



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

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BE IT ENACTED as a bylaw of the Association as follows:

Section 1 – General

1.01 Definitions

In this bylaw and all other bylaws of the Association, unless the context otherwise requires, words and phrases have the meaning assigned to them in Section 12 of this Bylaw No.1.

1.02 Interpretations

In the interpretation of this bylaw, words in the singular include the plural and vice versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above and Section 12 below, words and expressions defined in the Act have the same meanings when used in this bylaw.

1.03 Corporate Seals

The Association may have corporate seals in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Executive Director of the Association shall be the custodian of the corporate seals.

1.04 Execution of Documents

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/or other persons officers as the board of directors may by resolution from time to time designate, direct or authorize, and all contracts, documents and instruments in writing so signed shall be binding upon CAPA without any further authorization or formality.

1.05 Financial Year End

The financial year end of the Association shall be 31 March.

1.06 Banking Arrangement

The banking business of the Association shall be transacted at such bank, trust company, credit union or other firm or Corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at a secure online address in PDF format and at the registered office of the Association, and any member may, upon request, obtain a copy free of charge at the registered office, by prepaid mail, by e-mail or by facsimile.

1.08 Auditors

The Board of Directors must annually appoint a public accountant to engage in a review engagement or an audit engagement of CAPA's financial statements.

1.09 National Office

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.

1.10 Register of Certificants

A register of Canadian Certified Physician Assistants (CCPA) shall be maintained by the Physician Assistant Certification Council of Canada (PACCC) in which shall be entered the name and such other information as PACCC might prescribe about every CCPA and the register shall be open to the public, subject to such rules and regulations as may be prescribed on behalf of CAPA/PACCC.

Section 2 – Membership

2.01 Membership Conditions

Subject to the Act, the members shall be open to and limited to persons in the categories of membership types listed in paragraphs a) through k) in Section 2.02 who are interested in furthering the purpose of CAPA and whose annual membership fees have been paid in full.

2.02 Membership Types

The membership within CAPA shall be representative of the following categories:

- a) **Regular Member** is hereby defined as a Physician Assistant who is a graduate of an accredited Physician Assistant Education Program recognized by the PACCC, is a Canadian resident and / or who is employed in Canada or by a Canadian Agency.

The term of membership of a Regular Member will be annual, subject to:

- payment of all dues and fees
- renewal in accordance with the membership and governance policies of the Association as adopted and recorded by resolution of the board
- Regular Members that are also CCPAs must participate and comply with the Maintenance of Certification program, as prescribed in the requirements established by PACCC as adopted and recorded by resolution of the board.

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) **Student Member** is hereby defined as a student who is enrolled in an accredited Physician Assistant Education Program in Canada recognized by the PACCC.

The term of membership of a Student Member will be for the duration of a two (2) year PA Program, subject to:

- payment of all dues and fees
- renewal in accordance with the membership and governance policies of the Association as adopted and recorded by resolution of the board.

Subject to the Act, Student Members 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 Student membership is only applicable for the duration of a two (2) year PA Program and cannot be renewed.

Student members are not entitled to hold any office except for the elected Student Representative position on the Board of Directors.

- c) **New Graduate Member** is hereby defined as a Physician Assistant who has graduated from an accredited two (2) year Physician Assistant Education Program recognized by the PACCC.

The term of membership of a New Graduate will be for one (1) year immediately after completion of a two (2) year PA Program, subject to:

- payment of all dues and fees
- renewal in accordance with the membership and governance policies of the Association as adopted and recorded by resolution of the board
- New Graduate Members that are also CCPAs must participate and comply with the Maintenance of Certification program, as prescribed in the requirements established by PACCC as adopted and recorded by resolution of the board.

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 cannot be renewed.

- d) **International Physician Assistant Member** is hereby defined as a Physician Assistant who is a graduate of an accredited Physician Assistant Education Program, who is not a Canadian resident.

The term of membership of an International Physician Assistant Member will be annual, subject to:

- payment of all dues and fees
- renewal in accordance with the membership and governance policies of the Association as adopted and recorded by resolution of the board.

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

- e) **International Physician Assistant Student Member** is hereby defined as a student who is enrolled in an accredited Physician Assistant Education Program outside of Canada.

Subject to the Act, an International Physician Assistant Student Member shall be entitled to receive notice of and attend all meetings of members, but except as otherwise provided by the Act, shall not be entitled to the privilege of the floor, will not be entitled to all benefits and privileges of membership, shall not be entitled to vote, and shall not be entitled to hold office.

- f) **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 (CPD) requirements.

The term of membership of a Non-PA CPD Tracking Tool Member be annual, subject to:

- payment of all dues and fees

- renewal in accordance with the membership and governance policies of the Association as adopted and recorded by resolution of the board.

