

GENERAL OPERATING BY-LAW # 1

DATE October 23 2017

**THE ASSOCIATION OF FACULTIES OF MEDICINE OF CANADA / L'ASSOCIATION DES FACULTÉS DE
MÉDECINE DU CANADA ("AFMC")**

A By-Law relating generally to the transaction of business and affairs of AFMC

ARTICLE 1

Section 1 AFMC may have a corporate seal in the form approved from time to time by the board of directors. In such event, the President and Chief Executive Officer shall be the custodian of the corporate seal.

ARTICLE 2

Section 2 Until changed in accordance with the Canada Not-for-profit Corporations Act (the "Act") the head office of AFMC shall be in the City of Ottawa, in the Province of Ontario.

ARTICLE 3

Section 3.01 There shall be one class of members in AFMC. Members of AFMC shall be the Faculties or Colleges of Medicine of the following universities so long as they continue to be accredited by the Committee on Accreditation of Canadian Medical Schools (CACMS) :

Dalhousie University, Halifax, Nova Scotia
McGill University, Montreal, Quebec
McMaster University, Hamilton, Ontario
Memorial University of Newfoundland, St. John's, Newfoundland
Northern Ontario School of Medicine; Lakehead University, Thunder Bay and Laurentian University, Sudbury, Ontario
Queen's University at Kingston, Ontario
Université Laval, Québec, Québec
Université de Montréal, Montréal, Québec
Université de Sherbrooke, Sherbrooke, Québec
University of Alberta, Edmonton, Alberta
University of British Columbia, Vancouver, British Columbia
University of Calgary, Calgary, Alberta
University of Manitoba, Winnipeg, Manitoba
University of Ottawa, Ottawa, Ontario
University of Saskatchewan, Saskatoon, Saskatchewan
University of Toronto, Toronto, Ontario
Western University, London, Ontario

and any such other Faculties or Colleges of Medicine of other Canadian universities as shall from time to time apply in writing for Membership giving such particulars as may be required by the Executive Committee. For an application to be considered, a Faculty or College of Medicine must have been granted provisional accreditation by the Committee on Accreditation of Canadian Medical Schools (CACMS). Membership in AFMC is granted, upon recommendation of the Executive Committee, by the affirmative vote of at least two-thirds of the members represented at a duly constituted meeting of AFMC. As a condition of membership in AFMC each member faculty or college must participate in the national application and matching service for postgraduate training positions in residency programs and each member faculty or college must comply with the terms of the contract between the AFMC and the national resident matching system governing the operation of the Application and Matching Program, as amended from time to time. Each member shall be represented by its corresponding Dean of Medicine or acting Dean of Medicine, as the case may be.

- Section 3.02** Each member faculty or college shall conduct its educational program in conformity with the requirements prescribed or recognized by the College of Physicians and Surgeons or the Provincial Medical Board or such other bodies as have jurisdiction in the province in which such member is situated.
- Section 3.03** A member may resign from membership in AFMC by resignation in writing delivered to the President and CEO not less than 6 months in advance of the next annual general meeting. In the event of a resignation, it shall become effective immediately prior to said annual general meeting.”
Any member resigning shall be liable to pay fees assessed up to the effective time of its resignation.
- Section 3.04** Membership of any member may be terminated by the affirmative vote of at least two-thirds of the members, such vote to be taken at an annual or special general meeting of AFMC, provided that such member shall have been notified at least three (3) months before the meeting that consideration will be given to the question of termination of its membership.
- Section 3.05** The fees payable by members shall be such as are from time to time prescribed by the Board and approved at an annual meeting of the Board or at a special general meeting of the Board called for the consideration of the same. The President and CEO shall notify each member of the fees payable. If any fee of which notice shall have been given by the President and CEO shall remain unpaid for two (2) months the exercise of rights of membership by a member shall be suspended until all arrears of fees shall have been paid.

