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**File Number: S-56335**

**NORTH SHORE DIVISION OF FAMILY PRACTICE SOCIETY**

**I hereby certify that the documents attached hereto are copies of  
documents filed with the Registrar of Companies on February 17, 2010**

**RON TOWNSHEND  
Registrar of Companies**

# **CONSTITUTION**

**1. THE NAME OF THE SOCIETY IS: “The North Shore Division of Family Practice Society”, hereinafter referred to as the “Society”.**

**2. THE PURPOSE OF THE SOCIETY IS:**

(A) to provide leadership guidance and support to family physicians in order to enhance patient care in the community;

(B) to provide a forum for family physicians to represent their expertise as it relates to issues affecting community and patient health;

(C) to provide a forum for innovative and collaborative approaches to healthcare with other stakeholders;

(D) to participate in planning of improvements, research and evaluation in relation to patient care;

(E) to develop and administer programs related to physician health;

(F) to promote the purposes of the Society.

# **Bylaws of the North Shore Division of Family Practice Society**

## ***Part 1 – Interpretation***

### **1.1 In these bylaws, unless the context otherwise requires:**

"directors" means the directors of the society for the time being;

"Society Act" means the Society Act of British Columbia from time to time in force and all amendments to it;

"registered address" of a member means the member's address as recorded in the register of members;

"ordinary resolution" means a resolution passed in a general meeting by the members of a society by a simple majority of the votes cast in person;

"special resolution" means:

(a) a resolution passed in a general meeting by a majority of not less than 75% of the votes of those members of a society who, being entitled to do so, vote in person

(i) of which the notice that the bylaws provide, and not being less than 14 days' notice, specifying the intention to propose the resolution as a special resolution has been given, or

(ii) if every member entitled to attend and vote at the meeting agrees, at a meeting of which less than 14 days' notice has been given,

(b) a resolution consented to in writing by every member of a society who would have been entitled to vote on it in person, and a resolution so consented to is deemed to be a special resolution passed at a general meeting of the society,

- 1.2** The definitions in the Society Act on the date these bylaws become effective apply to these bylaws.
- 1.3** Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.
- 1.4** The headings given to the parts, sections and paragraphs in this bylaw are for convenience of reference only. They do not form part of this Bylaw and will not be used in the interpretation of this bylaw.

## ***Part 2 – Membership***

### **2.1 Membership in general**

The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.

### **2.2 Application for Membership**

Membership in the corporation shall be limited to persons interested in furthering the objects of the Society and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors.

### **2.3 Uphold bylaws**

Every member must uphold the constitution and comply with these bylaws.

### **2.4 Dues**

There shall be no membership fees or dues unless otherwise directed by the Board of Directors.

### **2.5 Cessation of Membership**

A person ceases to be a member of the society

(a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,

(b) on his or her death or, in the case of a corporation, on dissolution,

- (c) on being expelled, or
- (d) on having been a member not in good standing for 12 consecutive months.

## **2.6 Expulsion**

(1) A member may be expelled by a special resolution of the members passed at a general meeting.

(2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

## ***Part 3 – Meetings of Members***

### **3.1 General meetings**

General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.

### **3.2 Extraordinary meetings**

Every general meeting, other than an annual general meeting, is an extraordinary general meeting.

### **3.3 Extraordinary general meeting**

The directors may, when they think fit, convene an extraordinary general meeting.

### **3.4 Notice of general meeting**

(1) The society must give not less than 14 days' written notice of a general meeting to those members entitled to receive notice of a general meeting, but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.

(2) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.

(3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

### **3.5 Frequency of general meetings**

The first annual general meeting of the society must be held within 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 12 months after the holding of the last preceding annual general meeting.

## ***Part 4 – Proceedings at General Meetings***

### **4.1 Business of general meetings**

Special business is

(a) all business at an extraordinary 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 an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

### **4.2 Quorum at general meeting**

(1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(2) 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) A quorum is 5 members present or a greater number that the members may determine at a general meeting.

