

# **CONSTITUTION AND BYLAWS**

---

## **BRITISH COLUMBIA PODIATRIC MEDICAL ASSOCIATION**

**JANUARY 2011**

## Table of Contents

<b>CONSTITUTION .....</b>	<b>1</b>
<b>BYLAWS .....</b>	<b>3</b>
<b>PART 1 – INTERPRETATION.....</b>	<b>3</b>
<b>1.1 Definitions.....</b>	<b>3</b>
<b>PART 2 – MEMBERSHIP .....</b>	<b>4</b>
<b>2.1 Membership Generally .....</b>	<b>4</b>
<b>2.2 Duties of Membership .....</b>	<b>4</b>
<b>2.3 Rights of Membership .....</b>	<b>4</b>
<b>2.4 Admission to Membership .....</b>	<b>5</b>
<b>2.5 Membership Fees .....</b>	<b>5</b>
<b>2.6 Certificate of Membership .....</b>	<b>6</b>
<b>2.7 Termination of Membership.....</b>	<b>6</b>
<b>2.8 Expulsion or Suspension .....</b>	<b>6</b>
<b>PART 3 - MEETINGS .....</b>	<b>6</b>
<b>3.1 Annual General Meeting .....</b>	<b>6</b>
<b>3.2 Special General Meetings .....</b>	<b>7</b>
<b>3.3 Notice of General Meetings.....</b>	<b>7</b>
<b>3.4 Quorum.....</b>	<b>7</b>
<b>3.5 Special Business.....</b>	<b>7</b>
<b>3.6 Conduct of a General Meeting.....</b>	<b>8</b>
<b>3.7 Questions decided by Majority .....</b>	<b>8</b>
<b>3.8 Show of Hands.....</b>	<b>8</b>
<b>3.9 Chair declares results of Vote.....</b>	<b>8</b>
<b>3.10 Poll.....</b>	<b>8</b>
<b>3.11 Chair Votes only to Break Tie .....</b>	<b>8</b>
<b>3.12 Adjournment of Meeting.....</b>	<b>9</b>
<b>3.13 Robert’s Rules .....</b>	<b>9</b>
<b>3.14 Minutes of General Meetings.....</b>	<b>9</b>
<b>3.15 Voting by Proxy .....</b>	<b>9</b>

<b>PART 4 – DIRECTORS .....</b>	<b>9</b>
<b>4.1 Directors .....</b>	<b>9</b>
<b>4.2 Number of Directors.....</b>	<b>10</b>
<b>4.3 Qualification for Directors.....</b>	<b>10</b>
<b>4.4 Term of Office.....</b>	<b>10</b>
<b>4.5 Election Procedure.....</b>	<b>10</b>
<b>4.6 First Election .....</b>	<b>12</b>
<b>4.7 Vacancy in Directors .....</b>	<b>13</b>
<b>4.8 Duties and Powers of Directors .....</b>	<b>13</b>
<b>4.9 Power to Appoint Committees.....</b>	<b>13</b>
<b>4.10 Canadian Podiatric Medical Association (“CPMA”) Representative.....</b>	<b>13</b>
<b>4.11 International Region VII Podiatric Medical Association (“Region VII”) Representative... </b>	<b>14</b>
<b>4.12 Sub-sections of the Association.....</b>	<b>14</b>
<b>4.13 Directors Meetings.....</b>	<b>14</b>
<b>4.14 Quorum for Directors Meetings .....</b>	<b>14</b>
<b>4.15 President Chair of Directors Meetings .....</b>	<b>14</b>
<b>4.16 Directors may waive Notice of Meetings.....</b>	<b>15</b>
<b>4.17 Motions at Directors Meetings decided by Majority .....</b>	<b>15</b>
<b>4.18 Resolutions in Writing.....</b>	<b>15</b>
<b>4.19 Director's Remuneration.....</b>	<b>15</b>
<b>4.20 Directors Reimbursement .....</b>	<b>15</b>
<b>4.21 Ceasing to Hold Office.....</b>	<b>15</b>
<b>4.22 Directors may retain Legal Counsel.....</b>	<b>16</b>
<b>PART 5 – OFFICERS.....</b>	<b>16</b>
<b>5.1 Named Officers .....</b>	<b>16</b>
<b>5.2 Election of the President, Secretary, Treasurer and Vice-President.....</b>	<b>16</b>
<b>5.3 The Executive Director .....</b>	<b>16</b>
<b>5.4 The Past President .....</b>	<b>17</b>
<b>5.5 Duties and Powers of the Officers .....</b>	<b>17</b>
<b>5.6 Absence of Secretary .....</b>	<b>18</b>
<b>5.7 Officer's Remuneration .....</b>	<b>18</b>
<b>5.8 Removal of Officers .....</b>	<b>18</b>