ARTICLE 4

Board of Directors

- Section 4.01** The business and affairs of AFMC shall be managed by a board of directors (the "Board").
- Section 4.02** Directors must be individuals, at least 18 years of age, with power under law to contract. The Board shall be composed of the following directors:
- 4.02.1 The dean of medicine (or if there is no dean of medicine then the acting dean of medicine) of each of the faculties or colleges of medicine that are full members of AFMC in good standing.
- Each appointment made pursuant to this section shall be made by notice in writing to the President and CEO. Until an appointment is filed with the President and CEO, the person previously appointed shall continue to hold office so long as qualified. Immediately upon filing notice with the President and CEO the person so appointed shall assume office and the person previously appointed shall cease to hold office and shall thereby be removed as a director.
- If a vacancy in the Board should arise on account of the death, disability or resignation of a dean of medicine or acting dean of medicine of a full member of AFMC in good standing, such member shall have the authority, by appointment, to fill the vacancy until the next annual meeting of the members.
- 4.02.2 Four (4) additional individuals drawn from the public at large, whose experience, expertise or other qualification would benefit and enhance the operation of the Board. Such independent directors shall be elected by the members of AFMC at their annual meeting for a term of no less than one (1) year, which term can be renewed and extended at the discretion of the members.
- If a vacancy in the Board should arise on account of the death, disability or resignation of any one of the independent directors, the Board shall have the authority by majority vote, by appointment, to fill the vacancy until the next annual meeting of the members.
- 4.02.3 The President and CEO shall be available to attend all meetings of the Board at the Board's pleasure.
- 4.02.4 Except as otherwise provided, each director is authorized to exercise one (1) vote.

4.02.5 The office of director shall be automatically vacated:

- (a). In the case of an independent director as established in Article 4.02.2, if a special general meeting of members, a resolution is passed by a majority of the votes cast in favour of the removal of the director;
- (b). If a director has resigned the office by delivering a written resignation to the President and CEO of AFMC;
- (c). If a director is found to be of unsound mind;
- (d). if a director becomes bankrupt or suspends payments or compounds with his creditors;
- (e). on the death of a director.

Section 4.03 One half of the directors of the Board shall constitute a quorum for meetings of the Board. All questions shall be decided by a majority of those directors voting. The Chair shall preside at all meetings of the Board or if he/she is not present or desires not to act then the Chair Elect shall preside and if neither the Chair nor the Chair Elect is present or desires to act then the directors present shall choose one of their members to act as chair for that meeting and any adjournment thereof.

Section 4.04 Meetings of the Board may be held at such place as the Board may from time to time by resolution decide. There shall be at least 3 meetings per year.

Section 4.05 The Chair, the Chair-Elect or the Executive Committee may at any time convene a meeting of the Board. Notice of such meeting shall be delivered or mailed or emailed to each director at least fourteen (14) days (exclusive of the day on which such notice is delivered, mailed or emailed but inclusive of the day for which notice is given) before the meeting is to take place. Such meetings may be held at any time without formal notice being given if all directors are present, or if a quorum is present and those directors who are absent have signified their consent in writing, or by email or by any other form of transmitted or recorded message, to the holding of the meeting in their absence, and any resolution adopted or proceeding or action taken at such meeting shall be as valid and effectual as if it had been passed at or taken at a meeting duly called and constituted. Notice of any meeting or any irregularity in any meeting or the notice thereof may be waived by any director. A meeting of the Board may also be held without notice, during or immediately after the annual meeting of AFMC provided that a quorum of directors is present.

Section 4.06 No act or proceeding of any director or the Board shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to any act or proceeding or the qualification of such director or directors.

Section 4.07 Directors may rely upon the accuracy of any statement or report certified by the AFMC's auditors and shall not be responsible or held liable for any loss or damage resulting from acting upon such statement or report.

Section 4.08 The members of the Board shall receive no remuneration as such but shall be entitled to be reimbursed for expenses necessarily laid out while on the business of AFMC and for expenditures made on behalf of AFMC, of such kinds and subject to and in accordance with such limitations, terms and conditions as the Board shall from time to time determine.

Section 4.09 The directors of AFMC may meet by teleconference provided that the unanimous consent of all directors present or participating in such meeting has been obtained or such means of communication has been previously approved by resolution passed by the Board of Directors at a meeting of the directors of AFMC.

The directors of AFMC may meet by other electronic means that permits each director to communicate adequately with each other, provided that:

- a) the board of directors of AFMC has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes;
- b) each director has equal access to the specific means of communication to be used;
- c) each director has consented in advance to meeting by such other electronic means using the specific means of communication proposed for the meeting.

