ONTARIO MEDICAL ASSOCIATION BY-LAWS

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(a) EXTRACTS FROM THE LETTERS PATENT OF THE ONTARIO MEDICAL ASSOCIATION


INCORPORATION AND OBJECTS

I, HARRY CORWIN NIXON, Provincial Secretary under the authority of the Ontario Companies Act do by these Letters Patent hereby constitute a Corporation without share capital, under the name of ONTARIO MEDICAL ASSOCIATION for the following purposes and objects, that is to say:

a) To cultivate the science of medicine and surgery;
b) To advance the character and honour of the medical profession;
c) To further unity and harmony among its members;
d) To insure the observance of legal duties and obligations imposed on the profession in medical matters by the different statutes or the principles of ethics to be established by the Association;
e) To promote the public health;
f) To elevate the standard of the medical and nursing education, both undergraduate and postgraduate;
g) To assist in the advancement of medical legislation for the good of the public and the profession;
h) To study the question of hospitalization and advance by any means in its power the improvement and standardization thereof;
i) To operate or assist in the operation of clinics;
j) To conduct or assist in conducting research work in connection with the different medical problems that from time to time confront the profession;
k) To raise by general subscription from public and private bodies or persons, and in any other proper or legal manner, funds for the proper carrying out of the objects herein contained, and to expend the monies so raised in the furtherance of these objects;
l) To establish any necessary trusts for the better carrying out of the foregoing;
m) To establish such committees as may be advisable for the carrying out of these objects, and to delegate any necessary powers of the Association to such committees;
n) To serve humanity and the medical profession by investigation, study and research work in connection with all matters in which the profession can properly interest itself, and to do any necessary act or thing in the premises;
o) To establish such branches as may be considered advisable or necessary;
p) To publish or assist in publishing any journal dealing with medicine, or allied science; and
q) For the purposes aforesaid, to acquire and take over as a going concern the assets and liabilities and advantages of the Ontario Medical Association; and
r) To lend money and to otherwise assist any corporation or corporations approved by the Corporation in providing prepaid medical or surgical care and services ancillary thereto.

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED; that the said Corporation shall be carried on without the purpose of gain for its members, and that any profits or other accretions to the Corporation shall be used in promoting its objects.

HEAD OFFICE
THE HEAD OFFICE of the Corporation to be situated at the said City of Toronto; and

DIRECTORS

The directors of the Corporation shall be elected and shall retire in rotation as follows:

a) At each annual meeting of the Council after the date hereof directors shall be elected to fill the positions of those directors elected by Council whose terms will expire in the year such meeting is held to hold office for a term of two (2) years;

b) At the first election of District Directors after the date hereof by Districts entitled to elect more than one (1) director, the following number of directors shall be elected to hold office until completion of the regular order of business at the annual meeting of Council to be held in the calendar year immediately following the calendar year in which such directors are to take office:
   a. if the number of directors which such District is entitled to elect is an even number, one-half (1/2) of such number, and
   b. if the number of directors which such District is entitled to elect is an odd number, the smallest whole number which is more than one-half (1/2) of the total number of directors which such District is entitled to elect, and the remaining directors to be elected by such District at such election shall be elected to hold office until the completion of the regular order of business at the annual meeting of Council to be held in the second calendar year after the year in which such directors are to take office and at each subsequent election of directors by such District, directors shall be elected to fill the positions of those directors elected by such District whose terms expire in the year in which such new directors are to be elected to take office and such directors shall hold office until the completion of the regular order of business at the annual meeting of Council to be held in the second year after the year in which such directors are elected to take office;

c) At each election of a District Director after the date hereof by a District designated by an odd number which is entitled to elect only one (1) District Director, the District Director shall be elected to take office for a term of two (2) years commencing in each calendar year that is designated by an odd number;

d) At each election of a District Director after the date hereof by a District designated by an even number which is entitled to elect only one (1) District Director, the District Director shall be elected to take office for a term of two (2) years commencing in each calendar year that is designated by an even number; and

e) Each University Representative elected a director after the date hereof shall hold office for a term of two (2) years.

f) Notwithstanding clauses (a) through (e) of these Supplementary Letters Patent, at each annual meeting of the Council after the date hereof, the person elected to the office of “President-Elect”, shall hold office as a director throughout his or her terms as “President-Elect”, “President” and as “Past-President” to a maximum of five years. Notwithstanding anything in these Letters Patent and Supplementary Letters Patent, where the term of office of a director is extended as a result of the application of this paragraph, any provision in these Letters Patent or Supplementary Letters Patent that requires an election to be held to fill the position on the Board held by such director shall not be operative until such director ceases to hold any of the offices of President-Elect, President and Past-President.
COUNCIL DELEGATES

Delegate positions shall be allotted to Districts according to the following formula: Total membership in a given District, divided by total membership in all OMA Districts, multiplied by 129. When the number equals 1.5 or less, the District shall be allowed one delegate. When the number equals 1.51 - 1.99, the District shall be allowed two delegates. When the number equals 2.0 or greater, the number shall be rounded to the lower whole number of delegates for that District.

Delegate positions shall be allotted to Clinical Sections according to the following formula: Total membership in a given Clinical Section, divided by total membership in all OMA Clinical Sections, multiplied by 93. When the number equals 1.5 or less, the Clinical Section shall be allowed one delegate. When the number equals 1.51 - 1.99, the Clinical Section shall be allowed two delegates. When the number equals 2.0 or greater, the number shall be rounded to the lower whole number of delegates for that Clinical Section.

The formula for determining delegates to Council for Districts and for Clinical Sections may be varied as determined by the Board of Directors and as approved by Council.
(b) BY-LAW NO. 1

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of the Ontario Medical Association (hereinafter referred to as the “Association”) as follows:

ARTICLE 1: INTERPRETATION, SEAL AND HEAD OFFICE

1:1 Interpretation

In these by-laws, unless the context indicates otherwise,

“Board” or “Board of Directors” means Board of Directors of the Association;
“Member” or “member” means a member of the Association;
“Special Resolution” means a Resolution passed by the directors and confirmed by at least two thirds of the votes cast at a meeting of Council duly called for that purpose;
“Specialty” means a,
a) specialty or sub-specialty recognized by the Royal College of Physicians and Surgeons of Canada (“RCPSC”),
b) certification granted by the College of Family Physicians of Canada (“CFPC”), or
c) Special Interest or Focused Practice Program of the CFPC;
“Resolution” means a motion passed by at least a majority of the votes cast at a meeting.

1:2 Seal

The seal, which is in the form affixed in the margin hereof, is hereby adopted as the seal of the Association.

1:3 Head Office

The head office of the Association shall be situated in the City of Toronto at such location therein as may be determined from time to time by the Board of Directors.

ARTICLE 2: MEMBERSHIP

2:1 Classes

The Association has four classes of membership:

a) Ordinary Members,
b) Non-Resident Members,
c) Life Members, and
d) Honorary Members.

2:1:1 Ordinary Members

The following persons are eligible to apply to the Association to become Ordinary Members,
a) physicians who hold, or are eligible to hold, a valid certificate of registration issued by the College of Physicians and Surgeons of Ontario and reside or work in the province of Ontario,
b) undergraduate medical students enrolled in one of the accredited medical schools in the province of Ontario,
c) physicians employed by the Federal Government or Canadian Armed Forces while assigned to duty in the province of Ontario, and
d) physicians who have been Ordinary Members of the Association within three years of the date of their application for membership.

2:1:2 Non-Resident Members

Physicians who neither reside nor work in Ontario may be admitted as Non-Resident Members, provided they have been members of the Association within three years of the date of their application for membership. Non-Resident Members do not have the right to vote in any election of the Association, including elections of Council delegates, alternate delegates and Board Directors.

2:1:3 Life Members

Ordinary Members and Non-Resident Members in good standing who have attained the age of 65 years and who have made an outstanding contribution to the work of the Association, medical science or common good in Ontario, are eligible to be elected by the Board of Directors of the Association as Life Members. Life Members have the same duties, rights and privileges in the Association as they previously held as Ordinary Members or Non-Resident Members. Life Members are exempt from the payment of dues.

2:1:4 Honorary Members

The Board of Directors of the Association may, by a two-thirds majority vote, elect persons who have attained eminence in science and/or humanities as Honorary Members. The number of Honorary Members of the Association shall at no time exceed 25. Honorary Members shall be entitled to all privileges of the Association, with the exception of the right to vote. Honorary Members are exempt from payment of annual dues.

2:2 Dues

For the classes of Life and Honorary Membership, there shall be no dues, and for all other classes of membership, the Board of Directors shall establish the dues.

2:3 Internal Groups

Each member of the Association shall be a member of a Territorial Division and a District and may be a member of a Section and a Section Assembly as provided for in Articles 4, 6, 7 and 8.

2:4 Conditions of Membership

All members of the Association, as a condition of being granted membership, agree,
a) to accept, uphold and be governed by the Letters Patent and the by-laws of the Association, and by any amendments or additions that may be made to them after their admission to membership,
b) to abide by, and accept the rulings and decisions of properly-constituted authorities of the Association, and
c) to waive any right or claim to damages or any action for any other relief in any way arising from or relating to any ruling or decision of the properly-constituted authorities of the Association.