<b>PART 6 – FINANCES</b> .....	<b>19</b>
<b>6.1 Signing Officers</b> .....	<b>19</b>
<b>6.2 Fiscal Year</b> .....	<b>19</b>
<b>6.3 Auditor</b> .....	<b>19</b>
<b>6.4 First Auditor</b> .....	<b>19</b>
<b>6.5 Term of Auditor</b> .....	<b>19</b>
<b>6.6 Audits of the Accounts</b> .....	<b>19</b>
<b>6.7 Raising and Borrowing of Funds</b> .....	<b>20</b>
<b>PART 7 - INDEMNITY &amp; PROTECTION OF DIRECTORS, OFFICERS &amp; EMPLOYEES</b> .....	<b>20</b>
<b>7.1 Indemnification of Directors</b> .....	<b>20</b>
<b>7.2 Indemnification of Officers, Employees and Agents</b> .....	<b>20</b>
<b>7.3 Indemnification Continues</b> .....	<b>21</b>
<b>7.4 Effect of Determination of Action</b> .....	<b>21</b>
<b>7.5 Insurance</b> .....	<b>21</b>
<b>PART 8 - THE SEAL</b> .....	<b>21</b>
<b>8.1 Custody of the Seal</b> .....	<b>21</b>
<b>8.2 Affixing the Seal</b> .....	<b>21</b>
<b>PART 9 - INSPECTION OF MINUTES AND RECORDS</b> .....	<b>22</b>
<b>9.1 Inspection of the Records</b> .....	<b>22</b>
<b>PART 10 - AMENDING THE CONSTITUTION AND BYLAWS</b> .....	<b>22</b>
<b>10.1 Resolution to Amend</b> .....	<b>22</b>
<b>10.2 Entitlement to Bylaws</b> .....	<b>22</b>
<b>PART 11 – NOTICES</b> .....	<b>22</b>
<b>11.1 Notice</b> .....	<b>22</b>
<b>11.2 Notices by Mail</b> .....	<b>23</b>
<b>11.3 Notice by Courier</b> .....	<b>23</b>
<b>11.4 Notice Recipients</b> .....	<b>23</b>
<b>PART 12 – PUBLIC APPEARANCES</b> .....	<b>23</b>
<b>12.2 Public Communication</b> .....	<b>23</b>
<b>SAMPLES</b> .....	<b>24</b>
<b>Sample A – Sample Ballot</b> .....	<b>24</b>
<b>Sample B - Voting Declaration</b> .....	<b>25</b>

## CONSTITUTION

1. The name of the Society is the *British Columbia Podiatric Medical Association*, hereinafter referred to as the Association.
  
2. The purposes of the Association are:
  - (a) to ensure and advance the successful practice of Podiatry by members in accordance with the highest standards of patient care;
  - (b) to enhance the profession of Podiatry in British Columbia by providing the leadership necessary to continually improve the economic well-being, quality of life and professional image of Podiatrists;
  - (c) to develop and maintain the education, communication and information systems which will respond to the needs of members;
  - (d) to preserve and advance the economic interests of the members;
  - (e) to uphold, promote, and enhance the image, integrity, credibility and honour of Podiatry;
  - (f) to act for members of the podiatric medical profession, or some of them, as an agent in collective bargaining regarding conditions in which podiatric medical services are rendered, remuneration for podiatric medical services, and similar or related matters;
  - (g) to be a vigilant voice on issues affecting the foot health of all British Columbians;
  - (h) to foster good relations with the public, government and other collegial groups and organizations;
  - (i) to develop and maintain such services, programs, procedures or mechanisms which may better serve the interests and well-being of the members and which will facilitate the achievement of the other objects of the Association;
  - (j) to charge and collect fees and receive donations to defray expenses and to expend monies to promote and further any of the purposes of the Association;
  - (k) to further the interests of the Canadian Podiatric Medical Association in British Columbia;
  - (l) to collect and preserve archival material and artefacts of the Association, its predecessors, and its members in British Columbia;
  - (m) to act for members of the podiatric medical profession, or some of them, as an agent in connection with forms of insurance;
  - (n) to participate in any other way in the advancement of the profession of Podiatry.

3. In the event of a dissolution or winding-up of the Association, the assets of the Association shall not be distributed to members of the Association but shall be used:

- (a) in payment of any and all debts and liabilities of the Association;
- (b) in payment of any legal or other costs incurred in the dissolution or winding-up of the Association;
- (c) the balance, if any, shall be disposed of for such education or charitable purposes in the field of Podiatry as thought fitting by the Directors of the Association or by the liquidator of the Association, as the case may be.

This clause shall be alterable by a special resolution of the members of the Association and upon compliance with any other applicable requirements of the *Society Act* as it may be amended from time to time or replaced by similar legislation.

## BYLAWS

Here set out, in numbered clauses, the bylaws providing for the matters referred to in section 6(1) of the *Society Act* and any other bylaws.

### PART 1 – INTERPRETATION

#### 1.1 Definitions:

- (a) In these bylaws, unless the context otherwise requires,
- (i) **“College”** means the College of Podiatric Surgeons of British Columbia;
  - (ii) **"Directors"** when used shall mean all incumbent Directors as elected at such time and shall include any Directors elected or appointed to fill any vacancy;
  - (iii) **“Podiatry”** means the branch of medicine (podiatric) that deals with the diagnosis, prevention, treatment, and palliation of diseases, disorders and conditions of the foot as well as the bones, muscles, tendons, ligaments and other tissues of the lower leg that affect the foot or foot function;
  - (iv) **"registered address"** of a member means his address as recorded in the Register of Members;
  - (v) **“member”** means a member of the Association, unless otherwise specified;
  - (vi) **"Society Act"** means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it.
- (b) Words defined in the *Society Act* and used in these bylaws shall have the meaning ascribed to them in the *Society Act*.
- (c) Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.
- (d) The headings in these bylaws are inserted for convenience of reference only and shall not be deemed to form part of these bylaws.

## **PART 2 – MEMBERSHIP**

### **2.1 Membership Generally:**

Membership in the Association is voluntary. There shall be five (5) categories of membership: General Member, Associate Member, Student Member, Honourary Life Member and Retired Member.