Subject to the Act, a Non-PA CPD Tracking Tool Member shall be entitled to receive notice of and attend all meetings of members, will not be entitled to all benefits and privileges of membership but except as otherwise provided by the Act, shall not be entitled to the privilege of the floor, shall not be entitled to vote, and shall not be entitled to hold office.

- g) **Sustained 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, is a Canadian resident and / or who is currently not employed; underemployed and/or on leave (maternity, parental, sabbatical).

The term of membership of a Sustained Member will be annual, subject to:

- payment of all dues and fees
- renewal in accordance with the membership and governance policies of the Association as adopted and recorded by resolution of the board.

Sustained members that are also CCPAs must participate and comply with the Maintenance of Certification program, as prescribed in the requirements established by PACCC as adopted and recorded by resolution of the board.

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.

- h) **Physician Member** is hereby defined as a Physician who is or was licensed to practice in Canada who wishes to associate with CAPA.

The term of membership of a Physician Member will be annual, subject to:

- payment of all dues and fees
- renewal in accordance with the membership and governance policies of the Association as adopted and recorded by resolution of the board.

Subject to the act, a Physician Member shall be entitled to receive notice of and attend all meetings of members, but except as otherwise provided by the Act, shall

not be entitled to the privilege of the floor, will not be entitled to all benefits and privileges of membership, shall not be entitled to vote, and shall not be entitled to hold office.

- i) **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.

The term of membership of an Allied Health Care Profession Member will be annual, subject to:

- payment of all dues and fees
- renewal in accordance with the membership and governance policies of the Association as adopted and recorded by resolution of the board.

Subject to the Act, an Allied Health Care Profession Member shall be entitled to receive notice of and attend all meetings of members, but except as otherwise provided by the Act, shall not be entitled to the privilege of the floor, will not be entitled to all benefits and privileges of membership, shall not be entitled to vote, and shall not be entitled to hold office.

- j) **Retired PA 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.

The term of membership of a Retired PA Member will be annual, subject to:

- payment of all dues and fees
- renewal in accordance with the membership and governance policies of the Association as adopted and recorded by resolution of the board.

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, and each such member shall be entitled to one (1) vote at such meetings. Retired members shall not be entitled to hold office.

- k) **Honorary Member** is hereby defined as a person who has rendered distinguished service to the physician assistant profession and/or CAPA. With the exception of all past National Presidents who are automatically provided with an Honorary Membership, Honorary Members shall be nominated by a member of the Board of Director and be approved by the general membership entitled to vote. 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 (with the exception of all past National Presidents). Honorary members shall not be entitled to hold office (with the exception of past National President). They shall be exempt from paying dues.

2.03 Fundamental Changes

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).

2.04 Membership Dues

- a) The membership year is defined as April 1 to March 31.
- b) Annual membership fees are to be received annually by CAPA. Alternate payment options may be arranged in order to facilitate deployments or employment situations. In order to be a member in good standing all applicable fees must either be paid in full or an installment payment contract must be in place. Any member in default, if the default is not corrected within thirty days of written notice of the default, shall automatically cease to be a member of the Association.
- c) The Board of Directors may by resolution set the conditions for reinstatement of a member that has been so terminated and may reinstate the member when or as the conditions are met.
- d) When a member ceases to be a member under this or any other Section,
 - i. the then current financial obligations of the member to the Association remain due and payable.
 - ii. Any additional financial obligations arising in the next 12 months from the date the dues or fees were due, or in a period that is 12 months from the date that the member gave written notice of intention to cease to be a member, also are or become due and payable on a pro rata basis.
- e) 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 upcoming fiscal year.

2.04 Discipline

- a) Any member who fails to annually pay his/her dues, may be suspended from membership in this Association.

- b) 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.

Except for a member who ceases to be a member for non-payment of dues under Section 2.03, 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.

Despite such expulsion or suspension, the financial obligations of the member to the Association for the subsequent twelve (12) months from the date of expulsion or suspension shall remain in force.

2.05 Termination of Membership

A membership in the Association is terminated when:

- a) a member fails to maintain any qualifications for membership described in Section 2.02 of these bylaws;
- b) the member is expelled in accordance with Section 2.04 or is otherwise terminated in accordance with the articles or bylaws; or
- c) the Association is liquidated or dissolved under the Act.

Subject to the articles, upon termination of membership, the rights of the member, including any rights in the property of the Association automatically cease to exist.

Section 3 - Meeting of Members

3.01 Notice of Members Meetings

- a) Notice of the time and place of a meeting of members shall be given to each member, whether or not entitled to vote at the meeting, by any of the following means:
- 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; or
 - by telephonic, electronic or other communication facility to each member, during a period of 21 to 35 days before the day on which the meeting is to be held; or
 - 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
 - The board may by ordinary resolution require all members and all members of the board of directors to sign a consent to receive notices by e-mail or other electronic means and to provide an address to which such electronic notices will be sent.
- b) 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.
- c) 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.