ARTICLE 5

Officers of AFMC

Section 5.01 The officers of AFMC shall include the President and CEO, Chair, Past-Chair or Chair-Elect, as the case may be, and the Chair of the Audit, Finance and Risk Management Committee and such other officers as the Board may so determine by resolution.

Section 5.02 The Chair shall be appointed by the Board and shall serve as such for two years. In the first year of a Chair's term, the Chair whose term had most recently concluded, shall become Past-Chair and shall serve as such for a term of one year. In the second year of a Chair's term, the Board shall elect from among its members a Chair-Elect who shall serve as such for a term of one year. There shall be no Past-Chair in the second year of a Chair's term. Upon completion of the two-year term of the Chair, the Chair and Chair-Elect shall become the Past-Chair and Chair respectively. The officers shall have such duties and powers as are prescribed by the By-laws and as are implied by their respective titles or as are assigned to them by the Board.

Section 5.03 Should the Chair resign or be incapacitated or otherwise unable or unwilling to act for the balance of his/her term in the first year of his/her term, the Executive Committee shall name from among the Directors, a replacement to serve the balance of that year and a new Chair will be identified at the next meeting of the Board.

Should the Chair resign or be incapacitated or otherwise unable or unwilling to act for the balance of his term in the second year of his/her term, the Chair Elect shall immediately become Chair and shall serve for the balance of the term of the vacating Chair and then fulfill the term for which he/she had been elected. Should any other elected officer resign or be incapacitated or otherwise unable or unwilling to act for the balance of his/her term then his/her office shall be filled by the Executive Committee from among the directors, subject to ratification at the next meeting of AFMC.

Section 5.04 The Board will appoint the President and CEO as it deems fit. Without limiting the generality of the foregoing, the President and CEO shall be responsible to the Board for the administration of the affairs of AFMC and for carrying out the objects of AFMC in accordance with the policies determined by the Board. The President and CEO shall attend all meetings of the Board, the Executive Committee and the Annual or other meetings of AFMC. The President and CEO shall be responsible for keeping the books and records of AFMC. The President and CEO shall not be entitled to vote at meetings of the Board or Executive Committee.

Section 5.05 Except as herein provided, the officers of AFMC shall have no remuneration as such. The President and CEO shall have such remuneration as the Board shall from time to time determine. Officers shall be entitled to be reimbursed for expenses necessarily laid out while on the business of the AFMC and for expenditures made on behalf of the AFMC of such kinds and subject to such limitations, terms and conditions as the Board shall from time to time determine.

Section 5.06 The officers of AFMC shall hold office at the pleasure of the Board and may be removed from it by it by resolution of the Board.

ARTICLE 6

Executive Committee

Section 6.01 There shall be an Executive Committee of the Board, which shall consist of the Chair, the Past Chair or Chair-Elect, as the case may be, the Chair of each Standing Committee of the Board and one (1) additional member at large of the Board as appointed by the Board. Any member at large of the Executive Committee may be removed by a majority vote of the Board. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty. If any of the members at large cease to hold office between annual meetings, the remaining members of the Executive Committee shall appoint a replacement from among the directors of the Board.

Section 6.02 The Executive Committee shall have the power to deal with any matter within the competence of the Board at all times in case of emergency and at all other times during the intervals between the meetings of the Board. In addition it shall have power to consider and make recommendations on any matters which are to be brought before the Board, and to investigate and make recommendations to the Board upon such matters as may be referred to it by the Board.

Section 6.03 The Chair and Vice-Chair of the Executive Committee shall be the Chair and the Past-Chair respectively, in the first year of the Chair's two year term, and the Chair and Chair-Elect respectively, in the second year of the Chair's two year term.

Section 6.04 Meetings of the Executive Committee shall be held at the call of the Chair at such time and place as the Chair designates; but reasonable notice of the time and place of each meeting of the Executive Committee shall be given to the members thereof.

Section 6.05 At all meetings of the Executive Committee, a decision by consensus is the preferred outcome. However, when necessary, questions shall be decided by votes of the majority of those present and eligible to vote on the question, and in the case of an equality of votes the Chair of the meeting shall not be entitled to a second or casting vote, but shall refer the matter to the Board.