2:5 Right to Hold Office

2:5:1 To hold an elected office of the Association, Territorial Division, District, Section, or Section Assembly (“Elected Office”), a member must be either,

i) a member,
   a. who is an Ordinary Member, Honorary Member, or Life Member who was an Ordinary Member immediately before being elected to Life Membership,
   b. who resides or practices in Ontario, and
   c. who,
       i. does not hold a certificate of registration that is suspended or has been revoked by the College of Physicians and Surgeons of Ontario, or
       ii. has not surrendered, resigned or not renewed their certificate of registration within one year of an investigation by the College or a suspension of their certificate by the College, or

ii) an Ordinary Member who is an undergraduate medical student enrolled in one of the accredited medical schools in the province of Ontario (“Qualifications”).

2:5:2 Any member who ceases to meet the above Qualifications shall forthwith cease to hold all Elected Offices.

2:6 Termination of Membership

Membership in the Association shall automatically cease on death, resignation or suspension or expulsion under article 3.

ARTICLE 3: DISCIPLINE

3:1 Suspension or Expulsion of Members

3:1:1 The Board of Directors shall have power to suspend for any period of time, or to expel from membership, any member who, in the opinion of the Board, has not conducted himself or herself in accordance with these by-laws or has acted in a disgraceful, dishonourable or unprofessional manner.
4:1 Membership

The membership of the Association shall be divided geographically into Territorial Divisions. Members of the Association in active practice shall be members of the Territorial Division in which they maintain their office, unless they have been members of other Territorial Divisions continuously since April 26, 1993 and elect to continue being members of those other Territorial Divisions. Members of the Association not in active practice shall be members of the Territorial Division in which they reside, unless they elect to be members of the Territorial Division where they last practiced.

4:2 Recognition

4:2:1 Any group of members in good standing may apply to the Board for recognition as a new Territorial Division of the Association.

4:2:2 Application for New Territorial Division

An application for recognition of a new Territorial Division shall be sponsored by not fewer than 50 members of the Association and shall specify the proposed geographical area in Ontario for the new Territorial Division. The Board of Directors shall consider such application and may, if it sees fit, consult with the members practising in, and the branch societies, if any, operating in, the geographical area proposed for the new Territorial Division. If the proposed geographical area for the new Territorial Division overlaps the geographical area of one or more existing Territorial Divisions, the Board shall consult with the members of such existing Territorial Divisions.

The Board shall make a recommendation to Council at the next regular meeting of Council regarding the application for the new Territorial Division. If the geographical area proposed for the new Territorial Division overlaps any existing Territorial Divisions, the Board shall recommend to Council whether the geographical boundaries of the existing Territorial Divisions should be altered. Council shall decide by resolution whether to create a new Territorial Division or amend the geographical boundaries of any existing Territorial Divisions.
4:2:3  Change in Boundaries

Any Territorial Division may apply at any time to the Board to change its geographical boundaries. The Board shall consider such application and may, if it sees fit, consult with the members practising in, and the branch societies operating in, the new geographical area proposed for the Territorial Division. If the proposed new geographical area overlaps the geographical area of one or more other Territorial Divisions, the Board shall consult with the members of such other Territorial Divisions.

The Board shall make recommendations to Council at the next regular meeting of Council regarding the requested change in geographical boundaries for the Territorial Division and any change to the geographic boundaries of other Territorial Divisions. Council shall decide by resolution whether to accept, reject or modify the new geographical area for the Territorial Division.

4:2:4  Territorial Division Records

The Territorial Division shall cause to be prepared accurate attendance records and minutes of the business of the annual meeting and shall transmit such records to the Association.

4:2:5  Dissolution

A Territorial Division may be dissolved by resolution of Council on report from the Board of Directors indicating lack of interest in the Territorial Division or on other sufficient cause. The Board of Directors shall give consideration to an application made by any group of members of any Territorial Division of the Association for the dissolution of the Territorial Division of which they are members. Before deciding upon the dissolution of any Territorial Division, the Board of Directors may consult with the membership of the Territorial Division and the executive of any branch society operating in the Territorial Division.

4:2:6  If a Territorial Division fails to hold two consecutive Annual Meetings, the Chief Executive Officer of the Association shall give notice to the officers of the Territorial Division, as recorded in the records of the Association, that the Territorial Division shall be deemed to be “Inactive” as of the date of the notice and that it shall be dissolved immediately after the termination of the next Annual Meeting of Council unless an Annual Meeting of the Territorial Division is held prior to that time.

4:2:7  While a Territorial Division is Inactive, it is not eligible to receive any of the benefits or privileges of being a Territorial Division of the Association and, without restricting the generality of the foregoing, loses the right to receive any funding from the Association.

4:2:8  If, after notice has been sent to a Territorial Division under article 4:2:6, it fails to,

a) hold an annual meeting, and
b) provide to the Chief Executive Officer the records required under article 4:2:4 for that meeting,
before the next Annual Meeting of Council, the Territorial Division shall dissolve immediately after the termination of that next Annual Meeting of Council.

ARTICLE 5: BRANCH SOCIETIES

5:1 Designation and Privileges

The Board of Directors may recognize an organized medical society representing the legally-qualified medical practitioners in a Territorial Division as the branch society of the Association for that Territorial Division. Each branch society thus recognized shall have the privileges and responsibilities herein set forth.

5:2 Duties and Responsibilities

5:2:1 Each branch society shall be so organized that it can promote the objects of the Association among its members and the public.

5:2:2 Each branch society may organize and administer its affairs in such manner as it may see fit, consonant with the laws of the province of Ontario and with these by-laws. Each branch society shall provide the Chief Executive Officer of the Association with a list of its executive officers and, on request, shall provide the Chief Executive Officer with a list of members.

5:2:3 Each branch society shall take such steps as it deems proper to increase membership in the Association. To assist the branch society in this regard, the Chief Executive Officer shall supply each branch secretary during July or August of each year with a list of practicing physicians who appear to have an office within the geographical boundaries of the branch society and non-practicing physicians who appear to reside within the geographical boundaries of the branch society.

5:2:4 Each branch society shall meet regularly for the purpose of discussing business and scientific subjects. It is desirable that a concise report of each meeting be forwarded to the Association by the secretary of the branch society.

5:2:5 The Association shall have no control over, nor any claim against, the assets of any branch society, nor shall the Association be, in any way, liable or responsible for the liabilities of any branch society.

5:2:6 All the branch societies shall be expected to appoint other representatives to standing or special committees as may be indicated by these by-laws or requested by the Board of Directors.

ARTICLE 6: THE DISTRICTS

6:1 District Associations

The geographic territory of Ontario is divided into 11 Districts,
OMA By-Laws
as ratified by Council
May 1, 2016

District 1 – Essex, Lambton and Kent
District 2 – Middlesex, Elgin, Oxford, Norfolk and Brant (excluding Tavistock)
District 3 – Huron, Bruce, Grey, Perth, Wellington, Waterloo and Tavistock
District 4 – Haldimand-Norfolk, Niagara, Hamilton-Wentworth, Halton
District 5 – Peel, York, Simcoe, Dufferin and Muskoka
District 6 – Victoria, Peterborough, Durham, Northumberland, Prince Edward and Hastings, Haliburton and Ontario
District 7 – Frontenac, Leeds, Lennox and Addington, and Grenville County excluding the township of Oxford
District 8 – Ottawa-Carleton, Russell, Stormont-Dundas-Glengarry, Prescott, Lanark, Renfrew, the town of Kemptville and the township of Oxford in the County of Grenville
District 9 – Algoma, Timiskaming, Sudbury, Nipissing, Parry Sound, Cochrane
District 10 – Kenora, Rainy River, Thunder Bay
District 11 – City of Toronto

6:1:1 The members of the Territorial Divisions in each District are members of the District.

6:2 District Directors

6:2:1 The number of District director(s) which each District is entitled to elect every other year shall be as follows:

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6:2:2 The distribution of the District directors amongst the Districts may be adjusted by a by-law approved by resolution of Council, provided the total number of District directors remains equal to 19. A by-law changing the total number of District directors from 19 shall be confirmed by a special resolution.

6:2:3 The term of office shall commence as follows:

a) Directors from Districts 1, 3, 7 and 9 shall take office in calendar years designated by odd numbers.
b) Directors from Districts 6 and 10 shall take office in calendar years designated by even numbers.
c) For directors from Districts 2, 4, 5 and 8, one director shall take office in even-numbered years and the other shall take office in odd-numbered years.
d) For directors from District 11, three directors shall take office in even-numbered years and two directors shall take office in odd-numbered years.

6:2:4 The Board of Directors may, by by-law, create a new District, altering the boundaries of other Districts appropriately to give the new District a defined geographical area. Such by-law shall not become effective until approved by a resolution of Council, and shall include provision in
accompanying with articles 6:2:1 and 6:2:3 stating the number of District directors which such new District shall be entitled to elect and the year in which the term of office is to commence.

6:2:5 On the advice of District members, Districts having more than one director may divide their geographic territory into two or more ridings for the purpose of electing directors. The District executive shall provide to the Chief Executive Officer the geographic boundaries of such ridings, and as required by article 6:2:3, the year in which the term of office is to commence for each riding.

6:3 District Delegates

6:3:1 The District delegates to Council are the,

a) District Directors,
b) District chair, and
c) the District delegates elected pursuant to article 6:3:2.

