should be expelled or suspended from membership in the Association, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

- 3.4 Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1) (d), (e), (h), (l) or (m).

ARTICLE 4: MAINTENANCE OF CERTIFICATION PROGRAM

- 4.1 Every certificants member (CCPA) must participate in and comply with the Maintenance of Certification Program, as prescribed in the requirements established by PACCC.

ARTICLE 5: MEMBERSHIP FEES

- 5.1 The membership year is defined as April 1 to March 31.
- 5.2 When changes are contemplated or required, the Board of Directors shall give notice of its intent to present changes in fees to the membership, (60) sixty days in advance of the Annual Members Meeting for approval. The annual fees shall be effective April 1 of the following fiscal year.
- 5.3 Annual membership fees are to be received by CAPA not later than March 31 for the subsequent fiscal year. Alternate payment schedules may be arranged in order to facilitate

deployments or employment situations. In order to be a member in good standing all applicable fees must be paid in full.

- 5.4 Any member who shall fail to pay his/her dues or assessment sixty (60) days after the date such dues or assessment are due and payable, may be suspended from membership in this Association.

ARTICLE 6: FINANCES

- 6.1 The Treasurer will present an annual financial statement to the general membership of CAPA for approval. CAPA money and property are to be used for the benefit of CAPA. CAPA will appoint a public accountant who will either conduct an audit engagement by default or whom may conduct a review engagement if CAPA has gross revenues for its last completed financial year that are equal to or less than \$250,000 or is deemed to have such revenues under paragraph 190 (b) of the CNCA and its members pass a special resolution requiring a review engagement.

ARTICLE 7: MEMBERS' MEETINGS

- 7.1 The annual or any other general meeting of the members shall be held at a time and date set by the Board of Directors within fifteen (15) months of the previous year's annual members meeting.
- 7.2 At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact business either special or general at any meeting of the members.
- 7.3 The Board of Directors or the President shall have the power to call, at any time, a meeting of members of CAPA. In accordance with Section 167 of the Act, the Board of Directors shall call a special meeting of members on written requisition of members carrying not less than five (5) percent of the voting rights.
- 7.4 Twenty (20) Voting members present at any members meeting shall constitute a quorum.
- 7.5 Notice of any annual or special meeting shall be sent to each member prior to the date and shall be provided to members by any of the following means:
- a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held.
 - b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
 - c) by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the corporation's activities is regularly posted and that is located in a place frequented by members; and

- d) in the case of a corporation that has more than 250 members, by publication
 - i. at least once in each of the three weeks immediately before the day on which the meeting is to be held in one or more newspapers circulated in the municipalities in which the majority of the member of the corporation resides as shown by their addresses in the register of members, or
 - ii. at least once in a publication of the corporation that is sent to all its members, during a period of 21 to 60 days before the day on which the meeting is to be held.

Notice of any meeting should indicate the place, the day and the hour of the meeting. Where special business will be transacted, the notice should state the general nature of that business and shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.

7.6 Meetings by Teleconference

If a majority of the voting Members of CAPA consents (either at a meeting of CAPA by simple resolution or by consents signed individually by a majority of the voting members), and if the participants can communicate adequately with each other a meeting of CAPA may be held by teleconference.

Meetings by Other Electronic Means

The Members of CAPA may meet by other electronic means that permits each voting member to communicate adequately with each other, provided that:

- a) the Board of Directors has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
- b) each voting Member has equal access to the specific means of communication to be used;
- c) each voting Member has consented in advance to meeting by electronic means using specific means of communication proposed for the meeting.

When a vote is to be taken at a meeting of members, the voting may be carried out by means of telephonic, electronic or other communication facility, if the facility:

- a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- b) permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member or group of members voted.

7.7 A majority of the votes cast by members present shall be allowed to determine the motions brought before the meeting except where a vote or consent of a greater number of members is required by the Act or these by-laws.

7.8 No error or omission in giving notice of any meeting or any adjourned meeting, of the members of CAPA shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his or her last address recorded by the CAPA National Office.