- d) 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.

3.02 Frequency of Meetings

- a) 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.
- b) 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 ten (10) percent of the voting rights.

3.03 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be fifty (50) voting members. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.04 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.

3.05 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.

3.06 Voting

- a) 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:
 - enables the votes to be gathered in a manner that permits their subsequent verification; and
 - 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.
- b) 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.

3.07 Votes to Govern

- a) At any meeting of members every question shall, unless otherwise provided by the articles or bylaws or by the Act, be determined by a majority of the votes cast on the question. Except in the case of an election to be an officer of the Association or an election to any position in the Association, in case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- b) For clarity, to protect the impartiality of the Chair and the secrecy of the votes, in the case of a secret ballot election to an office of the Association, to any other position in the Association or to represent the Association, the Chair will not have a second or casting vote. The Board by resolution will determine in advance a process and practice to settle elections in the case of an equality of votes.

3.08 Absentee Voting by mail Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by telephone or email if the Association has a system that:

- enables the votes to be gathered in a manner that permits their subsequent verification, and

- permits the tallied votes to be presented to the Association membership without it being possible for the members of the Association to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Association to change this method of voting by members not in attendance at a meeting of members.

3.09 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be the Members entitled to vote at the meeting, the other member types in the categories outlined in Section 2.02, the directors and the public accountant of the Association and such other persons who are entitled or required under any provision of the Act, articles or bylaws of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the board or the members.

3.10 Chair of the Members Meeting

In the event that the National President, the Past President and President-Elect of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of the members to chair the meeting.

Section 4 – Board of Directors

4.01 Members of the Board of Directors

- a) The Board of Directors shall be composed of the following:

- President
- President-Elect
- Past-President
- Secretary (elected by the board members from among the provincial reps)
- Treasurer (elected by the board members from among the provincial reps)
- Student

- Provincial Directors
 - British Columbia
 - Alberta
 - Saskatchewan
 - Manitoba
 - Ontario
 - Quebec

Newfoundland/Labrador
New Brunswick
Nova Scotia
Prince Edward Island
Yukon/NWT/Nunavut
Canadian Armed Forces Representative

- b) The following Board members shall be elected by the general membership entitled to vote:

President
President-Elect

- c) The following Board members shall be elected by the voting members residing in their respective regions or in the case of the Canadian Armed Forces (CAF) representative shall be elected by members of the Association who are also employed by the Canadian Armed Forces in Regular Forces or as Reservists:

Provincial Directors
Canadian Armed Forces Representative

- d) The Board will elect the Secretary and Treasurer from the members of the Board. The nomination and election process will be by secret ballot. The President, President-Elect, Past President and Student are not eligible to be elected as Secretary or Treasurer.
- e) The Student Representative shall be elected for a term of one (1) year from amongst and by the first year students of each class.
- f) The CAF Representative shall hold the rank of Lieutenant or higher and shall be employed by the CAF in Regular Forces or as a Reservist for the duration of the elected term.
- g) All Directors, with the exception of 4.01 d) above, shall hold office for a term of two (2) years. Directors are prohibited from serving more than three consecutive two-year terms.
- h) For clarity, for continuity, initial terms on the board of directors may be staggered to allow turnover of board members to be staggered.
- i) Each year, at the annual members' meeting for elections to the board, the portion of the meeting dedicated to elections will be chaired by a person who is neither a board member nor a person running for the board, and for this limited purpose the

meeting chair may be the person serving as Executive Director or the equivalent position in the Association.

- j) At the first meeting of directors after the annual members' meeting, the portion of the board meeting dedicated to the election of the Secretary and Treasurer will be chaired by a person who is neither a board member nor a person running for a position as the Secretary or the Treasurer, and for this limited purpose the meeting chair may be the person serving as Executive Director or the equivalent position in the Association.
- k) All Directors shall:
 - annually pay all dues and fees
 - be Canadian certified (CCPA) or Physician Assistant – Certified (PA-C) (with the exception of the Student Representative) and must participate and comply with the Maintenance of Certification
- l) The office of a director shall be deemed to be vacated:
 - 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;
 - if a director has resigned the office by delivering a written resignation to the Secretary or President of CAPA;
 - 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
 - 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 who meets the criteria for the vacant position 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.

- m) 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 therefor.

- n) Subject to the Articles of Incorporation, 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 50% +1 of the potential total members of the Board. This must include the President or President-elect. (Except in the case of an election, where there is an equality of votes a second or casting ballot may be cast by the chair of the meeting.)