- (a) General Member - A "General Member" may be any Podiatrist who holds a valid certificate of full, educational, or non-practicing registration with the College.
- (b) Associate Member - An "Associate Member" may be any Podiatrist who holds a certificate of temporary registration with the College or any person who, in the judgment of the Directors from time to time, is employed directly or indirectly in the profession of Podiatry and has an interest in the conduct of the profession in British Columbia and is not otherwise eligible for membership under bylaw 2.1(a).
- (c) Student Member - A "Student Member" may be any person who is enrolled as a student in any Podiatry program recognized by the Directors from time to time, and who is not otherwise eligible for membership under bylaw 2.1(a).
- (d) Honourary Life Member - An "Honourary Life Member" may be any person who upon written nomination to, and in the opinion of the Directors of the Association, has rendered unique and distinguished service to the profession of Podiatry. Such a person shall become an Honourary Life Member only by unanimous vote of the Directors. Notwithstanding the right of the Directors to determine membership fees, an Honourary Life Member shall not be assessed a membership fee.
- (e) Retired Member - A "Retired Member" may be any person who was formerly a General Member or who was a member of the British Columbia Association of Podiatrists as it existed as an entity under the *Podiatrists Act* of the Province of British Columbia prior to the repeal of such Act and who is now fully retired from the profession of Podiatry.

### **2.2 Duties of Membership:**

All Members shall subscribe to and comply with the provisions of the Constitution and Bylaws and pay, when due, all appropriate membership fees.

### **2.3 Rights of Membership:**

- (a) General Member - A General Member shall have the same rights as any other General Member and shall have full access to the programs and services of the Association. A General Member shall have a vote at any General Meeting, may serve as a Director and may hold office.



- (b) Associate Member - An Associate Member shall have the same rights as any other Associate Member and shall have access to such programs and services of the Association which are deemed appropriate by the Directors. Associate Members shall not have a vote at any General Meeting of the Association, may not serve as a Director or hold office.
- (c) Student Member - A Student Member shall have the same rights as any other Student Member and shall have access to such programs and services of the Association deemed appropriate by the Directors. A Student Member shall not have a vote at any General Meeting of the Association, may not serve as a Director or hold office.
- (d) Honourary Life Member - An Honourary Life Member shall have the same access to the programs and services of the Association and the same rights, voting and participation privileges of the membership category in which the Honourary Life Member would otherwise qualify.
- (e) Retired Member - A Retired Member shall have the same rights as any other Retired Member and shall have access to such programs and services of the Association which are deemed appropriate by the Directors. A Retired Member shall not have a vote at any General Meeting of the Association, may not serve as a Director or hold office.

#### **2.4 Admission to Membership:**

Any person eligible for membership who has made application to the Directors therefore, and has complied with the rules of the Association for the time being in force governing an application for an admission to membership, and who has agreed to comply with and be bound by the Constitution and Bylaws of the Association from time to time or at any time in force, may be admitted to membership. The Directors shall from time to time make such rules governing application for and admission to membership as they shall think fit.

#### **2.5 Membership Fees:**

Membership fees shall be determined by the Directors from time to time:

- (a) as among the various categories of membership; and
- (b) if thought necessary or desirable, as among different subgroups within a particular category of membership.

The Directors may also determine all other fees, dues, fines and assessments for all categories of membership, together with the timing and method of payment.

## **2.6 Certificate of Membership:**

The Directors shall in accordance with these bylaws forthwith deliver to every person who becomes a member of the Association, a Certificate of Membership which indicates the date on which membership was conferred, the class of membership conferred, the qualifications of the member, and the date on which the Certificate of Membership expires. Every Certificate of Membership shall at all times be the property of the Association. A Certificate of Membership shall be effective until 11:59 p.m. December 31 of the year with respect to which it was issued and shall expire immediately thereafter.

## **2.7 Termination of Membership:**

- (a) A Member shall not retain membership in the Association if the appropriate membership fee is not paid within 30 days of the due date.
- (b) A Member may withdraw from membership at any time by notifying the Executive Director of the Association in writing.

## **2.8 Expulsion or Suspension:**

Any Member may be expelled or suspended from the Association by a resolution passed by the Directors. A Member who is identified for expulsion or suspension shall have the right to speak on his own behalf or assign some other person to speak on his behalf at a meeting of Directors. If a suspension is deemed appropriate, the length and term of the suspension shall be determined by the Directors.

## **PART 3 - MEETINGS**

### **3.1 Annual General Meeting:**

The Annual General Meeting shall be held at the time and place that the Directors decide. The first Annual General Meeting of the Association shall be held not more than fifteen (15) months after the date of the incorporation of the Association and after that, an Annual General Meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.

### **3.2 Special General Meetings:**

Any General Meeting other than the Annual General Meeting is an Special General Meeting. An Special General Meeting may be called at any time by a resolution passed by the Directors, or by written deposition presented to the Executive Director clearly stating the nature and the intent of the Special General Meeting and bearing the signatures of at least ten percent (10%) of the Members who are entitled to vote. Such a meeting must be called by the Directors within one (1) month of the presentation of the deposition and must be held within two (2) months of the call at a time and a place which is convenient to the Members.

### **3.3 Notice of General Meetings:**

The Members must be notified of any General Meeting. Notice shall be in writing and shall clearly state the nature of the business (particularly any special business) and be given to the Members at least 30 days prior to the date of the meeting. Accidental omission to give notice of a meeting to, or non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

### **3.4 Quorum:**

A quorum for the transaction of business at any Annual or Special General Meeting shall be ten percent (10%) of Members who are entitled to vote. No proxies shall be counted in the determination of a quorum. If at any time during a General Meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### **3.5 Special Business:**

Special business is:

- (a) All business at an Special General Meeting except the adoption of rules of order; and
- (b) All business conducted at an Annual General Meeting, except the following:
  - (i) the adoption of rules of order;
  - (ii) the consideration of the financial statements;
  - (iii) the report of the Directors;
  - (iv) the report of the Auditor, if any;
  - (v) the election of Directors;
  - (vi) the appointment of the Auditor, if required;
  - (vii) the other business that, under these bylaws, ought to be conducted at any Annual General Meeting, or business that is brought under consideration by the report of the Directors issued with the notice convening the meeting.