6:3:2 The Association shall annually conduct a mail and/or electronic ballot for each District for the purpose of electing delegates and alternate delegates for a one year term to commence immediately following their election. The number of delegates to be elected by each District shall be the number specified in the Letters Patent of the Corporation determined by reference to the number of members of such District on October 1 immediately prior to the election. The number of alternate delegates that may be elected by each District may not exceed twice the number of delegates elected by that District.

6:3:3 A District may, with the approval of the Board, divide its geographic territory into two or more ridings for the purpose of electing delegates.

6:3:4 In the event that a delegate to the Council elected by the District cannot attend a meeting of Council, one of the alternate delegates shall be selected to attend such meeting of Council.

6:4 District Executive

6:4:1 Composition

6:4:1:1 The District executive is composed of:

a) a member from the executive of each branch society in the District appointed in each instance by the branch society, except in those Districts where there are three or fewer branch societies, in which case each branch society shall appoint two members from their executive to the District executive. In addition to the foregoing, each branch society shall appoint one alternate member,
b) the District director(s), and
c) the District chair, and
d) District secretary.

6:4:1:2 If any vacancy shall occur in any office of the District executive, other than that of District director, a member of the District executive may, by an instrument in writing signed by the
majority, fill such vacancy. If the person who last held the post was a representative from the executive of a branch society, the appointment to fill the vacancy must be from among the members of such branch society. Any person appointed to fill such vacancy shall hold office until the next election of the District executive as specified in article 6:6.

6:4:2  Term of District Executive

6:4:2:1  The term of office of the District Chair and Secretary is one year and shall commence immediately after the election.

6:4:2:2  A member, after serving on a District executive for 10 consecutive years, is ineligible to be elected as District Chair or Secretary for that District for a period of two years.

6:4:2:3  A member may not serve as a District Chair or Secretary for more than 20 years in total.

6:4:3  Meetings of District Executive

6:4:3:1  Meetings of the District executive may be called by the District chair, upon request of the District director(s) made to the chair, at the request of the Board of Directors, at the request of a branch society within the District, or at the written request of any 10 members of the Association in good standing in the District.

6:4:3:2  The quorum for District executive meetings shall be one-quarter of the members of the District executive.

6:4:3:3  Members of the Association shall be eligible to attend meetings of the District executive and to take part in the discussion without voting power.

6:4:4  Duties of the District Executive

6:4:4:1  The District executive shall act in an advisory capacity to the District director(s).

6:4:4:2  The District director(s) shall be a member of the Board of Directors of the Association.

6:4:4:3  The District executive shall plan the annual meeting of the District in conjunction with the executive officers of the host branch society.

6:4:4:4  The District executive shall plan the reception for the officer of the Association on the occasion of his or her official visit to the District. A suitable time and place shall be arranged on the program for the annual District meeting so that the officer of the Association may meet and address the greatest number of members in the District.

6:4:4:5  The District executive shall deal with subjects between meetings of the District referred to it by:

a) The Board of Directors;
b) Any branch society in the District;
c) Any group of not less than 10 members of the District.
6:4:4:6 The District executive shall submit items to the Association for inclusion on the agenda of the annual business meeting of the District.

6:4:4:7 The chair or his or her appointees shall report to the annual District meeting.

6:4:4:8 The secretary of the District executive shall forward the minutes of meetings of the District executive to the Association for copying and distribution to members of the District executive and secretaries of branch societies.

6:4:4:9 Each District director shall make an official visit yearly to each branch society in his or her District.

6:5 District Nominating Committee

6:5:1 Composition

The District Nominating Committee shall be composed of one vice-president of each branch society designated for such purpose by such branch society, or an alternate appointed by such branch society. The District Nominating Committee shall elect its own chair from amongst its own members.

6:5:2 Duties of the District Nominating Committee

6:5:2:1 The District Nominating Committee shall be convened by the vice-president of the host society. The District Nominating Committee shall,

a) nominate the District director(s) from among the members of the Association in the District. If the District is divided into ridings, the nominee for a riding shall be selected by the members of the District Nominating Committee who represent branch societies within that riding;
b) nominate the chair of the District executive;
c) nominate the secretary of the District executive;
d) nominate branch society representatives and/or alternates on the District executive to represent those societies that have not previously appointed a representative(s) or an alternate(s);
e) nominate the District delegates to Council;
f) nominate representatives to such other groups as have indicated that they wish to have a District representative; and
g) recommend the host society for District meetings.

6:5:2:2 It shall be the duty of the chair to cause the report of the Nominating Committee to be completed and be communicated to the members at a reasonable time prior to the election.

6:6 Elections

6:6:1 Elections of the District directors, the chair and the secretary of the District executive and delegates shall be by mail and/or electronic ballot.
6:6:2 The procedures for election of District directors, officers and delegates by mail and/or electronic ballot, including such matters as eligibility, notice requirements, majority vote, tie votes, and scrutineering, shall be as approved by the Board of Directors of the Association.

6:7 Annual District Meeting

6:7:1 District annual meetings shall be held for the purpose of:

   a) conducting one or more scientific sessions in co-operation with, and at the discretion of, officers of the host branch society and the District executive;
   b) making the members more familiar with the activities of the Association in the interests of the profession in this province; and
   c) discussion and disposal of business concerning the interests of the profession in the District.

6:7:2 At each annual District meeting, the following conditions will pertain:

   a) the scientific portion of the annual District meeting shall be open to all members of the profession;
   b) the annual business meeting shall be held during the annual meeting of the District; and
   c) the annual District business meeting shall be open to all members of the Association as observers, but only members of the District shall be entitled to vote.

6:7:3 Notice of the time and place of each annual meeting of a District association shall be given by the secretary of the District executive upon the instructions of the District executive at least one month prior to the date on which the annual meeting of the District association is to be held. Upon the failure of the District executive to arrange the annual District meeting and to give such notice, unless an annual District meeting is not required, the executives of any two branch societies in the District may request the Chief Executive Officer of the Association to arrange the annual District meeting and to give notice thereof; any meeting so arranged by the Chief Executive Officer of the Association shall be deemed fully and validly constituted.

6.8 Special District Meeting

The District executive may, upon its own authority and shall, upon presentation of a request made in writing by delegates to Council representing at least one-half of the Territorial Divisions in the District, give notice to each member of the District association of a special meeting of the members in that District. Any such request and the notice shall specify the matters to be considered at such meeting or shall state that such meeting is to consider all matters within the jurisdiction of a general meeting of the members of the District, but no elections shall be held at such a special meeting. Any such notice shall be given not more than seven days after any such request is received by the District executive, and any such special meeting shall be held not more than three weeks after notice thereof is given. A copy of the notice of any such special meeting shall be forwarded to the Chief Executive Officer of the Association at the same time that it is sent to the members of the District association.
ARTICLE 7: SECTIONS

7:1 Types

The Association has two types of Sections,

a) Trainee Sections, and
b) Clinical Sections.

7:2 Trainee Sections

The Trainee Sections are,

a) Medical Students, and
b) Residents.

The Section on Medical Students shall be entitled to elect 7 delegates to Council and the Section on Residents shall be entitled to elect 8 delegates to Council. A Trainee Section may elect to be a member of an Assembly.

7:3 Clinical Sections

7:3:1 Any group of members that is primarily interested in a Specialty or one or more Specialties may apply to the Board to be approved as a Clinical Section of the Association.

7:3:2 Application

7:3:2:1 An application for approval of a Clinical Section shall,

a) identify the Specialty or Specialties for the proposed Section,
b) enclose draft rules for the proposed Section, and
c) be signed by,

a. at least 50 members, or
b. at least 25 members who constitute at least 80% of the total number of members for the Specialty listed in the most recent edition of *Physicians in Ontario* published by the Ontario Physician Human Resources Data Centre,

who confirm that they will become primary members of the Section if it is approved by the Association.

7:3:2:2 An application under article 7:3:2:1 shall not restrict a proposed Section to,

a) an “adult” or “pediatric” branch of a Specialty, or
b) a RCPSC or CFPC Specialty when both Colleges recognize a Specialty in a substantially similar area of medicine.

7:3:2:3 The Board shall consider the application and, if it satisfies the requirements of these by-laws, the Board shall make a recommendation to Council regarding the granting of Section status to
the applicants. If Council approves the application, it shall assign the new Section to an Assembly.

7:4 Membership in Sections

7:4:1 No person shall be a member of a Section who is not a member of the Association.

7:4:2 Each Association member may designate annually, in the annual membership renewal form, no more than one Section as his or her primary Section, and shall be known as a primary member of that Section. An Association member may select additional Section(s) for membership, and shall be known as a secondary member of those Section(s).

7:4:3 Subject to article 7:3:2:2, the rules of a Section may limit membership in the Section to persons who are members of the Specialties identified under article 7:3:2:1 a).

7:4:4 Each Section must maintain at least the number of primary members required by article 7:3:2:1 c).