#### **4.3 Quorum not present at general meeting**

If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

#### **4.4 Chair of general meeting**

Subject to bylaw 4.5, the Chair of the Society, or the Vice Chair or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

#### **4.5 Selection of chair if directors unwilling**

If at a general meeting

(a) there is no Chair, Vice Chair, Treasurer, Secretary or other director present within 15 minutes after the time appointed for holding the meeting, or

(b) the Chair and all the other directors present are unwilling to act as the chair, the members present must choose one of their members to be the chair.

#### **4.6 General meeting adjournment**

(1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.

(3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

#### **4.7 Meeting procedure**

(1) The Chair of a meeting of the Members shall determine the procedure to be followed at any meeting or portion of a meeting of the Society.

(2) Unless otherwise specified, a resolution proposed at a meeting need not be seconded, and the Chair of a meeting may move or propose a resolution.

(3) Unless otherwise specified, in the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

#### **4.8 Voting at general meeting**

(1) A member present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands.

(3) Voting by proxy is not permitted.

### ***Part 5 – Directors and Officers***

#### **5.1 Powers of Directors**

(1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to

(a) all laws affecting the society,

(b) these bylaws, and

(c) rules, not being inconsistent with these bylaws,

that are made from time to time by the society in a general meeting.

(2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.



## **5.2 Officers**

(1) The Chair, Vice Chair, Secretary, Treasurer and one or more other persons are the Directors of the society. The Chair, Vice Chair, Secretary and Treasurer are the officers, and shall be selected from the Directors on the Board at its first regular meeting immediately following the annual meeting of the Society each year.

(2) The number of directors must be no less than 5 and no greater than 8.

## **5.3 Terms of Office**

(1) At the first annual general meeting of the Society, the members shall elect five directors, two of whom shall be elected for a one-year term, and three of whom shall be elected for a two-year term. Thereafter, directors shall be elected for two-year terms. If the number of directors is increased, the terms for which they are elected shall be arranged to ensure continuity on the Board.

(2) No Director may be elected for more than two consecutive terms.

## **5.4 Succession of Directors**

(1) The directors must retire from office at the annual general meeting when their successors are elected.

(2) An election may be by acclamation, otherwise it must be by ballot.

(3) If a successor is not elected, the person previously elected or appointed continues to hold office.

## **5.5 Appointment of directors in case of vacancy**

(1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.

(2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.

## **5.6 Resignation of director**

(1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.

(2) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.

## **5.7 Removal of director**

The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

## **5.8 Remuneration of directors**

(1) The Directors will be paid the current sessional rate as set out by the General Practitioners Master Agreement for acting as a director.

(2) Directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

## ***Part 6 – Proceedings of Directors***

### **6.1 Meetings of directors**

(1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.

(3) The Chair is the chair of all meetings of the directors, but if at a meeting the Chair is not present at the time appointed for holding the meeting, the Vice Chair must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.

(4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.

## **6.2 Power of Directors**

(1) The Board of Directors shall take such steps as they may deem requisite in order to prevent any potential exposure or risk, to conflicts of interest of third parties. Any potential risks will be brought forward to the Board of Directors, which may nominate a committee that will report their findings to the Board of Directors.

## **6.3 Powers of committees**

(1) The Board of Directors may delegate any, but not all, of their powers to committees consisting of the members or directors as they think fit. The Board of Directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid to the committee members.

(2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and 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.

(3) Committees must keep minutes of meetings and make those minutes available to the members of the society.

## **6.4 Committee chair**

A committee must elect a chair acceptable to the Board.

## **6.5 Meetings of committees**

The members of a committee may meet and adjourn as they think proper.

## **6.6 First meeting of newly-elected directors**

For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.

## **6.7 Absent director**

A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex, email or cable, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

(a) a notice of meeting of directors is not required to be sent to that director, and

(b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

## **6.8 Decisions of directors**

(1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.

(2) In the case of a tie vote, the chair does not have a second or casting vote.

## **6.9 Directors meeting procedure**

(1) The Chair of a meeting of the Board or of a committee shall determine the procedure to be followed at any meeting or portion of a meeting of the Society.

(2) Unless otherwise specified by the Chair, a resolution proposed at a meeting need not be seconded, and the Chair of a meeting may move or propose a resolution.