### **3.6 Conduct of a General Meeting:**

The President of the Association, the Vice-President or in the absence of both, one of the other Directors present, shall preside as chair of a General Meeting. If at any General Meeting:

- (a) there is no President, Vice-President or other Director present within fifteen (15) minutes after the time appointed for holding the meeting; or
- (b) the President, Vice-President and all other Directors present are unwilling to act as chair;

the Members present shall choose one of their number to be the chair.

### **3.7 Questions decided by Majority:**

At all General Meetings of Members, every question must be decided by a simple majority of the votes cast in person or by a proxy, except where a Special Resolution is required.

### **3.8 Show of Hands:**

Every question will be decided in the first instance by resolution on a show of hands unless any three (3) Members entitled to vote, who are present at the meeting, request a poll.

### **3.9 Chair declares results of Vote:**

Upon a show of hands, every Member entitled to vote shall have one (1) vote and unless a poll has been requested by three (3) Members entitled to vote who are present at the meeting, a declaration by the chair that a resolution has been carried or not carried will be sufficient evidence of that fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

### **3.10 Poll:**

Any request for a poll may be withdrawn but if requested and not withdrawn, the poll must be taken in the manner the chair will direct and the result of the poll will be deemed the decision of the meeting of Members upon the matter in question.

### **3.11 Chair Votes only to Break Tie:**

The chair of any meeting of Members may cast a vote only to break a tie.

### **3.12 Adjournment of Meeting:**

The chair may, and shall, if so directed by any General Meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjourned meeting or of the business to be transacted at an adjourned meeting.

### **3.13 Robert's Rules:**

The chair shall determine the other rules of procedure of any General Meeting, guided by the most current edition of *Robert's Rules of Order Newly Revised*. If any Member who is entitled to vote objects to the procedures, such *Robert's Rules of Order Newly Revised* shall apply.

### **3.14 Minutes of General Meetings:**

Minutes of a General Meeting shall be recorded and made available in printed or electronic form to the membership at the next General Meeting or, upon request, sent to a Member no earlier than thirty (30) days following the meeting in question.

### **3.15 Voting by Proxy:**

Voting by proxy at any General Meeting of the Association is only permissible on the following terms.

- (a) Persons carrying proxies must register them with the Executive Director no later than one (1) hour prior to the scheduled call to order. The Executive Director shall make himself available at the time and must be satisfied that the proxies are valid and that the persons thus voting are Members and eligible to vote. In all cases, the judgment as to the validity or eligibility of proxies is in the hands of the Executive Director and his decision shall be final.
- (b) All proxies must be presented in a form and manner determined by the Directors.
- (c) In no case will "blanket proxies" be permitted. A permanent proxy or proxy purporting to entitle a Member to vote at other than one (1) meeting (or any adjournment of it) is void.
- (d) No Member shall be entitled to hold more than two (2) proxies.

## **PART 4 – DIRECTORS**

### **4.1 Directors:**

On the date of each Annual General Meeting, there shall be an Election of Directors in the manner hereafter set out.

#### **4.2 Number of Directors:**

The number of Directors of the Association shall be five (5) or a greater number determined from time to time at a General Meeting. The President, Vice-President, Secretary, Treasurer and one or more other persons are the Directors of the Association. Each Past President of the Association shall also be a Director for the relevant two year term (or portion thereof remaining) next succeeding his presidency provided that:

- (a) if there shall be more than one President appointed during any such term, the most recent Past President will replace the former Past President as a Director for the remainder of such term; and
- (b) at the end of such term, if no new President shall be appointed, the then current Past President will remain a director until replaced by the next Past President.

#### **4.3 Qualification for Directors:**

- (a) Directors must be General Members of the Association at the time of their nomination and election.
- (b) At all elections, retiring Directors are, if otherwise qualified, eligible for re-election. However, no Director shall serve as a Director for more than four (4) consecutive two (2) year terms, following which the Director will no longer be eligible for election or appointment to the Directors. Eligibility will be restored for such Director following the passing of two (2) years from the last day of participation as a Director.

#### **4.4 Term of Office:**

A Director shall hold office for a term that commences at the adjournment of the Annual General Meeting at which the election results are announced and shall be for a term of two (2) years, ending at the time the next group of Directors takes office.

#### **4.5 Election Procedure:**

Separate elections shall be held for each office to be filled. If no successor is elected the person previously elected or appointed continues to hold office.

- (a) Returning Officer - The Executive Director or his designate, shall act as Returning Officer.
- (b) Call for Nominations - On or before sixty (60) days in advance of an Annual General Meeting, the Returning Officer shall distribute to all Members who are eligible to vote, an invitation to the Members to nominate other qualified General Members for nomination.