7:5 Responsibilities and Privileges

7:5:1 The affairs of a Section, including rules for admission to the Section, shall be governed by rules and regulations prepared by the Section and approved by the Board of Directors. The Goals and Objectives of the Association, as amended from time to time, shall be deemed to be including in the rules and regulations of each Section of the Association. Sections,

a) may discuss business affairs relating to its interests and through its officers make recommendations to the directors for consideration and action.

b) may appoint such committees as it deems necessary to cover the work of the Section. Such committee reports shall be dealt with by the executive of the Section prior to their transmission to the Board of Directors for consideration and action.

c) shall cooperate with committees and other Sections, under the direction of the Board of Directors.

d) may be called upon to name representatives to committees of the Association.

e) shall adhere to and comply with all policies of the Association which expressly apply to Sections.

f) shall deal with any matter referred to it by Council or the Board of Directors.

7:6 Election of Officers

7:6:1 Primary Members of the Section shall annually by mail and/or electronic ballot elect officers as may be considered necessary by the Section.

7:6:2 If a vacancy occurs in any office of the Section, the remaining officers of the Section may, by an instrument in writing signed by the majority of them, fill such vacancy and any person appointed to fill such vacancy shall hold office until the next election of officers of the Section.

7:6:3 In articles 7:6:4 - 7:6:6, “Officer” means the Chair, or a Vice-Chair, Secretary, Treasurer, or a combination thereof, of a Section.
7:6:4 Each Section shall have a Chair and at least two other Officers.

7:6:5 A member, after serving as an Officer for 10 consecutive years, is ineligible to be elected as an Officer of that Section for a period of two years.

7:6:6 A member may not serve as an Officer for more than 20 years in total.

7:7 Duties of Officers

7:7:1 The chair shall preside at meetings of the Section and of the executive of the Section.

7:7:2 The Secretary shall attend the meetings of the Section and shall cause to be prepared accurate attendance records and minutes of the business of such meeting and shall transmit such documents to the Association within 90 days after the meeting of the Section.

7:8 Meetings

7:8:1 Meetings of a Section shall be called at least annually on at least two weeks’ notice given to each member of the Section by the secretary of the Section on the instruction of the executive of the Section, provided that the secretary of the Section and the executive of the Section are required to arrange and give notice of the meeting of the Section within a reasonable time after the executive of the Section receives a written request for a meeting signed by a number of members at least equal to the number of members which shall constitute a quorum for meetings of the Section, or by any 25 members of the Section, whichever is less. Each Section shall determine the quorum for its meetings in accordance with the rules and regulations prepared by the Section and approved by the Board of Directors.

7:8:2 All meetings of any Section shall be open to all members of the Association. At a business meeting of a Section, members of the Association who are not members of the Section shall only be permitted to enter discussion at the discretion of the chair. Voting at business meetings is restricted to members of the Section.

7:8:3 Special meetings of any Section may be held at any time on call of the chair of the Section.

7:9 Election of Delegates

7:9:1 The Association shall annually conduct a mail and/or electronic ballot for each Section for the purpose of electing delegates and alternate delegates for a one year term to commence immediately following their election. The number of delegates to be elected by each Section shall be the number specified in the Letters Patent of the Corporation determined by reference to the number of primary members of such Section on October 1 immediately prior to the election. The number of alternate delegates that may be elected by each Section may not exceed twice the number of delegates elected by that Section. Only primary members in good standing of a Section shall be entitled to vote in the election of the delegates and alternate delegates of the Section.
7:9:2 The procedures for election of Section officers and delegates by mail and/or electronic ballot, including such matters as eligibility, notice requirements, majority vote, tie votes, and scrutineering, shall be as approved by the Board of Directors of the Association.

7:9:3 In the event that a delegate to the Council elected by the Section cannot attend a meeting of Council, one of the alternate delegates shall be selected to attend such meeting of Council.

7:10 Dissolution of Sections

7:10:1 A Section may be dissolved by resolution of Council on report from the Board of Directors indicating lack of interest in the Section or on other sufficient cause, including failure to adhere to or comply with a policy of the Association which expressly applies to the Section; and the Section, so dissolved, shall not be revived, except under a new application for recognition.

7:10:2 If the number of primary members of a Section, as recorded in the records of the Association, should fall below the number of primary members required by article 7:3:2:1, the Chief Executive Officer of the Association shall give notice to the officers of the Section, as recorded in the records of the Association, that the Section shall be deemed to be “Inactive” as of the date of the notice and that it shall be dissolved immediately after the termination of the next Annual Meeting of Council unless the number of primary members of the Section as recorded in the records of the Association is increased to at least the number of primary members required by article 7:3:2:1 prior to that time.

7:10:3 If a Section fails to hold two consecutive Annual Meetings, the Chief Executive Officer of the Association shall give notice to the officers of the Section, as recorded in the records of the Association, that the Section shall be deemed to be “Inactive” as of the date of the notice and that it shall be dissolved immediately after the termination of the next Annual Meeting of Council unless an annual meeting of the Section is held prior to that time.

7:10:4 While a Section is Inactive, it is not eligible to receive any of the benefits or privileges of being a Section of the Association and, without restricting the generality of the foregoing, loses the right to:

a) elect delegates to Council under article 7:9,

b) participate in Assembly nominations of candidates for election to the Board of Directors by Council under article 9:8,

c) attend Committee on Tariff meetings, and

d) receive any funding from the Association.

7:10:5 If, after notice has been sent to a Section under article 7:10:2, it fails to increase its primary membership before the next Annual Meeting of Council, the Section shall dissolve immediately after the termination of that next Annual Meeting of Council.

7:10:6 If, after notice has been sent to a Section under article 7:10:3, it fails to,

a) hold an annual meeting, and

b) provide to the Chief Executive Officer the records required under article 7:7:2 for that meeting,
before the next Annual Meeting of Council, the Section shall dissolve immediately after the termination of that next Annual Meeting of Council.

7:10:7 Where in accordance with this by-law a Section is dissolved, the delegates to the Council and alternate delegates to the Council from such Section shall cease to hold office immediately after the conclusion of the meeting of the Council at which the dissolution of the Section is authorized.

ARTICLE 8: SECTION ASSEMBLIES

8:1 Assemblies

The four Assemblies of the Association are:

a) Medical specialties,
b) Surgical Specialties,
c) Diagnostic Specialties, and
d) General and Family Practice:

8:2 Sections may only belong to one Assembly.

ARTICLE 9: THE COUNCIL

9:1 Governing Body

The governing body of the Association, subject to the provisions hereinafter contained with regard to general meetings of members, shall be the Council of the Association.

9:2 Council Delegates

9:2:1 Council is composed of the:

a) District Directors,
b) District Chairs,
c) delegates elected by Districts under article 6, and
d) delegates elected by Sections under article 7.

No person shall be elected as a Council delegate who is not a member of the Association from the District or Section for which the election is to be held.

9:2:2 Term of Council Delegates

9:2:2:1 A member, after serving as a delegate for a District or Section for 10 consecutive years, is ineligible to be elected by that District or Section for a period of two years.
9:2:2:2 Notwithstanding anything else in these by-laws, a member may not serve as a delegate for more than 20 years in total, exclusive of time served as a delegate for a Trainee Section.

9:2:2:3 Articles 9:2:2:1 and 9:2:2:2 do not apply to the President or the Chair of the Board of the Association.

9:3 Meetings of the Council

9:3:1 The annual meeting of Council shall be held at the place and on the date determined by the Board of Directors, provided that each annual meeting shall be held within 15 months after the last preceding annual meeting of Council. Special meetings of Council may be called at other times by the Board of Directors. The Chief Executive Officer shall give notice of a Special meeting of Council within two weeks following delivery to the Chief Executive Officer of a request signed by at least 25 members of the Council for a special meeting of the Council, and hold such a meeting within four weeks after the delivery of such a notice. No notice shall be required to be given to Council members of any adjournments of meetings of Council at which no new business will be introduced; at least 10 days’ notice in writing of any other meeting of Council must be given by the Chief Executive Officer to each member of the Council. Only the business referred to in the notice or contained in supplementary reports of the Board of Directors and the committees concerned may be discussed. Notice of the annual meeting of the Council shall in all cases be given to the auditor of the Association.

9:3:2 Meetings of the Council may be held at any place within Ontario and at any time.

9:4 Chair of Council

9:4:1 At the annual meeting of the Council, a Chair of Council shall be elected to hold office for a one year term commencing immediately following the conclusion of the meeting. The person elected as Chair of Council must be a member of the Association but need not be a Council delegate. In conducting the election, Council shall consider any member recommended by the Committee on Nominations, but such nomination shall be treated in the same fashion as any nomination made by members of the Council. A member may only hold the Chair of Council position for a total of 10 years.

9:4:2 The duties of the Chair of Council shall be:

a) to preside at all meetings of the Council and to ensure that the meetings are conducted in accordance with the charter and by-laws of the Association. The Chair of Council shall, where he or she is a delegate to Council, retain his or her right to vote, but shall not be entitled to a second or casting vote.

b) to decide upon the relative order of all business to be presented to the Council, in consultation with the President.

9:4:3 The Chair of Council shall be reimbursed for legitimate travelling and maintenance expenses incurred in the performance of his or her duties.

9:4:4 The Chair of Council shall remain in office until the conclusion of the annual meeting of Council; the member of the Association elected as Chair of Council at such meeting shall assume office
immediately following the conclusion of the meeting; provided only that where the meeting is recessed or adjourned for a period in excess of one month, the new Chair of Council shall assume office immediately upon the conclusion of the session at which such recess or adjournment is decided upon.