ARTICLE 8: BOARD OF DIRECTORS

8.1 The Board of Directors shall be composed of the following elected Directors:

- i. the Member who has been elected as both the President of the Association and a Director by the voting Members;
- ii. the Member who has been elected as both the Vice-President of the Association and a Director by the voting Members;
- iii. the Member who has been elected as both the Treasurer of the Association and a Director by the voting Members;
- iv. the Member who has been elected as both the Secretary of the Association and a Director by the voting Members;
- v. the Member who has been elected as both the Director of Communications and a Director by the voting Members;
- vi. a Member residing in the region of the Pacific Chapter and elected as Pacific Chapter President and a Director by the voting Members residing in that region;
- vii. a Member residing in the region of the Prairie Chapter and elected as Prairie Chapter President and a Director by the voting Members residing in that region;
- viii. a Member residing in the region of the Ontario Chapter and elected as Ontario Chapter President and a Director by the voting Members residing in that region;
- ix. a Member residing in the region of the Quebec Chapter and elected as Quebec Chapter President and a Director by the voting Members residing in that region;

- x. a Member residing in the region of the Atlantic Chapter and elected as Atlantic Chapter President and a Director by the voting Members residing in that region;
- xi. two (2) Directors representing the Canadian Armed Forces Physician Assistants elected in accordance with section 8.9;
- xii. a Student Representative elected by the student representatives from each of the PA education programs approved by the Board of Directors.

The Past-President may not be banned from attending meetings of the Board of Directors. The Executive Director may not be banned from attending meetings of the Board of Directors however may be asked to leave on occasion in order to allow the Board of Directors to deal with in-camera issues.

- 8.2 The number of directors shall be determined from time to time by a resolution passed by a majority of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of directors to be elected to the Board of Directors, provided that there shall be no fewer than seven (7) directors including at least two who are currently serving Canadian Armed Forces Physician Assistant members.

The Directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next AMM, but the total number of directors so appointed shall not exceed one-third (1/3) of the number of directors elected at the previous AMM.

- 8.3 Directors shall be members in good standing of CAPA.

- 8.4 Directors shall hold office for a term of two (2) years.

- 8.5 The office of a director shall be deemed to be vacated:

- a) if at a special or general meeting of members a resolution is passed by 2/3 of the members present at the meeting that a director be removed from office;
- b) if a director has resigned the office by delivering a written resignation to the Secretary or President of CAPA;
- c) if a director is found by a Court or assessed by a qualified assessor under applicable statute or regulation to be incapable of decision making; or
- d) upon death.

Provided that if any vacancy shall occur for any reason contained in this subsection, the Board of Directors by majority vote may by appointment, fill the vacancy with a member of CAPA and the appointee shall hold office until the next annual meeting of CAPA. The total

number of appointed directors may not exceed one third of the number of directors elected at the previous annual members meeting.

- 8.6 Directors are prohibited from serving more than three consecutive terms.
- 8.7 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his or her position as such provided that a director may be paid reasonable expenses incurred by him or her in the performance of his or her duties. Nothing herein contained shall be construed to preclude any director from serving the Association as an officer or in any other capacity and receiving compensation thereof.
- 8.8 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected or appointed, as the case may be.

THE CANADIAN ARMED FORCES REPRESENTATIVES (2)

- 8.9 There shall be two Military Physician Assistant Representatives, (“the CAF Representatives”), elected as Directors by Regular Members of the Association who are also employed by the Canadian Armed Forces in Regular Forces or as Reservists. In recognition of the broad experience and knowledge of PA employment within the CAF, one CAF representative shall hold the rank of Captain or higher and the other representative shall hold the rank of Lieutenant or higher. Both CAF representatives must be Physician Assistants and shall be employed by the CAF in Regular Forces or as Reservists for the duration of the elected term. A CAF Representative will hold office for a two (2) year term. Any particular person serving as the CAF Representative is prohibited from serving more than three consecutive terms. These members have full voting privileges and these positions will be protected by law and cannot be altered or deleted from CAPA by-laws or otherwise in perpetuity. The CAF Representatives shall:
- a) bring forward the views and recommendations of Military PAs;
 - b) attend the meetings of the Board of Directors; and
 - c) promote CAPA membership within the DND.

ARTICLE 9: DIRECTORS’ MEETINGS

- 9.1 Meetings of the Board of Directors may be held at any time and place to be determined by the President provided that five (5) days’ notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the Board of Directors.
- 9.2 Directors can participate in a meeting by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately if all of the directors consent.

- 9.3 For a quorum of Board of Directors meetings, there shall be no fewer than seven (7) members and of the seven (7) members, one officer must be in attendance. Any meeting of the Board of Directors at which a quorum is present shall be deemed competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of CAPA.