- (c) Nomination Procedure - Nominations for Director must be filed in writing with the Returning Officer before 4:30 p.m. on that date which is forty-five (45) days in advance of such Annual General Meeting (the "Nomination Closing Date"). The Nomination must be proposed by two (2) Members who are eligible to vote and must bear the signed consent of that person to allow his name to stand.
- (d) The List - On or before the Nomination Closing Date, the Returning Officer shall cause a list to be prepared of Members who are eligible to vote. If a Member who is eligible to vote believes that an improper insertion or omission of names on the list has occurred, the Returning Officer shall immediately investigate the complaint and rectify the matter if an irregularity is found.
- (e) Acclamation - If, at 4:30 p.m. on the Nomination Closing Date, the number of candidates nominated does not exceed the number to be elected, the Returning Officer shall declare those so nominated to be elected as Directors.
- (f) Voting Procedure - If at 4:30 p.m. on the Nomination Closing Date there are more nominated candidates than there are vacancies to be elected, then so soon thereafter as is practical and in any event not less than twenty-one (21) days prior to the Annual General Meeting, the Returning Officer shall cause to be mailed to each Member whose name is on the list:
- (i) a ballot listing in alphabetical order the names of all Members who have been nominated (sample attached as Sample A);
  - (ii) a plain envelope;
  - (iii) a mailing envelope bearing a declaration statement (sample attached as Sample B) addressed to the Returning Officer of the Association; and
  - (iv) an information profile on each candidate, containing information to be supplied by such candidates, in a form and limited to such length as the Returning Officer shall in his sole discretion deem reasonable and appropriate.

Upon receipt of these documents a Member who is entitled to vote shall:

- (v) on the ballot, mark an "X" opposite the name of the candidate(s) for whom he desires to vote;
- (vi) seal the marked ballot in the plain envelope, and place it in the mailing envelope;
- (vii) complete and sign the declaration on the mailing envelope; and
- (viii) mail or hand the mailing envelope to the Returning Officer.

If any mailing envelope is received by the Returning Officer after beginning counting of ballots, it shall not be counted.

A ballot not marked in accordance with this section shall not be counted.

Inadvertent failure to mail a ballot to a Member who is entitled to vote, does not invalidate the election.

- (g) Scrutineers - No later than seventy-two (72) hours prior to the Annual General Meeting, the Returning Officer shall name two (2) Members who are entitled to vote who shall act as scrutineers. In case any scrutineer is absent during the counting of ballots, the other may proceed nevertheless.
- (h) Counting of Ballots - The Returning Officer shall keep safe and unopened, all mailing envelopes that are received at or before seventy-two (72) hours prior to the Annual General Meeting. Seventy-two (72) hours prior to the Annual General Meeting (or so close after that time as may be practical), the Returning Officer shall open the envelopes in the presence of the scrutineers and remove from them, but not open, the plain envelopes containing the ballots.

The Returning Officer and the scrutineers shall examine and satisfy themselves in respect of the declarations.

The unopened plain envelopes containing the ballots shall be placed together and randomly mixed such that they cannot be identified.

The plain envelopes containing the ballots shall then be opened by the Returning Officer and the ballots counted. The scrutineers shall observe the count and the Returning Officer shall cause a record of the count to be kept.

- (i) Rights to Observe the Counting of Ballots - Any candidate or his agent is entitled to be present at, but in no way participate in, the opening of ballots.
- (j) Disputes - In any case where the legitimacy of the declaration or the correctness of the ballot, or any other matter concerning the election is in dispute, the Returning Officer and the scrutineers should agree by consensus on how to proceed. In any event, the final authority on such matters shall be the Returning Officer and his decision shall be final.
- (k) Declaration of Election - Of the candidates nominated, those receiving the greatest number of votes shall be declared by the Returning Officer to be elected.
- (l) Deciding a Tie Vote - In any case where an equal number of votes have been counted for two or more candidates, the scrutineers shall place one ballot which has been marked for each candidate thus tied into a suitable container and the Returning Officer shall draw one ballot at random to determine the person to be elected.
- (m) Reporting the Election - The Returning Officer shall prepare a report of the results of the election of the Directors for the Members at the Annual General Meeting, and shall present such report at the Annual General Meeting.
- (n) Destruction of the Ballots - Thirty (30) days following the election of Directors, the ballots of that election shall be destroyed.

#### **4.6 First Election:**

For the purpose of achieving a system of approximately half the Directors' terms ending each year, the Directors shall determine a fair and equitable procedure which would assign the first elected Directors a term of either one (1) or two (2) years, so as to establish a pattern of two (2) year director terms (except for the Past President) where approximately one-half the Directors' terms end each year.



#### **4.7 Vacancy in Directors:**

Where a vacancy occurs in the Directors or if the full number of Directors called for in these bylaws shall not be elected, the Directors may by majority vote appoint a Member otherwise eligible to be a Director to fill the vacancy thereby until the next cycle of elections for Directors shall take place. Nothing in this Bylaw shall require that the Directors appoint Directors to fill any vacancy or to appoint Directors where the full number of Directors called for in these bylaws shall not be elected. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

#### **4.8 Duties and Powers of Directors:**

Responsibility for the policies, procedures and direction of the Association shall be vested in the Directors. In addition to the powers and authority given by the Constitution and Bylaws or otherwise expressly conferred upon them, the Directors may exercise all such powers of the Association and do all such acts on its behalf as are not by the *Society Act* or any of these bylaws required to be done by the Association at an Special or Annual General Meeting of the membership. The Directors shall have full power to make such rules as they deem necessary, provided that such rules are not inconsistent with the Constitution and Bylaws of the Association.

#### **4.9 Power to Appoint Committees:**

To better achieve the purposes of the Association, the Directors shall have the power to appoint committees which are intended to assist the Directors in its work. The Directors may determine the make up and the structure of any such committees. Without the Directors' express authority, no committees shall have power to undertake any action which may involve the expenditure of funds or which may otherwise commit the Association financially. A committee so formed in the exercise of the powers so delegated must report every act or thing done in exercise of those powers to the earliest meeting of the Directors held after the act or thing has been done.