9:4:5 If the Chair of Council shall die or resign during his or her year of office, the Board of Directors may appoint any member of the Association as Chair of Council for the balance of the said term.

9:5 Vice-Chair of Council

9:5:1 At the annual meeting of the Council, a Vice-Chair of Council shall be elected to hold office for a one year term commencing immediately following the conclusion of the meeting. The person elected as Vice-Chair of Council must be a member of the Association but need not be a Council delegate. In conducting the election, Council shall consider any member recommended by the Committee on Nominations, but such nomination shall be treated in the same fashion as any nomination made by members of the Council. A member may only hold the Vice-Chair of Council position for a total of 10 years.

9:5:2 The Vice-Chair of Council shall assist the Chair of Council and shall perform the duties of the Chair of Council in the absence of the Chair of Council.

9:6 Powers of the Council

9:6:1 Each meeting of Council shall for all purposes be deemed to be, and to have all the powers of, a meeting of the members, provided that such powers may still be exercised by a general meeting of members.

9:6:2 Council shall deal with and decide all matters as would ordinarily be dealt with by a general meeting of the Association, including, without in any way restricting the generality of the foregoing, the following:

a) the election from among the members of the Association of five directors of the Association, as provided in article 9:8,
b) the election of the President-Elect,
c) the election from among the members of the Association of the chair and/or members of committees of Council for a term not greater than one-year,
d) the reports of the Board of Directors, committees and Sections,
e) any business originating in or relating to the branch societies, which is for the general welfare of the public, the profession or the Association,
f) business that may result from petitions, appeals, recommendations or complaints,
g) the relations between the Association and the Canadian Medical Association,
h) instructions for the delegates and/or appointees of the Association to other organizations or bodies, and
i) appointment of the auditor of the Association.
9:7 Directors elected by Council

9:7:1 The five directors elected by Council shall be elected from the Section Assemblies as follows: two directors from the membership of the General and Family Practice Assembly and one director each from the membership of the Medical, Diagnostic and Surgical Assemblies.

9:7:2 Any member of the Association in good standing who is a member of a Section Assembly and is nominated and seconded by delegates to Council may stand for the office of Council Director from that Section Assembly.

9:7:3 The term of office shall commence as follows:

a) the Director from the Surgical Specialties shall take office in calendar years designated by even numbers,
b) the Directors from the Medical Specialties and the Diagnostic Specialties shall take office in calendar years designated by odd numbers, and
c) one Director from the General and Family Practice Assembly shall take office in each calendar year.

9:8 Elections at Council

9:8:1 Election of the Directors elected by Council shall take place at a meeting of Council prior to the Annual Meeting. Election of the President-Elect shall take place at the Annual Meeting.

9:8:2 Elections at a meeting of Council shall be conducted according to the procedure approved by Council and published in the “Rules of Conduct of Council Meetings”.

9:9 Reports to the Members

The Council shall make available to the members of the Association an annual statement of its proceedings, which statement shall deal with each of the following matters:

a) each of the matters previously specifically stated to be required to be dealt with by the Council,
b) matters relating to affiliations,
c) the making, amending, and repealing of by-laws,
d) any proposals for special assessments, and
e) the report of the Audit Committee and the report of the auditor.

9:10 Appointment and Duties of the Auditor

9:10:1 The members shall, at each annual meeting, appoint an auditor who is not a director, officer or employee of the Association, or a partner, employer or employee of any such director, officer or employee, to hold office until the next annual meeting.

9:10:2 The Board of Directors may fill any vacancy in the office of auditor between meetings of Council.
9:10:3 The auditor shall examine the financial statements of the Association for each completed financial year of the Association and shall make a report to the members on the financial statements in which he or she shall state whether in his or her opinion the financial statements referred to therein present fairly the financial position of the Association and the results of its operations for the period under examination in accordance with generally accepted accounting principles.

9:10:4 The auditor shall examine and report on such other financial affairs of the Association at any time during the year as may be requested by the Audit Committee or Board of Directors.

9:10:5 The auditor’s report and the financial statements to which it relates shall be submitted to the Audit Committee.

9:10:6 The auditor’s report and the audited financial statements shall be open to inspection by all members of the Association.

9:10:7 The auditor shall comply with all other duties imposed on him or her by the Corporations Act (Ontario) and shall have all the powers conferred upon him or her by that Act.

9:10:8 The auditor shall be entitled to receive notice of every meeting of the Audit Committee called to consider the Association’s financial statements and, at the expense of the Association, to attend and be heard thereat.

9:11 Voting

9:11:1 Elections at a meeting of Council shall be conducted according to the procedure approved by Council and published in the “Rules of Conduct of Council Meetings”.

9:12 Quorum

The quorum for the transaction of business at Council meetings is 50 Council members.

ARTICLE 10: BOARD OF DIRECTORS

10:1 Management of Affairs of the Association

The affairs of the Association shall be managed by a Board of Directors, all of whom shall be members of the Association. The Board shall, until altered by special resolution, be composed of up to 25 directors.

10:2 Board of Directors Reimbursement

Each member of the Board of Directors shall be reimbursed in accordance with the decision of the Council.
10:3 Members’ Expenses

The Board of Directors, with the approval of the Council, may provide by resolution for payments to be made from the funds of the Association to indemnify members of the Association who have incurred legitimate travelling and maintenance expenses or who have suffered other financial losses while engaged in the business of the Association in order that such members may not suffer any financial loss through the business of the Association.

10:4 Term of Directors

10:4:1 The term of office of a Director is two years commencing after the conclusion of the annual meeting of Council.

10:4:2 A member, after serving as a Director for 10 consecutive years, is ineligible to be elected as a Director for a period of two years.

10:4:3 Notwithstanding article 10:4:2, the term of office of a director who is elected,

a) to the Executive Committee may be extended for up to 6 years as long as the member continues as a member of the Executive Committee, and

b) as President-Elect shall be extended until such person ceases to hold the office of Past-President.

10:4:4 Where the term of office of a director is extended as a result of the application of article 10:4:3 b), any provision in these by-laws that would have otherwise required an election to be held to fill his or her position on the Board shall not apply until he or she ceases to hold the offices of Past-President. Notwithstanding article 10:4:1, if the term of the Past-President ends in a year when there would not otherwise have been an election for that position on the Board, the term of the new director to be elected will be one year only.

10:4:5 Notwithstanding anything else in these by-laws, a member may not serve as a Director for more than 20 years in total.

10:5 Composition of Board of Directors

10:5:1 The Board of Directors shall be composed of the following members:

a) the directors elected by the Council,
b) the District directors, and
c) the academic representative.

10:5:2 The academic representative shall be the Chair of the Academic Medicine Forum and shall hold office as director for a two-year term.

10:5:3 Vacancies

As long as there is a quorum of directors in office, any vacancy occurring in the Board of Directors may be filled for the remainder of the term by the directors then in office by appointment from among members of the Association.
10:5:3:1 In filling the vacancy, the Board of Directors shall give first consideration to persons proposed as follows:

a) for the position of District director: the executive of the District in question,
b) for the position of academic representative: the executive of the Academic Medicine Forum, and
c) for the position of Council director: the nominating committee relevant to the position in question.

10:5:3:2 A director appointed to fill a vacancy on the Board of Directors shall hold office for the balance of the term of the director who previously held the position.

10:5:3:3 Where a vacancy occurs on the Board of Directors and, following such vacancy, there is not a quorum of directors in office, the director or directors then in office shall forthwith call a meeting of the Council to fill the vacancy and, in default, or if there are no directors then in office, the meeting may be called by the Chair of Council or any member of the Council.

10:5:3:4 Any person elected or appointed as a director of the Association may at any time resign such office by notice in writing given to the Chief Executive Officer of the Association, which resignation shall be effective immediately upon the receipt of such notice by the Chief Executive Officer, unless the notice specifies the contrary. The Board of Directors may fill the vacancy thus created in the manner prescribed by article 10:5:3, provided that, if the resignation is effective prior to the time the person becomes a member of the Board of Directors, the Board may not fill the vacancy created by such resignation until after such time. The fact that a person has previously resigned a directorship shall not of itself prevent him or her from becoming a director as a result of another election or appointment.

10:5:4 The Council may, by a resolution passed by at least two-thirds of the votes cast at a meeting of the Council of which notice specifying the intention to pass such resolution has been given, remove any director or officer from office before the expiration of his or her term.

10:6 Duties of the Board of Directors

10:6:1 Between the meetings of Council, the Board of Directors shall represent the Council and the members in all business affairs and shall exercise all the rights and powers of the Association. The Board of Directors shall report to Council at the annual meeting and at such other times as the Chair of Council may request.

10:6:2 The Board of Directors shall,

a) elect from among their number a Chair of the Board, an Honorary Treasurer and a Secretary,
b) nominate one or more candidates for the office of the President-Elect for election by Council in accordance with the criteria specified in article 11:1:3,
c) be responsible for the appointment of the appointive officials and fix their salaries,
d) appoint the chair and the members of committees unless otherwise specifically provided for in these by-laws,
e) manage the financial affairs of the Association, including preparing an annual financial plan and approving such action as is required in response to the Budget Committee’s review of the Association’s financial performance,
f) approve policy regarding the investment of funds, the allocation of monies to reserves, the borrowing of funds, internal control systems and Association accounting practices,
g) report annually to Council on its management of the Association’s financial affairs, and
h) have charge of the publication of the Ontario Medical Review and all published proceedings, transactions, memoirs, essays, papers and programs of the Association. The Board may establish by resolution regulations dealing with all aspects of the Review.