ARTICLE 10: OFFICERS

- 10.1 The officers of the Association shall consist of the President, Vice-President, Treasurer, Secretary, and Director of Communications, and any other such officers as the Board of Directors may by resolution determine. The directors may designate, appoint and specify the duties of the officers.
- 10.2 Any two offices may not be held by the same person. Officers need to be directors and members of CAPA. Appointments are to follow the succession listed in Article 8.5 first and then additional directors may be considered for appointment.
- 10.3 The offices of the President, Vice-President, Treasurer, Secretary, and Director of Communications shall be elected by the voting Members at the Annual Members Meeting held at the end of the term of such officer.
- 10.4 The officers of CAPA shall hold office for two (2) years from the date of their election or appointment or until their successors are elected or appointed in their stead.
- 10.5 Succession: Should the President not be able to perform his/her duties, the succession would be:
- a) the Vice-President; then
 - b) the Treasurer; then
 - c) the Secretary; then
 - d) the Director of Communications.
- 10.6 Officers shall be subject to removal from office by resolution of the Board of Directors at any time.

ARTICLE 11: PHYSICIAN ASSISTANT CERTIFICATION COUNCIL OF CANADA

- 11.1 The Physician Assistant Certification Council of Canada (PACCC), also known in French as Le Conseil de certification des adjoints au médecin du Canada (CCAMC), is the national body that safeguards the professional standards of the physician assistant profession and promotes lifelong learning of the physician assistant in the interest of safe and effective patient care.
- 11.2 The PACCC shall maintain terms of reference that further define the roles, responsibilities, governing processes, and operations of the PACCC and these terms of reference and policies shall be approved by the CAPA board of directors.

- 11.3 As the governing body, CAPA shall have authority over all financial and legal decisions. All policy, process, or guideline that has legal, financial, or fiduciary implications must be approved by the CAPA board of directors.
- 11.4 In keeping with the fiduciary responsibilities of the CAPA board of directors as per sub-section 11.3, membership in the Canadian Association of Physician Assistants is a requirement to sit the Physician Assistant Entry to Practice Certification Examination.
- 11.5 Notwithstanding sub-sections 11.2, 11.3 and 11.4, the CAPA board of directors shall not direct or influence the PACCC's decision making with regard to:
- a) the Physician Assistant Entry to Practice Certification Examination;
 - b) maintenance of competence; or
 - c) other issues related to the certification of physician assistants undertaken by the PACCC.
- except on matters where legal and fiduciary duty rest with CAPA .
- 11.6 No member of CAPA's board of directors shall be permitted at any meeting of the PACCC unless invited.
- 11.7 The PACCC shall provide a written report to the CAPA board of directors a minimum of three (3) times a year and may have the opportunity to present the report in person at the discretion of the CAPA board of directors. However, they are not permitted to remain for any other part of the meeting unless invited by the CAPA board of directors.
- 11.8 The PACCC shall provide an annual written report to the members of CAPA at the Annual Members Meeting and shall have the opportunity to present the report in person if invited by the CAPA board of directors. However, they are not permitted to remain for any other part of the meeting unless they are a member of CAPA or invited by the CAPA board of directors.
- 11.9 The PACCC budget shall be approved annually by the CAPA board of directors as a function of the CAPA budget approval process.

ARTICLE 12: DUTIES OF OFFICERS AND DIRECTORS

THE PRESIDENT:

- 12.1 The President shall be the chief executive officer of CAPA. He/she shall preside at all meetings of CAPA and of the Board of Directors (the "Board"). He/she shall be responsible for the general and active management of the affairs of CAPA and shall:
- a) sit as a voting member of the Board of Directors

- b) uphold the policies and procedures of CAPA and shall see that all orders and resolutions of the Board are carried into effect;
- c) approve agendas for all meetings of the Board;
- d) submit to the Board any resolution requiring review and approval by the members at the Board of Directors meeting closest to the annual general meeting of CAPA;
- e) represent CAPA to outside organizations, function as the media spokesperson for CAPA and attend all applicable regional meetings of CAPA; and
- f) in consultation with the Board, the President shall appoint all standing committees with the exception of the Nominations Committee, and designate their respective chairperson.

THE VICE-PRESIDENT

12.2 The Vice-president shall:

- a) sit as a voting member of the Board of Directors
- b) in the absence or disability of the President perform the duties and exercise the powers of the President and perform such other duties as shall, from time to time, be imposed upon him by the Board of Directors; and

THE TREASURER

12.3 The Treasurer shall have the custody of the funds and securities of CAPA and shall, in conjunction with the CAPA national office:

- a) sit as a voting member of the Board of Directors;
- b) oversee the management of the financial accounts of CAPA;
- c) keep full and accurate records of the financial accounts including all assets, liabilities, receipts and disbursements of CAPA in the books of CAPA;
- d) disburse the funds of CAPA as may be directed by proper authority taking proper vouchers for such disbursements;
- e) present to the directors at a regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of CAPA;
- f) provide a detailed report of fiscal accounts and contracts to be given to the succeeding Treasurer;
- g) with the assistance of the Executive Director provides financial advice to the Board of Directors;
- h) attend all meetings of the Board of Directors; and
- i) perform such other duties as may, from time to time, be directed by the Board of Directors.