#### **4.10 Canadian Podiatric Medical Association (“CPMA”) Representative:**

When appropriate, a Member may be nominated by a Director and confirmed by a majority vote of the Directors to serve as the representative to the CPMA for the Association. The representative to the CPMA shall represent the views and needs of the Association to the CPMA and report to the Members of the Association on the activities of the CPMA, particularly as they apply to British Columbia. In co-operation with the Association, the representative will seek to promote communication and mutual support for Podiatry in British Columbia and other Provinces and Territories of Canada. Subject to such policies as are set by the Directors from time to time, the representative to the CPMA may attend and participate at meetings of the Directors but may not vote.

#### **4.11 International Region VII Podiatric Medical Association (“Region VII”) Representative:**

When appropriate, a Member may be nominated by a Director and confirmed by a majority vote of the Directors to serve as the representative to Region VII for the Association. The representative to Region VII shall represent the views and needs of the Association to Region VII and report to the Members of the Association on the activities of Region VII, particularly as they apply to British Columbia. In co-operation with the Association, the representative will seek to promote communication and mutual support for Podiatry in British Columbia and other member Provinces and States of Region VII. Subject to such policies as are set by the Directors from time to time, the representative to Region VII may attend and participate at meetings of the Directors but may not vote.

#### **4.12 Sub-sections of the Association:**

The Directors may from time to time establish policies and procedures so as to establish, define the role of and operate subsections of the Association, provided that no such policies and procedures shall constitute or be construed as constituting any delegation of any of the powers of the Directors to any such subsections or persons participating in such subsections.

#### **4.13 Directors Meetings:**

The Directors shall meet at regular intervals and no fewer than five (5) times in each year. The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings, as they see fit. Without limiting the generality of the foregoing, and for greater certainty, the Directors may participate in meetings by telephone or other communications medium if all Directors participating in the meeting, whether by telephone, by other communications medium, or in person, are able to communicate with each other.

#### **4.14 Quorum for Directors Meetings:**

The Directors may from time to time fix the quorum necessary to transact business, and unless so fixed, the quorum shall be a majority of the Directors then in office.

#### **4.15 President Chair of Directors Meetings:**

The President shall be chair of all meetings of the Directors, but if at a meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-President shall act as chair; but if neither is present the Directors may choose one of their number to be chair at that meeting.

#### **4.16 Directors may waive Notice of Meetings:**

A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Association a waiver of notice, which may be by letter, telegram, facsimile transmission, telex or cable, of any meeting of the Directors and may at any time withdraw the waiver, and until the waiver is withdrawn:

- (a) no notice of meeting of the Directors shall be sent to that Director; and
- (b) any and all meetings of the Directors, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

#### **4.17 Motions at Directors Meetings decided by Majority:**

Motions arising at a meeting of the Directors and committee of Directors shall be decided by a majority of votes. The chair may vote at a meeting of Directors. In case of an equality of votes the chair shall have a second or casting vote.

#### **4.18 Resolutions in Writing:**

A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of the Directors.

#### **4.19 Director's Remuneration:**

No Director shall receive remuneration from the Association for his duties unless such remuneration is approved by a special resolution of the Members at a General Meeting of the Members.

#### **4.20 Directors Reimbursement:**

In any case, personal expenses incurred by the Directors in the course of conducting legitimate and reasonable Association business shall be reimbursed dollar for dollar. No Director shall be out-of-pocket for the conduct of legitimate and reasonable Association business and, in all cases, the claim for expenses shall require the approval of the Executive Director.

#### **4.21 Ceasing to Hold Office:**

Directors shall cease to hold office:

- (a) upon ceasing to be General Members of the Association;
- (b) upon suspension or other disciplinary action being taken against such Director whereby such Director is not for any period of time fully able to practice Podiatry. Upon restoration of the ability to practice, the Director shall not be restored as a Director of the Association;
- (c) upon death;

- (d) upon giving notice of resignation, in writing, to the Secretary;
- (e) upon being absent from three (3) consecutive Directors' meetings without a reason acceptable to the Directors; and
- (f) upon being incapable of acting as a Director.

A Director may be removed from office by a special resolution and another Director may be elected or appointed by ordinary resolution to serve during the balance of the term. If no such election or appointment by Members shall occur, the vacancy thus created may be dealt with by the Directors pursuant to the provisions in these bylaws relating to vacancies in Directors.

#### **4.22 Directors may retain Legal Counsel:**

The Directors or, with the consent of the Directors, a committee, may retain legal counsel for the purpose of assisting the Directors or the committee, as the case may be, in carrying out any duty or responsibility of the Association, the Directors or the committee.

### **PART 5 – OFFICERS**

#### **5.1 Named Officers:**

The Officers of the Association shall consist of the President, the Vice-President, the Secretary, the Treasurer, the Past President and the Executive Director. All officers except for the Executive Director shall be Directors. The offices of Secretary and Treasurer may be held by one person who is to be known as the Secretary-Treasurer.

#### **5.2 Election of the President, Secretary, Treasurer and Vice-President:**

The President, Secretary, Treasurer and Vice-President of the Association shall be elected by a majority vote of a secret ballot of the Directors, and shall hold office at the pleasure of the Directors until their successor shall be elected.

