



Governance Policy Manual
Canadian Association of Physician Assistants
Approved by the Board of Directors on 2 March 2020

1. TITLE AND LANGUAGES

- 1.1 The English language title of the Corporation shall be the Canadian Association of Physician Assistants (CAPA) and the French language title shall be Association canadienne des adjoints au médecin (ACAM).
- 1.2 The Corporation shall be referred to herein as “CAPA”.
- 1.3 English and/or French may be used in the conduct of the business and affairs of CAPA.

2. NATIONAL OFFICE AND REGIONAL CHAPTERS

- 2.1 CAPA shall maintain the national office under the direction of the Executive Director.
- 2.2 A Regional Chapter’s name shall contain the title of the Canadian Association of Physician Assistants. (e.g. the Atlantic Chapter of CAPA). The logos may not be modified or changed without the majority consent of the CAPA Board of Directors.

3. FINANCES

- 3.1 Both signatures of the Executive Director and Manager, Operations of CAPA shall be required for all financial transactions within the approved budget not exceeding \$25,000.00.
- 3.2 Any two (2) signatures of the President, the President-Elect, the Past President, the Treasurer, or the Executive Director of CAPA are required for non-budgeted items and all items exceeding \$25,000.00.
- 3.3 The Board of Directors shall approve all non-budgeted financial transactions exceeding \$25,000.00
- 3.4 Expense claims submitted by the Board of Directors and the Executive Director should be reviewed by a duly designated member of the Board of Directors (i.e., the Treasurer and/or the President in the case of the Treasurer and the Executive Director).
- 3.5 As long as CAPA meets the eligibility criteria; a Review Engagement will be performed and a full Audit of CAPA’s financials will be performed every three (3) years.
- 3.6 The CAPA National Office Executive Director is designated Financial Officer for CAPA.

4. MEMBERSHIP

No Applicant shall be denied membership on the basis of gender, age, race, disability, creed, colour, religion, national origin, sexual orientation, socio- economic and/or political status.

5. MEMBERS MEETINGS

As a guide in conducting any meetings the members shall use Robert's Rules of Order. Where Robert's Rules of Order conflict with this Bylaw #1, this Bylaw shall prevail.

6. BOARD OF DIRECTORS

The Board of Directors shall establish rules and regulations governing the elections of Directors and Officers.

7. DIRECTORS MEETINGS

As a guide in conducting any meetings the Board of Directors shall use Robert's Rules of Order. Where Robert's Rules of Order conflict with this Bylaw #1, this Bylaw shall prevail.

8. FINANCIAL YEAR

The financial year of the Association shall be determined by the Board of Directors.

9. CORPORATE RECORDS

9.1 Corporate Records

A corporation shall prepare and maintain, at its registered office or at any other place in Canada designated by the directors, records containing:

- a. the articles and the by-laws, and amendments to them, and a copy of any unanimous member agreement;
- b. the minutes of meetings of members and any committee of members;
- c. the resolutions of members and any committee of members;
- d. if any debt obligation is issued by the corporation, a debt obligations register that complies with section 44 of the Canada Not-for-profit Corporations Act (the Act);
- e. a register of directors;
- f. a register of officers; and
- g. a register of members.

9.2 Register

The registers referred to in paragraphs (9.1)(e) to (g) shall contain the prescribed information.

9.3 Directors Records

A corporation shall prepare and maintain adequate accounting records and records containing minutes of meetings of the directors and any committee of directors as well as resolutions adopted by the directors or any committee of directors.

9.4 Retention of Accounting Records

Subject to any other Act of Parliament or of the legislature of a province that provides for a longer retention period, a corporation shall retain the accounting records referred to in subsection (8.3) for the prescribed period.

9.5 Records of Continued Corporations

For the purposes of paragraphs (9.1)(b) and (c) and subsection (9.3), where a body corporate is continued under this Act, "records" includes similar records required by law to be maintained by the body corporate before it was so continued.

9.6 Place of Directors' Records

The records described in subsection (9.3) shall be kept at the registered office of the corporation or at any other place that the directors think fit.

9.7 Directors' Access to Records

The records described in subsections (9.1) and (9.3) shall at all reasonable times be open to inspection by the directors. The corporation shall, at the request of any director, provide them with any extract of the records free of charge.

9.8 Records in Canada

If accounting records of a corporation are kept outside Canada, accounting records adequate to enable the directors to ascertain the financial position of the corporation with reasonable accuracy on a quarterly basis shall be kept at the registered office or any other place in Canada designated by the directors.

9.9 When Records or Registers Are Kept Outside Canada

Despite subsections (8.1) and (8.8), but subject to the *Income Tax Act*, the *Excise Tax Act*, the *Customs Act* and any other Act administered by the Minister of National Revenue, a corporation may keep all or any of its corporate records and accounting records referred to in subsection (9.1) or (9.3) at a place outside Canada, if:

- a. the records are available for inspection, by means of any technology, during regular office hours at the registered office or any other place in Canada designated by the directors; and
- b. the corporation provides the technical assistance to facilitate an inspection referred to in paragraph (a).

10. ACCESS TO CORPORATE RECORDS

10.1 Access to Corporate Records

A member, a member's personal representative and a creditor of a corporation may examine and, on payment of any reasonable fee, take extracts from the records referred to in paragraphs (9.1)(a) to (f) during the corporation's usual business hours.

10.2 Requirements for Statutory Declaration – Debt Obligations Register

Any person described in subsection (9.1) who wishes to examine the debt obligations register of a corporation shall first make a request to the corporation or its agent or mandatory accompanied by a statutory declaration referred to in subsection (9.5). Within the prescribed period, the corporation or its agent or mandatory shall allow the applicant access to the register during the corporation's usual business hours and, on payment of any reasonable fee, provide the applicant with an extract from the register.

10.3 Copies of Corporate Records

A member of a corporation is entitled on request and free of charge to one copy of the articles and by-laws, any amendments to them, and any unanimous member agreement.

10.4 Debt Obligation Holders Lists

Any person described in subsection (9.1), on payment of any reasonable fee and on sending to a corporation or its agent or mandatory the statutory declaration referred to in subsection (9.5),

may on application require the corporation or its agent or mandatory to furnish within the prescribed period a list of debt obligation holders setting out the prescribed information and updated in accordance with the regulations.

10.5 Contents of Statutory Declaration

The statutory declaration required under subsection (9.2) or (9.4) shall

- a. state the name and address of the applicant and, if the applicant is a body corporate, its address for service; and
- b. state that the list of debt obligation holders or the information contained in the debt obligations register obtained under subsection (9.2) will not be used except as permitted under subsection (9.7).

10.6 Person Making Statutory Declaration

If the applicant is a body corporate, the statutory declaration shall be made by a director or officer of the body corporate.

10.7 Use of Information or List of Debt Obligation Holders

A list of debt obligation holders or information from a debt obligations register obtained under this section shall not be used by any person except in connection with:

- a. an effort to influence the voting of debt obligation holders of the corporation;
- b. an offer to acquire debt obligations of the corporation; or
- c. any other matter relating to the debt obligations or affairs of the corporation