10:6:3 The Board of Directors may appoint Life and Honorary Members of the Association.

10:6:4 A director who is elected by a District association or clinical teachers’ association, or from among the members of a Section Assembly, shall report at least once each year to the Board of Directors on the activities of that constituency and shall report at least once each year to that constituency on the activities of the Board of Directors.

10:7 Meetings of the Board

10:7:1 Meetings of the Board of Directors may be held at any place in or outside of Ontario and at any time. Meetings shall be called with at least twenty-four hours’ notice in writing given or sent to every director by the Chief Executive Officer with the authority of the Chair of the Board, or in his or her absence, the President, provided always that meetings of the Board of Directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any director. For the first meeting of the Board of Directors to be held immediately following a general meeting of the Council, or for a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the Board, no notice shall be necessary in order for the meeting to be duly constituted, provided that a quorum of the directors is present.

10:7:2 If all the Directors present at or participating in the meeting consent, a meeting of directors or of a committee of Directors, or the participation of any director, may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in the meeting by those means is deemed for the purposes of this act to be present at the meeting.

10:7:3 Quorum

A quorum of the directors shall be a majority of the directors in office at the time of the meeting.

10:8 Executive Committee

10:8:1 The Board of Directors may elect from among the elected officers of the Association, as described in article 11, an Executive Committee who shall serve during the pleasure of the
Board. The Executive Committee shall consist of no fewer than three and no more than six members, and be chaired by the President.

10:8:2 The Executive Committee may exercise the powers of the Board of Directors between meetings of the Board of Directors. The Executive Committee shall report on all actions it undertakes at the next meeting of the Board of Directors.

10:8:3 The Executive Committee of the Board of Directors may meet at any place in or outside of Ontario at any time. Meetings shall be called and chaired by the President, or in his or her absence, the President-Elect. Three members of the Committee shall constitute a quorum thereof.

10:8:4 The Executive Committee of the Board of Directors shall arrange for an officer of the Association to make an official visit to each District association at the time of its annual meeting, and he or she shall attend the business meeting of the District association and shall receive any suggestions or opinions considered to be of interest to the profession in the District or in the province of Ontario. The officer may present an address to the District association.

10:9 Liability of Directors

10:9:1 Every director or officer of the Association or other person who has undertaken, or is about to undertake, any liability on behalf of the Association, including without limiting the generality of the foregoing, any member of the Committee on Economics or of the Committee on Tariff and any member of an executive of a Section in matters pertaining to fees and tariff and his or her heirs, executors and administrators, and estate and assigns shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Association, from and against:

a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for, or in respect of, any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and

b) all other costs, charges and expenses which he or she sustains or incurs in or about, or in relation to, the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

10:9:2 No director or officer of the Association shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee; or for joining in any receipt or act for conformity; or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association; or for the insufficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested; or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited; or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless the same shall happen by or through his or her own wilful act, neglect or default.
The directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any director or officer of the Association shall be employed by or shall perform services for the Association otherwise than as a director or officer, or shall be a member of a firm or a shareholder, director or officer of a company that is employed by or performs services for the Association, the fact of his or her being a director or officer of the Association shall not disentitle such director or officer or such firm or company, as the case may be, from receiving proper remuneration for such services.

ARTICLE 11: OFFICERS AND OFFICIALS

11:1 Election of Officers

11:1:1 The elected officers of the Association shall be the Chair of the Board, the President, the President-Elect, the immediate Past President, the Honorary Treasurer and the Secretary.

11:1:2 Council shall elect annually a President-Elect who will serve as President upon completion of the term of office as President-Elect and will serve as Past President upon completion of the term of office as President.

11:1:3 A candidate for the office of President-Elect must have been a director for at least one year at the time of the election.

11:1:4 In the event a President-Elect is unable to serve as President, Council shall elect a President. In the event the office of President becomes vacant before the end of a term, the President-Elect shall immediately become President and shall remain in office for the remainder of that term and for the following full term when he or she would have ordinarily occupied the office. In the event the office of President-Elect, President or Past President becomes vacant before the end of a term, and the number of persons serving on the Executive Committee is thereby reduced to five, the Board may elect an additional Board member to serve on the Executive Committee for the remainder of that term.

11:1:5 The Board of Directors shall elect annually from among its members a Chair of the Board, Honorary Treasurer and Secretary. In the event one of these offices becomes vacant before the end of the term, the Board shall elect one of its members to complete the term.

11:1:6 The term of office for an elected officer is one year. Each office is relinquished or assumed upon conclusion of the annual meeting of Council.

11:1:7 All elected officers of the Association shall be reimbursed for legitimate travelling and maintenance expenses while engaged in the business of the Association.
11:2 Duties of Officers

11:2:1 President

The President shall:

a) enforce a due observance of the charter and by-laws of the Association and perform such other duties as usually pertain to this office,
b) represent, or appoint a delegate to represent, the Association in all its official contacts with other medical, scientific, sociological or government bodies,
c) arrange for the time and place of regular and special meetings of the Board of Directors,
d) preside at all social functions of the Association,
e) be ex officio a member of all committees,
f) present a report to the Council at the annual meeting held during his or her term of office, and

g) act as chair at all meetings of the Executive Committee of the Board of Directors at which he or she is present.

11:2:1:1 The President is limited to one consecutive term in office.

11:2:2 President-Elect

The President-Elect shall:

a) assist the President in the performance of his or her duties and in his or her absence, or at his or her request, preside or perform such other functions as are the duties of the President, and

b) be invited to attend meetings of the Executive Committee.

11:2:3 Past President

The immediate Past President shall:

a) be an officer of the Association for the year immediately succeeding the termination of his or her presidency, and

b) be invited to attend meetings of the Executive Committee.

11:2:4 Chair of the Board

The Chair of the Board shall:

a) act as Chair of the Board of Directors or appoint a member of the Board to act as Chair in his or her place and, under the direction of the Board, sign all documents requiring his or her signature, and

b) perform such other duties as may from time to time be required by resolution of the Board of Directors.
11:2:5  **Honorary Treasurer**

The Honorary Treasurer shall:

a) be the custodian of monies, securities and deeds which are the property of the Association, and be accountable for the safekeeping of all funds derived from whatever source, belonging to the Association,

b) cause all bills to be paid as directed by vote of the Council or Board of Directors, making all payment of any kind whatsoever by cheque,

c) cause to be prepared periodic financial statements as requested by the Board or Budget Committee of the Board or Audit Committee of Council,

d) cause to be prepared an annual financial statement which shall be audited by the auditor appointed by Council,

e) chair the Board’s Budget Committee and be a ex officio member of the Audit Committee of Council. The Honorary Treasurer shall assist the Budget Committee in carrying out its duties, as describe in article 12:5:2,

f) cause to be rendered a statement of annual dues for the upcoming year to each member in the latter part of the preceding year, or as soon thereafter as is possible,

g) give a statement of all monies in his or her care to the Board of Directors at any time when requested by the Executive Committee of the Board of Directors,

h) hand over all monies, papers, books, etc. in his or her possession belonging to the Association to such person or persons as may be appointed by the directors to receive them when called upon to do so by a two-thirds vote of the Board of Directors, and

i) have the responsibility for arranging and managing all transactions and services to be rendered on behalf of the OMA through its authorized financial institutions.

11:2:6  **Secretary**

11:2:6:1 The Secretary shall give or cause to be given notices for all meetings of the Board of Directors, the Executive Committee and Council and for meetings of the members when directed by the Board, Executive Committee or Council, and shall have charge of the minute books of the Association and of the documents and registers referred to in the *Corporations Act*.

11:2:6:2 If the office of the Secretary is vacant or if the Secretary is unable to act, the duties of the Secretary shall be performed by another officer of the Association as designated by the Board of Directors.

11:3  **Appointive Officials**

The appointive officials shall be the Chief Executive Officer and such other officials as may be appointed by the Board of Directors. They shall attend meetings of the Board of Directors, meetings of the Council, meetings of the Association and meetings of committees when required and invited by the Board of Directors, but they shall not have a vote.

11:3:1  **Chief Executive Officer**

The Chief Executive Officer shall:

a) assume such duties as may be required by the Board of Directors and acting under its
instruction, he or she shall be an official representative of the Association,

b) be the chief administrative officer of the Association and as such shall give general supervision to the administration of Association affairs, and shall be responsible to the Board of Directors for the implementation of Association programs and policies,
c) develop plans and cost estimates to meet Board policy and program priorities, and
d) arrange and manage all transactions and services to be rendered on behalf of the OMA through its authorized financial institutions as directed by the Board or Honorary Treasurer.

ARTICLE 12: COMMITTEES

12:1 Types of Committees

12:1.1 There are three types of Committees of the Association: Committees of Council, Committees of the Board and Hybrid Committees.

12:1.2 Association members and/or staff may be appointed to represent the Association on committees, working groups, task forces, etc. that include representatives of other bodies than the Association. These are referred to as external committees.

12:2 Committees of Council

Committees of Council are appointed by Council and report to Council.