#### **5.3 The Executive Director:**

- (a) The Directors shall appoint an Executive Director. The Executive Director shall be entitled to receive notice of and to attend all meetings of the Members, the Directors and Officers of the Association. In all cases, the Executive Director shall not have a vote at any meeting of the Members, the Directors or Officers of the Association.
- (b) The Executive Director shall direct and manage the Association's administrative office and be responsible for the administrative duties of the Association. The Executive Director shall advise the Directors on all matters deemed by them to be relevant to the Association. Specifically, and without limiting the generality of the foregoing, the Executive Director shall:

- (i) conduct the correspondence of the Association;
- (ii) issue notices of meetings of the Association and Directors;
- (iii) ensure that all minutes of all meetings of the Association and Directors are recorded and maintained;
- (iv) have custody of all records and documents of the Association except those required to be kept by any other officer;
- (v) have custody of the common Seal of the Association, if any;
- (vi) maintain the Register of Members;
- (vii) maintain a current copy of the Constitution and Bylaws of the Association;
- (viii) keep and maintain all other necessary books and records of the Association required by the *Society Act*, the Bylaws, and any other applicable statute or law;
- (ix) act as Returning Officer and administer all aspects of Association elections;
- (x) perform such other duties as may be specified by the Directors from time to time.

#### **5.4 The Past President:**

The Past President shall be the immediately past President of the Association and shall remain in office until the next Past President shall succeed him.

#### **5.5 Duties and Powers of the Officers:**

(a) The President - The President shall:

- (i) be the Principal Officer of the Association;
- (ii) chair all meetings of the Directors and subject to Bylaw 3.6, chair all Annual or Special General Meetings;
- (iii) be a Member of all committees of the Directors *ex officio*;
- (iv) sign all cheques of the Association;
- (v) sign and seal all contracts, documents and instruments of the Association which require the signature of the Association, unless otherwise specified by these bylaws or by resolution of the Directors;
- (vi) be the chief spokesperson of the Association.

(b) The Secretary - The Secretary shall:

- (i) keep minutes of all meetings of the Association and Directors;
- (ii) ensure that all notices of meetings of the Association and Directors are issued.

(c) The Treasurer - The Treasurer shall:

- (i) ensure that full and accurate accounts of the financial affairs of the Association are kept and must maintain proper bank or other financial institution accounts through which the business of the Association will be designated from time to time by the Directors;
- (ii) supervise the financial affairs of the Association under the direction of the Directors and render to the Directors an account of all transactions and the financial position of the Association whenever required, and shall present the Association's financial reports at each Annual General Meeting;
- (iii) sign all cheques of the Association.

(d) The Vice-President - The Vice-President shall generally assist the President and shall, in the temporary absence or disability of the President, perform his duties and possess his authority. Upon the expressed assignment of the President, the Vice-President may appear, speak and act on behalf of the President in certain circumstances where the President is required, but unable to attend.

(e) The Past President - The Past President shall generally assist the President.

#### **5.6 Absence of Secretary:**

In the absence of the Secretary from a meeting, the Directors must appoint another person to act as secretary at the meeting.

#### **5.7 Officer's Remuneration:**

In addition to any remuneration due them as Directors of the Association, if any, the Officers may be entitled to additional remuneration. Such funds for officers who are also Directors may be made available upon the passing of a special resolution to that effect at a General Meeting of the Members. The remuneration for the Executive Director shall be as determined by a majority vote of the Officers (other than the Executive Director) from time to time.

#### **5.8 Removal of Officers:**

Officers may be removed from office by a majority vote of the Directors. Officers so removed may remain as Directors.

## **PART 6 – FINANCES**

### **6.1 Signing Officers:**

The Directors will by resolution from time to time establish policies and procedures for the purposes of directing the financial affairs of the Association and determining the signing officers of the Association, and unless so determined, the signing officers shall be the President and the Treasurer.

### **6.2 Fiscal Year:**

The Fiscal Year of the Association shall be determined by the Directors.

### **6.3 Auditor:**

The Association is required to have an Auditor. The Auditor must be certified to audit the accounts of the Association under all relevant laws and in no case shall an Officer or Director be appointed as an Auditor. The Auditor may attend General Meetings.

### **6.4 First Auditor:**

The first Auditor shall be appointed by the Directors. The Directors shall also fill all vacancies occurring in the office of Auditor.

### **6.5 Term of Auditor:**

At each Annual General Meeting the Association shall appoint an Auditor to hold office until he is re-elected or his successor is elected at the next Annual General Meeting. An Auditor may be removed by ordinary resolution. An Auditor shall be promptly informed in writing of appointment or removal.

### **6.6 Audits of the Accounts:**

The Directors shall present before the membership at the Annual General Meeting, an audited financial statement showing all income, expenditures, assets and liabilities of the Association during the preceding fiscal year and which otherwise complies with any and all other requirements of the *Society Act*. The audited statement shall be approved by the Directors before being so presented, such approval being evidenced by the signatures of at least two or more Directors.

### **6.7 Raising and Borrowing of Funds:**

The Directors of the Association shall have the power to borrow, raise or secure the payment of funds in any manner which is consistent with the *Society Act* and the Constitution and Bylaws and which is intended to facilitate the operations of the Association and/or the well being of its Members. No debenture shall be issued without the sanction of a special resolution.

## **PART 7 - INDEMNITY AND PROTECTION OF DIRECTORS, OFFICERS AND EMPLOYEES**

### **7.1 Indemnification of Directors:**

Subject to the provisions of the *Society Act*, the Directors shall cause the Association to indemnify a Director or former Director of the Association and the Directors may cause the Association to indemnify a Director or former Director of any subsidiary of the Association and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or them including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which he is or they are made a party by reason of his or their being or having been a Director of the Association or former Director of the Association or a Director or former Director of a subsidiary of the Association, including any action brought by the Association or any such subsidiary of the Association provided that:

- (a) the Director acted honourably and in good faith with a view to the best interest of the Association;
- (b) in the case of a criminal or administrative action or proceeding, the Director had reasonable grounds for believing that the conduct was lawful.

Each Director of the Association on being elected or appointed shall be deemed to have contracted with the Association on the terms of the foregoing indemnity.