4.03 Meetings of the Board of Directors

- a) For a quorum of the 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.
- b) 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.
- c) 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.
- d) Notice of the time and place for the holding of a meeting of the board shall be given to every director of the Association by one of the following methods:
- delivered personally to the latest address as shown in the last notice that was sent by the Association in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
 - mailed by prepaid ordinary mail to the director's address as set out in (a);
 - by telephonic, electronic or other communication facility at the director's recorded address for that purpose; or
 - by an electronic document in accordance with Part 17 of the Act.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the bylaw otherwise provides,

no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

- e) The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

4.04 Votes to Govern

At all meetings of the board, every question shall, unless otherwise provided by the articles or bylaws or by the Act, be determined by a majority of the votes cast on the question. Except in the case of an election to be an officer of the Association, to any position in the Association, or to represent the Association, in case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

For clarity, to protect the impartiality of the chair and the secrecy of the ballot, in the case of a secret ballot election to an office of the Association or the board, to any other position in the Association or to represent the Association, the chair will not have a second or casting vote. The Board by resolution will determine in advance a practice or process to settle elections in the case of equality of votes.

4.05 Committees

The board may from time to time appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such policies or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

The board will elect from among its members a director to chair any board committee. The board may elect a non-director to chair an advisory committee, working group or task force.

Section 5 - Officers

5.01 Officers

The officers of the Association shall consist of the President, President-Elect, Past President and Executive Director, 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.

5.02 Description of Non-Executive Offices

- a) Provincial Representatives - there will be one member of the board for each province who serves as Provincial Representative. The Provincial Representatives shall have such duties as the Board may specify in its governance policies.
- b) Secretary – the secretary shall have such duties as the Board may specify in its governance policies.
- c) Treasurer - the treasurer shall have such duties as the board may specify in its governance policies.

The powers and duties of all other non-executive officers of the Association, such as committee chairs, shall be such as their mandate calls for or the board or policies requires of them.

5.03 Executive Office – Chief Executive Officer or Executive Director

The Executive Director (the ED) shall be the chief executive officer of the Association and shall be responsible for implementing the strategic plans and policies of the Association, subject to laws and board guidance or direction. The ED will, subject to the authority of the board, have general supervision of the affairs of the Association.

The board may, from time to time and subject to legislation, common law, and the employment agreement, vary, add to or limit the powers and duties of the ED. The powers and duties of any other executive officers of the Association, if any, shall be such as the terms of their engagement call for or the ED requires of them.

5.04 Indemnity – Indemnification of Officers, Directors and Committee Members

- a) Every Director or officer of the Association and every member of a committee and his heirs, executors and administrators, and estate and effects respectively, will from time to time and at all times, be indemnified and saved harmless out of the funds of the Association from and against:
 - (i) All costs, charges and expenses whatsoever which such Director, officer or committee member sustains or incurs 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, in or about the execution of the duties of his office; and

(ii) All other costs, charges and expenses that he sustains or incurs in or about in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

- b) No Director or officer of the Association or member of a committee will be liable for the acts, receipts, neglects or defaults of any other Director or officer or committee member, or for joining in any receipts or other act for conformity, or for any loss or expense happening to the Association due to the insufficiency or deficiency of any security in or upon which any of the monies of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effect of the Association shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.
- c) The Association will carry and provide directors and officers liability insurance to cover the liability incurred under this Section.

Section 6 – Policies

The board of directors is authorized and expected to adopt policies on good governance including but not limited to board succession, signing authorities, banking, borrowing, contracting, human resources, financial controls and risk management, and such other matters as the board thinks fit.

The Executive Director is authorized and expected to adopt such procedures as are required to implement the board policies, and where necessary to review them with the board of directors.

Section 7 – Physician Assistant Certification Council of Canada

- a) 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.
- b) As the governing body of the PACCC, CAPA shall have authority over all financial and legal decisions. Any policy, process, or guideline that has legal, financial, or fiduciary implications are subject to approval by the CAPA board of directors.

- c) 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 are subject to approval by the CAPA board of directors.
- d) 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.
- e) Notwithstanding sub-sections b), c), and d) , 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 .
- f) No member of CAPA's board of directors shall be permitted at any meeting of the PACCC unless invited.
- g) The PACCC shall provide a written report to the CAPA board of directors a minimum of one (1) time a year and shall present the report in person to the CAPA board of directors.
- h) 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.
- i) The PACCC budget shall be approved annually by the CAPA board of directors as a function of the CAPA budget approval process.

Section 8 – Amendments of by-laws

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.

Section 9 – Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Section 10 – Dispute Resolution

10.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Association are as much as possible to be resolved by mediation.

Section 11 – Effective date

Subject to matters requiring a special resolution, this bylaw shall be effective when made by the board.

CERTIFIED to be Bylaw No. 1 of the Association, as enacted by the directors of the Association by resolution on the 1st day of November 2021 and confirmed by the members of the Association by special resolution on the 5th day of November 2021

Dated as of the 5th day of November 2021.

Patrick Nelson, Executive Director

[Indicate name of director/officer]

Section 12 - 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 types 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.