12:2.1 The permanent Committees of Council are the Audit Committee and Nominations Committee.

12:2.2 Council may appoint additional Committees of Council upon approval annually of the members of the committee and defined terms of reference including goals and objectives, deliverables, scope of authority, schedule and budget. Such committees shall be accountable to Council for their activities.

12:2.3 Unless otherwise specified, appointments to Committees of Council are for a term of one year.

12:3 Committees of the Board

Committees of the Board are appointed by the Board and report to the Board.

12:3.1 The permanent Committee of the Board is the Budget Committee.

12:3.2 The Board may appoint additional Committees of the Board upon approval annually of the members of the committee and defined terms of reference, including goals and objectives, deliverables, scope of authority, schedule and budget.

12:3.3 All committees shall cause accurate minutes of their meetings to be forwarded to the Board of Directors and shall apprise the Board of its progress.

12:3.4 The President or President-Elect shall be a member ex officio of all Committees of the Board.
12:3:5 The Board may appoint to committees persons who are not members of the Association.

12:4 Hybrid Committees

Hybrid Committees are appointed by either the Board or Council and report to the other or are appointed by both the Board and Council.

12:4:1 The permanent Hybrid Committees are the Committee on Committees and the Central Tariff Committee.

12:4:2 Either the Board or Council may appoint additional Hybrid Committees upon approval annually of the members of the committee and defined terms of reference, including goals and objectives, deliverables, scope of authority, schedule and budget.

12:5 Committee Terms of Reference

The terms of reference of the permanent Committees are as follows;

12:5:1 Audit Committee

The Audit Committee has seven members: a chair and five persons elected annually by Council and the Honorary Treasurer. The majority of the persons elected by Council shall be Members. Any vacancy on this committee may be filled between meetings of Council by the Board of Directors. The committee shall,

a) recommend to Council the appointment of an external auditor. The committee shall provide notice to the auditor of each meeting of the Audit Committee.
b) review and advise the Board of Directors on the financial reporting process of the OMA including internal control systems, accounting policies, soundness in the use of OMA resources and objectivity of the independent audit.
c) review the OMA’s audit plan, audit results, and other financial reports.
d) report annually to Council on audit results, on advice provided to the Board, and on the Board’s response to that advice. The Committee’s report to Council shall include the Auditor’s report and the audited financial statements.
e) have the right to obtain, from an appropriate Association representative, employee or group, details of all financial transactions involving the Association.

The committee members shall keep confidential information which they receive through their committee membership which relates to the Association, its employees or members, except as hereinafter provided. The committee may, through the committee chair, disclose confidential information relating to work on the committee, to an appropriate Association representative or Association entity.

The committee shall meet either in person, in writing, by electronic communication or by telephone. The Committee shall meet at least twice annually and when called upon by the chair or by the Board of Directors on at least two days’ notice. The chair shall keep accurate minutes of committee meetings and, upon request, shall deliver such minutes to the Board of Directors or to Council.
Four members of the committee shall constitute a quorum for the transaction of business.

12:5:2 Budget Committee

The Budget Committee has seven members:

a) the Honorary Treasurer of the Association,
b) the chair of the Audit Committee,
c) the Secretary,
d) two additional Board members, and
e) two additional members of the Association who are not Board members.

The Honorary Treasurer shall be the chair of the Committee.

The committee shall,

a) approve the approach to be undertaken for an annual operations review and development of a financial plan and budget based upon the Board’s information needs and particular concerns,
b) review draft plans and budgets in order to make recommendations to the Board based upon policy and program priorities established by the Board,
c) review quarterly reports of OMA financial performance and forecasts in order to recommend to the Board any needed action,
d) recommend to the Board annual membership dues, and
e) recommend policy to the Board regarding investment of funds, allocation to reserves or borrowing of funds.

A majority of the members of the committee shall constitute a quorum for the transaction of business.

12:5:3 Committee on Committees

The Committee on Committees shall recommend members to the Board for appointment to Committees of the Association that have non-Board members. The Committee on Committees has four members:

a) one member of the Executive, elected by the Executive,
b) one member of the Board, elected by the Board, and
c) two members elected by Council.

The Committee shall select its chair from among its members.

12:5:4 Nominations Committee

The Nominations Committee shall recommend members to Council for election to positions.
The Past President of the Association shall be ex officio chair of this committee. In his or her absence, the committee shall elect its own chair.

The Chief Executive Officer shall be secretary to the committee and shall provide notice of the time and place for a meeting of this committee or its subcommittee to the members of the committee or subcommittee. He or she shall also provide the committee’s report to the Council at a time chosen by the Chair of Council.

The Nominations Committee has two subcommittees: the General Nominations Subcommittee and the Assembly Nominations Subcommittees.

12:5:4:1 The General Nominations Subcommittee

The General Nominations Subcommittee shall recommend members for the following offices:

a) the Committee on Audit
b) the Chair and Vice-Chair of Council
c) the two members of the Committee on Committees to be elected by Council
d) members for any other Committees of Council

The Subcommittee is composed of the chair of each District. The secretary of each District shall be an alternate to the chair.

12:5:4:2 The Assembly Nominations Subcommittees

A Nominations Subcommittee shall be constituted for each Section Assembly. Each subcommittee shall name at least three candidates from among the members of the Assembly to stand for election by Council as the Council Director for that Assembly.

The members of each Assembly Nominations Subcommittee is composed of the chair of each Section within the Assembly. The vice-chair or secretary of each Section shall be an alternate to the chair.

12:5:5 Central Tariff Committee

The members of the Central Tariff Committee shall be appointed annually by the Board of Directors.

The Central Tariff Committee shall:

a) keep the Schedule of Fees under review and to make recommendations with respect to such revisions as might be warranted,
b) recommend fees for new codes to be added to the Schedule of Fees,
c) maintain equitable fees within the Schedule of Fees. To recommend such changes in bases for and amounts of payment as will make for equity, and to consider recommendations of the Committee on Economics,
d) provide advice to members pertaining to the Schedule of Fees and billing disputes between members and MOH and third parties, and
e) study and make recommendations regarding all items referred by the Council and/or the Board of Directors.

The report of the recommendations of the Committee shall be presented to Council for approval at least annually.

12:6 Committee Administration

12:6:1 Committees shall meet, upon reasonable notice, at the call of the chair of the Committee or the Board of Directors.

12:6:2 Out-of-pocket expenses and related honoraria will be paid to committee chairs and members in accordance with the OMA Policy on Financial Matters.

12:7 External Committees

A committee chair or department head may appoint a representative to external committees in cases where the decision falls within his or her approved budget and mandate. All such appointments shall be reported to the Board and may be altered by the Board. All other appointments must be referred to the Executive Committee to prepare a recommendation for Board approval. Each appointee must apprise the Board of the progress of the external committee.

ARTICLE 13: FUNDS AND ANNUAL DUES

13:1 Annual Dues

The annual dues for each class of members shall be set by the Board of Directors each calendar year. The annual dues shall be due and payable by each member on January 1 for such year. Any member who has not paid such annual dues before March 31 in such calendar year shall be considered in arrears and will be suspended from membership until such dues are paid.

13:2 Assessment

13:2:1 Council may levy, by a resolution passed by a 75% majority, a special assessment upon the members of the Association.

13:2:2 The method of collection of special assessments referred to in article 13:2:1 shall be approved by Council, unless Council delegates such decision by ordinary resolution to the Board.

13:2:3 Payment of a duly-approved special assessment shall be considered an obligation upon each member to whom it is applicable. Members continuing in arrears of same as set forth in the notice of assessment are liable to suspension by the action of the directors.
13:3 The Association’s Bank Accounts

13:3:1 The Association’s bank accounts shall be kept in such chartered bank or banks and/or trust companies as the Board of Directors may by resolution from time to time determine.

13:3:2 Payment shall be by cheque only. Such cheques shall be signed by two of the persons authorized by the Board of Directors to sign cheques of the Association and shall be covered by voucher.

13:3:3 The Honorary Treasurer or his or her appointee(s) shall be authorized to arrange, settle, balance and certify all books and accounts between the Association and the bank and to receive all paid cheques and vouchers and to sign the bank’s form of settlement of balances and releases.

13:3:4 The Honorary Treasurer or his or her appointee(s) shall be authorized to negotiate with, deposit with or transfer to the bank or transfer within the accounts of the Association in the bank (but for the credit of the Association accounts only) all or any bills of exchange, promissory notes, cheques, or orders for payment of money and other negotiable paper and for the said purpose to endorse the same on behalf of the Association.

13:4 Bonding

The Board of Directors shall make arrangements for a bond to cover liability which might be incurred by any officer or person handling Association funds, the cost of such bond to be paid out of the funds of the Association.

13:5 Investments

The Board of Directors shall authorize the investment of the funds of the Association and may appoint a committee with authority to buy, sell, transfer, pledge or hypothecate the bonds or securities in which such funds are invested. The Board shall, upon request, report to the Council the members of such committee and upon the committee’s investment policies and investments.

13:6 Reserve Funds

The Board of Directors shall be authorized to allocate monies to specific reserves set up for designated purposes. Monies in these funds may not be disbursed for purposes other than those designated by the Board of Directors and approved by the Council, unless such endorsement is approved by a two-thirds majority of the Board of Directors or by a majority of the Board of Directors and a majority of Council members present and voting at any duly-constituted meeting of the Council.