### **7.2 Indemnification of Officers, Employees and Agents:**

Subject to the provisions of the *Society Act*, the Directors may cause the Association to indemnify any officer, employee or agent of the Association (notwithstanding that he is also a Director) and his heirs and personal representatives against all costs, charges and expenses whatsoever incurred by him or them and resulting from his acting as an officer, employee or agent of the Association. Specifically, and without limitation, the Association shall indemnify the President, Vice-President, Secretary, Treasurer, Past President, Executive Director, and their respective heirs and legal representatives against all costs, charges and expenses whatsoever incurred by all or any one of them and arising out of the functions assigned to them by the *Society Act* or these bylaws. The indemnifications in this Bylaw shall be provided to any such officer, employee or agent conditional upon:



- (a) such person having acted honestly and in good faith with a view to the best interests of the Association;
- (b) in the case of criminal or administrative action or proceeding, such person having had reasonable grounds for believing that the conduct was lawful.

Each such person shall on being appointed an officer, employee or agent of the Association be deemed to have contracted with the Association on the terms of the foregoing indemnity.

### **7.3 Indemnification Continues:**

The failure of a Director or officer, employee or agent of the Association to comply with the provisions of the *Society Act* or of the Constitution or these bylaws shall not invalidate any indemnity to which he is entitled under these bylaws.

### **7.4 Effect of Determination of Action:**

The determination of any action, suit or proceeding by judgment, order, settlement, conviction or otherwise, shall not of itself, create a presumption that the person concerned did not act honestly and in good faith and in the best interests of the Association of which he is or was a Director, officer, employee or agent and did not exercise the care, diligence, and skill of a reasonably prudent person, and with respect to any criminal or administrative action or proceeding, did not have reasonable grounds to believe that this conduct was lawful.

### **7.5 Insurance:**

The Directors may cause the Association to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, officer, employee or agent of the Association, and his heirs or personal representatives against any liability incurred by him as such Director, officer, employee or agent.

## **PART 8 - THE SEAL**

### **8.1 Custody of the Seal:**

The Seal of the Association shall be kept in the custody of the Executive Director.

### **8.2 Affixing the Seal:**

The Seal of the Association shall not be affixed to any document or instrument except in the presence of the following persons, namely:

- (a) any two Directors; or
- (b) the President or the Executive Director; or

(c) such person or persons as the Directors may from time to time by resolution appoint; and the said Directors, officers, person or persons in whose presence the Seal is so affixed to an instrument shall sign such instrument. For the purpose of certifying under Seal true copies of any document or instrument or resolution the Seal may be affixed in the presence of any one of the foregoing persons.

## **PART 9 - INSPECTION OF MINUTES AND RECORDS**

### **9.1 Inspection of the Records:**

The books and records of the Association shall be open to inspection by the Members upon reasonable prior notification during normal business hours at the office(s) of the Association.

## **PART 10 - AMENDING THE CONSTITUTION AND BYLAWS**

### **10.1 Resolution to Amend:**

Subject to all requirements of the *Society Act*, the Constitution and Bylaws of the Association may be amended at any Special or Annual General Meeting of the Association by a resolution adopted by a special resolution of the Members of the Association.

### **10.2 Entitlement to Bylaws:**

On being admitted to membership, each Member is entitled to, and the Association must give the Member without charge, a copy of the Constitution and Bylaws of the Association.

## **PART 11 – NOTICES**

### **11.1 Notice:**

A notice shall be in writing and may be delivered by prepaid mail, personal delivery, courier service, telex, telecopier or other form of electronic transmission of written material, to the Member at the Member's address as recorded on the Association's Register of Members.

### **11.2 Notices by Mail:**

A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

### **11.3 Notice by Courier:**

A notice by courier service is deemed to have been given on the earlier of:

- (a) delivery to the Member;
- (b) the second day following the day on which the notice was delivered to the courier service for delivery to the Member.

### **11.4 Notice Recipients:**

- (a) Notice of a General Meeting must be given to:
  - (i) every Member shown on the Register of Members on the day notice is given;
  - (ii) the Auditor, if applicable; and
  - (iii) the Executive Director.
- (b) No other person is entitled to receive a notice of a General Meeting.

## **PART 12 – PUBLIC APPEARANCES**

### **12.2 Public Communication:**

When making or engaging in any public communications of any kind connected in any way with the practice or science of Podiatry:

- (a) every member shall state clearly whether the member is communicating on behalf of the Association; and
- (b) no member shall make or engage in a public communication on behalf of the Association, unless and until the member first obtains the approval from the Directors for the communication and its content.

**SAMPLES**

**Sample A – Sample Ballot**

**Election of Directors of the  
BC Podiatric Medical Association**

Names of Candidates: (Indicate your choice by marking an “X” in the space provided)

- \_\_\_\_\_ ( )
- \_\_\_\_\_ ( )
- \_\_\_\_\_ ( )
- \_\_\_\_\_ ( )

NOTE: Only \_\_\_\_\_ Directors to be Elected.

**Sample B - Voting Declaration**

**VOTING DECLARATION**

Election of Directors of the BC Podiatric Medical Association

I, \_\_\_\_\_, of \_\_\_\_\_, British Columbia,  
am a Member of the Association, who is entitled to vote according to the Constitution and  
Bylaws of the Association, do hereby declare:

1. The signature affixed hereto is my proper handwriting.
2. Enclosed herein is my ballot for the election of Directors of the Association marked by  
me.
3. I have not marked nor submitted any other ballot for the election of Directors this year.
4. The Ballot is made and submitted as of the date hereof.

Witness my hand this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

(Signature) \_\_\_\_\_