(3) Unless otherwise specified by the Chair, in the case of a tie vote, the Chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.

## **6.10 Director resolution without meeting**

A resolution in writing, signed by all the directors or approved through email correspondence, and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

## **6.11 Director Conflict of Interest**

Each Director shall declare any relevant conflict of interest, and the Directors shall adhere to any policies developed by the Directors, related to transparency and conflict of Interest.

## ***Part 7 – Duties of Officers***

### **7.1 Chair**

(1) The Chair presides at all meetings of the society and of the directors.

(2) The Chair is the chief executive officer of the society and must supervise the other officers in the execution of their duties.

### **7.2 Vice Chair**

The Vice Chair must carry out the duties of the Chair during the Chair's absence.

### **7.3 Secretary**

The secretary or delegate must do the following:

- (a) conduct the correspondence of the society;
- (b) issue notices of meetings of the society and directors;
- (c) keep minutes of all meetings of the society and directors;
- (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
- (e) have custody of the common seal of the society;
- (f) maintain the register of members.

### **7.4 Treasurer**

The treasurer or delegate must:

- (a) keep the financial records, including books of account, necessary to comply with the Society Act, and;
- (b) render financial statements to the directors, members and others when required.

## **7.6 Absence of secretary**

(1) In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

## ***Part 8 –Borrowing***

### **8.1 No powers to borrow**

The Society shall have no powers to borrow.

## ***Part 9 – Auditor***

### **9.1 No requirement to have auditor**

This Part applies only if the society is required or has resolved to have an auditor.

### **9.2 Appointment of first auditor**

The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.

### **9.3 Appointment of auditor**

At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.

### **9.4 Removal of auditor**

An auditor may be removed by ordinary resolution.

### **9.5 Notice to auditor of appointment or removal**

An auditor must be promptly informed in writing of the auditor's appointment or removal.

### **9.6 Restrictions on auditor**

A director or employee of the society must not be its auditor.

### **9.7 Auditor may attend general meetings**

The auditor may attend general meetings.

## ***Part 10 – Notices to Members***

### **10.1 Notices to members**

A notice may be given to a member, either personally, by mail to the member at the member's registered address, or by email to the member at the member's registered email address.

### **10.2 Proof of notice**

A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted or sent electronically, 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, or properly addressed in an email if no failure to deliver notification is returned.

### **10.3 Notice to members required**

- (1) Notice of a general meeting must be given to
  - (a) every member shown on the register of members on the day notice is given, and
  - (b) the auditor, if Part 10 applies.

- (2) No other person is entitled to receive a notice of a general meeting.

## ***Part 11 – Bylaws***

### **11.1 Requirement to provide bylaws to members**

On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

### **11.2 Alteration of bylaws**

These bylaws must not be altered or added to except by special resolution.

## ***Part 12 – Branches***

### **12.1 Establishment of Branches**

The Society may from time to time incorporate or establish branch groups or offices (hereby termed "branches") throughout

British Columbia; and if necessary for the attainment of t his purpose, The Board of Directors shall be authorized by an affirmative vote of 75% to decide:

- (a) that the Society establish or incorporate a branch pursuant to Section 18 of the Societies Act or such similar section as may be enacted from time to time.
- (b) that the Society establish the powers of the branch and define those powers through an agreement with a branch.
- (c) a branch shall:
  - (1) work primarily but not exclusively on issues in its geographical location.
  - (2) elect, at a branch meeting, a branch executive whom powers shall be the same as the President elect of the Society and bring forward any topics for discussion which impact the operations of the Society or the branch.
  - (3) not incur debt or borrow money.

## **12.2 Communication of branches**

Adequate lines of communication between the Society and its branches shall be established and maintained. Branches shall record minutes of all meetings and submit them together with regular financial statements to the Board of Directors of the Society.

## **12.3 Formation of Internal Policies**

A branch will have the power to establish their own internal policies provided that the policies do not conflict with the powers nor exceed the powers of the parent society.

## **12.4 Decertification**

A branch can be decertified by special resolution.

- (a) upon dissolution of a branch, all assets of that branch shall revert back to the Ministry of Health services, or other relevant provincial ministry.