13:7 Borrowing

The Board of Directors shall be authorized to borrow money upon the credit of the Association; issue, reissue, sell or pledge debt obligations of the Association, including, without limitations, bonds, debentures, notes or other similar obligations of the Association, whether secured or
unsecured; charge, mortgage, hypothecate or pledge all or any currently-owned or subsequently-acquired real or personal, movable or immovable property of the Association, including book debts, rights, powers, franchises and undertaking, to secure any such debt obligations or any money borrowed, or other debt or liability of the Association; and delegate to such one or more of the officers and directors of the Association as may be designated by the directors, all or any of the powers conferred by the foregoing clauses of the by-law to such extent and in such manner as the directors shall determine at the time of each such delegation.

**ARTICLE 14: AFFILIATIONS AND AFFILIATED SOCIETIES**

14:1 Canadian Medical Association

14:1:1 The Association shall be the affiliated medical body of the Canadian Medical Association (hereinafter sometimes referred to as the CMA), representing the medical profession of the province of Ontario until such time as this relationship is terminated by the proper authority of the CMA or by by-law passed by the Board of Directors and approved by the Council of the Association.

14:1:2 The Board of Directors of the Association shall nominate or appoint delegates to the Council and to the Board of Directors of the CMA in accordance with the by-laws of the CMA as amended from time to time. Such representatives shall receive instructions from the Board of Directors and/or the Council of the Association and shall report to the Board of Directors of the Association upon request.

14:2 Affiliated Societies

14:2:1 Any group of doctors in Ontario, some or all of whom are members of the Association in their own right and who either have formed a society of their own or desire to do so, may apply to the Board of Directors of the Association for recognition as an affiliated society of the Association. Such application must be made by resolution at a regular meeting of the group or society prior to which notice of such resolution has been given or at a meeting called for the purpose.

14:2:2 Resolutions made pursuant to article 14:2:1 shall be submitted to the Board of Directors, together with the constitution and by-laws or proposed constitution and by-laws of the group or society by which the resolution and application are made.

The Board of Directors shall make or cause to be made such investigations as may be required, including an inquiry into whether the activities or proposed activities of the society or group are in harmony with the objects of the Association. The Board of Directors may in its discretion refer the application to any branch society of the Association that may be affected by the new group or society and may allow up to six months for such branch society or branch societies to indicate its or their opinion of the application.

14:2:3 Where in the opinion of the Board of Directors such application should be accepted, the application shall be considered at the next regular meeting of the Council, or at a special meeting of the Council called for the purpose, and may be accepted or rejected by a resolution of the Council.
14:2:4 Dues, if any, to be paid by an affiliated society to the Association shall be fixed by the Board of Directors of the Association.

14:2:5 The purpose of recognizing affiliated societies shall be the establishment of a friendly relationship between the affiliated organizations. Where there shall be no obligation on the part of either party to the affiliation to sponsor policies or activities of the other, the Association shall, to the extent it deems advisable, co-operate with the affiliated societies in the arrangement of activities for the members of both the Association and the affiliated societies.

ARTICLE 15: MEETINGS OF MEMBERS

15:1 Annual Meetings

The members of the Association shall convene annually at a time and place determined by the Board of Directors.

15:2 General Meeting of Members

15:2:1 The Board of Directors may upon its own authority and shall upon presentation of a petition signed by not fewer than one-twentieth of the members in good standing of the Association give notice of a general meeting of the members of the Association. The petition and the notice shall specify the matters to be considered at such meeting or shall state that such meeting is to consider all the matters within the jurisdiction of a general meeting of members. Notice of such meeting shall be sent by the Chief Executive Officer to each member of the Association at his or her last known address within seven days of the receipt of such a petition in proper form by the Chief Executive Officer of the Association, and the meeting shall be held upon a date within three weeks of the presentation of the petition.

15:2:2 From and after the issuance of a notice by the Chief Executive Officer in proper form as described above in article 15:2:1, the powers of the Council in respect of the matters designated in the notice shall be suspended and shall not be exercised by the Council again until after the date set in the notice for the general meeting of members.

15:2:3 The general meeting of members called as described above shall be entitled to exercise the powers of a general meeting on the matters specified in the petition and/or the notice and to amend, vary or reverse rulings made and decisions taken by the Council, provided that no act done or right acquired through or under any such decision is prejudicially affected by any such amendment, variance or reversal.

15:3 Procedure

The procedure outlined in these by-laws for meeting of the Council shall apply, with necessary changes, to general meetings of members.
ARTICLE 15: QUORUM

Quorum

The quorum at meetings of Members is 50 members.

ARTICLE 16: PUBLICATIONS

16:1 The Official Organ

The Board of Directors shall publish, as authorized by the Council, a journal which shall be the official organ of the Association.

16:2 Other Publications

16:2:1 The Council and/or the Board of Directors may publish such other journals, transactions, reports, books, brochures or other papers as may promote the objects of the Association.

16:2:2 The Board of Directors shall appoint such officials as may be required to edit and publish the aforementioned publications and shall instruct the Chief Executive Officer to appoint such additional staff as may be required.

16:3 Editorial Board

An Editorial Board may be established by the Board of Directors or the Chief Executive Officer to assist in the collection of material, in the assessment of articles, and in the review of books.

16:4 Presentations

All addresses, essays or papers presented at any meeting and any photographs, diagrams, or other illustrations used in the presentation of the same, reasonably available for reproduction, shall immediately become the property of the Association. These may be published in whole, or in part, in one of the official organs of the Association. Any other arrangements for publications must have the consent of the author. After any publication, the original manuscript and all related material shall be returned to the author.

ARTICLE 17: ETHICS

17:1 Principles

The Association shall be guided by the principles of ethics as enunciated by the Canadian Medical Association and the College of Physicians and Surgeons of Ontario, and by such ethical principles as may be enunciated by the Ontario Medical Association from time to time.
ARTICLE 18: MEETINGS

18:1 Attendance and Registration

18:1:1 All members of the Association in good standing shall be permitted to attend meetings of members and Council and to participate in discussion at such meetings. Persons who are not members of the Association may be invited to meetings of members or Council by Council or the Board of Directors. Medical practitioners and other scientists residing outside of Ontario may be invited to meetings of members or Council by the President or the Chief Executive Officer.

18:1:2 All persons shall register and receive identification badges before entering the meetings of members or Council. These badges must be worn at all times during such meetings in such a manner that the Chair of the meeting can determine the capacity in which the person is attending the meeting.

18:2 Rules of Order

All meetings of the Council, the Board of Directors, the Executive Committee, the committees of the Association, members and all other meetings of the Association, shall be conducted in accordance with the Corporation Act of Ontario and with these by-laws; on points not covered by the Act or by these by-laws, the latest edition of Nathan’s Company Meetings: including Rules of Order by H.R. Nathan Q.C., will be accepted as the authority.

18:3 Voting

Voting on all matters may be by yeas and nays, show of hands, standing vote, electronic vote, or ballot at the discretion of the chair. Notwithstanding the foregoing, a motion to ballot, duly seconded and carried by a majority of those present and voting, shall direct the vote. The chair shall appoint a suitable number of scrutineers to record the vote.

18:4 Adjournments

Any meeting of the Council, Members or the Board of Directors of the Association may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

18:5 Method of Giving Notice

Any notice, communication or other document to be given by the Association to a member, director, officer or auditor of the Association shall be effectively given,

a) if delivered personally to the person,
b) if delivered to the person’s address recorded in the books of the Association,
c) if sent to the person by telephonic, electronic or other communication facility to their recorded address for that purpose in the books of the Association, or
d) if mailed to the person at their address recorded in the books of the Association.
Notices shall be deemed to have been delivered on the date,

a) when delivered to the person,
b) when delivered to the recorded address,
c) when transmitted to the recorded address, or
d) five days after the date of posting.

The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with information believed by the Secretary to be reliable.

18:6 Conclusion of Regular Order of Business

Meetings of the Association shall be deemed to conclude at the time they in fact conclude, or at the time of the making of an announcement by the Chair of the meeting that the regular order of business has been concluded, whichever occurs earlier.

ARTICLE 19: REVISIONS TO THE BY-LAWS

19:1 Method

A by-law of the Association may be enacted, amended or repealed in accordance with the requirements of the Corporations Act.
(c) ASSEMBLIES

The Assemblies are composed as follows:

**Diagnostic Specialties:** Diagnostic Imaging, Laboratory Medicine, Neuroradiology and Nuclear Medicine.

**General and Family Practice:** Addiction Medicine, Chronic Pain, Emergency Medicine, General/Family Practice, Hospitalist Medicine, Long Term Care/Care of the Elderly, Medical Students, Palliative Medicine, Primary Care Mental Health and Sport and Exercise Medicine.

**Medical specialties:** Allergy & Clinical Immunology, Cardiology, Critical Care Medicine, Dermatology, Endocrinology & Metabolism, Gastroenterology, General Internal Medicine, Genetics, Geriatric Medicine, Haematology & Medical Oncology, Infectious Diseases, Nephrology, Neurology, Occupational and Environmental Medicine, Pediatrics, Physical Medicine & Rehabilitation, Psychiatry, Public Health Physicians, Radiation Oncology, Respiratory Disease, and Rheumatology.