THE SECRETARY

12.4 The Secretary shall, in conjunction with the CAPA national office:

- a) sit as a voting member of the Board of Directors;

- b) attend all Board meetings and member meetings and act as a clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose;
- c) ensure distribution to the board of directors the minutes of the previous meeting, two weeks prior to a meeting of the Board;
- d) give or cause to be given notice of all meetings of the members and Board of Directors including the time, date, location and agenda for all meetings of CAPA;
- e) perform such other duties as may be prescribed by the Board of Directors.

THE DIRECTOR OF COMMUNICATIONS

12.5 The Director of Communications shall:

- a) sit as a voting member of the Board of Directors; and
- b) chair special projects as deemed by the Board of Directors;
- c) present progress reports at all Board of Directors meetings; and

THE STUDENT REPRESENTATIVE

12.6 The Student Representative shall:

- a) serve as a liaison between the Board of Directors and all student members of CAPA;
- b) present the views and recommendations of students to the Board;
- c) assist the Vice-President in coordinating activities and interactions between the Board and physician assistant programs;
- d) promote membership in CAPA;
- e) shall attend all Board of Directors' meetings and sit as a voting member of the Board of Directors; and
- f) The National Student Representative shall be elected from amongst the individual School Representatives elected by those who hold a CAPA student membership within each school.

THE EXECUTIVE DIRECTOR

12.7 The Executive Director shall:

- a) attend all meetings of the Board of Directors;
- b) manage the day-to-day activities of CAPA, the Board of Directors and the National Office;
- c) assist Regional officers in the administration of the Regional Chapters;
- d) write, at minimum, a quarterly report for the CAPA newsletter/web site;
- e) act as historian of CAPA events and memorabilia;
- f) Oversee and manage all the financial transactions and budget for the Association with the assistance of the Treasurer;
- g) perform all other duties as assigned by the Board of Directors; and
- h) be custodian of the seals of CAPA, which he/she shall affix to documents only when authorized by a resolution of the Board of Directors to do so.

THE CHAIRPERSON OF ANY STANDING COMMITTEE

12.8 The Chairperson of any standing committee of the Board of Directors shall in conjunction with the national office:

- a) act on the directions assigned to the committee by the President or Vice President of the Board of Directors;
- b) develop, recommend, and implement organizational plans relating to the duties of his/her respective committee;
- c) submit a committee budget for the approval of the Board;
- d) determine the committee's meeting schedule for the year; and
- e) co-ordinate activities of the committee with the Board of Directors, and other committee chairs, as needed.

REGIONAL PRESIDENT

12.9 Each Regional President or his Delegate shall:

- a) sit as a voting member of the Board of Directors;
- b) serve as a liaison between the Board of Directors and their regional membership;
- c) present regional concerns to the Board of Directors for consideration;
- d) attend all meetings of the Board of Directors;
- e) be a member of CAPA in good standing for the duration of his or her term;
- f) uphold the policies and procedures of CAPA;
- g) preside over meetings of the regional Board of Directors (the Regional Board);
- h) approve agendas for all meetings of the Regional Board;
- i) submit to the Board of Directors any resolution originating in the Region that requires review and approval by the whole membership, at the prior meeting closest to the annual meeting of the CAPA;
- j) inform the membership of the region about programs and developments relevant to their chapter;

- k) keep abreast of changes within the Chapter;
- l) appoint all standing committees of the Regional Board and designate their chairperson;
- m) ensure that regional structures, policies and procedures align with national structures, policies and procedures of CAPA; and
- n) oversee Elections for Chapter Executive at a minimal of every two years.

ARTICLE 13: EXECUTION OF DOCUMENTS

13.1 With the exception of the authority vested in the President, Treasurer, and Executive Director with respect to banking instruments, all contracts, documents or any other instruments in writing requiring the signature of the Association, shall be signed by any two of the following: President; Treasurer; or Executive Director and all contracts, documents and instruments in writing so signed shall be binding upon CAPA without any further authorization or formality.

ARTICLE 14: AMENDMENT OF BY-LAWS

14.1 Subject to the Articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Association. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

ARTICLE 15: AUDITORS

15.1 The Board of Directors must appoint a public accountant to engage in a review engagement or audit engagement of CAPAs financials depending on whether the gross revenues for the last fiscal year were equal to or less than \$250,000.

PASSED BY THE Membership the DATE in CITY, PROVINCE.

National President

Secretary