Section 6.06 A majority of the members of the Executive Committee constitutes a quorum of the Executive Committee.

Section 6.07 Minutes recording decisions taken and actions authorized by the Executive Committee shall be submitted to the Board for ratification at its next following meeting or as soon as possible thereafter. Pending consideration by the Board decisions and actions of the Executive Committee are effective from the time of this being made and authorized. The Board may confirm, reject, amend or otherwise deal with any decision or action of the Executive Committee but no act done or right acquired by virtue of any such decision or action is prejudicially affected by any such rejection, amendment or other dealing.

ARTICLE 7

Committees

Section 7.01

Section 7.01 The Board may establish such other committees and assign to them such powers and duties as the Board deems to be appropriate. Each Committee shall have terms of reference, amendments to which must be ratified by the Board. Unless otherwise determined by the Board, each committee shall have the power to fix the quorum for its meetings, and to fix its own rules of procedure.

ARTICLE 8

Meetings of Members

Section 8.01 Special meetings may be called by the Chair, by a majority of the Board or by requisition in writing signed on behalf of not less than five per cent (5%) of the members of AFMC.

Section 8.02 All meetings of members shall be held at such time and place as shall be designated in the notice of the meeting.

Section 8.03 Notice of a meeting of members shall be by telephone or other electronic means to each member not less than twenty-one (21) and not more than thirty-five (35) days (exclusive of the day on which such notice is delivered, mailed or telegraphed but inclusive of the day for which such notice is given) to each member entitled to be represented. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice of the meeting. Notice of each meeting of members must remind the member that the member has the right to vote by proxy. The accidental omission to give notice to any member, or the non-receipt of any notice by any member or members, shall not invalidate any action or proceeding taken at any meeting.

Section 8.04 Two (2) members represented at any meeting shall be a quorum for the choice of a Chair and the adjournment of the meeting; for all other purposes representation of a majority of the members shall constitute a quorum.

Section 8.05 At any meeting each member shall be entitled to one vote to be exercised by its Dean of Medicine or Acting Dean of Medicine, as the case may be. Subject to the provisions of the Act, the Letters Patent and Supplementary Letters Patent granted to AFMC and the By-laws all questions submitted to any meeting of members shall be decided by a majority of the votes cast.

A member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting, in the manner and to the extent authorized by the proxy. A proxyholder must be a member of or an authorized representative of a member of AFMC.

Section 8.06 The Chair shall preside at all meetings of members of AFMC or if he/she is not present or desires not to act then the Past Chair or Chair Elect, as the case may be, shall preside and if none of the Chair, Past Chair or Chair Elect is present or desires to act then the members shall choose a person entitled to vote at the meeting as Chair.

Section 8.07 The members of AFMC may meet by teleconference provided that the consent of seventy-five (75%) per cent of the members present or participating in such meeting has been obtained or such means of communication has been previously approved by resolution passed by the members at a meeting of the members of AFMC.

The members of AFMC may meet by other electronic means that permits each member to communicate adequately with each other, provided that:

- a) the members of AFMC have passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with the procedures for establishing quorum, and recording votes;
- b) each member has equal access to the specific means of communication to be used; and,
- c) each member has consented in advance to meeting by such other electronic means using the specific means of communication proposed for the meeting.

ARTICLE 9

Fiscal Year

Section 9.01 The fiscal year of AFMC shall be from July 1st to June 30th.

ARTICLE 10

Auditor

Section 10.01 The members of AFMC at each annual meeting shall appoint an auditor to audit the accounts of AFMC to hold office until the next annual meeting, provided that the Board may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board.

ARTICLE 11

Signature and Certification of Documents

Section 11.01 Contracts, documents or other instruments in writing requiring the signature of AFMC shall be signed by the President and CEO and all contracts, documents and other instruments in writing so signed shall be binding upon AFMC without any further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers or other person or persons on behalf of AFMC either to sign contracts, documents or instruments in writing, generally, or to sign specific contracts, documents or instruments in writing.

Section 11.02 The seal of AFMC may, if available and when required, be affixed to contracts, documents and instruments in writing signed as aforesaid.

ARTICLE 12

Banking and Financial Arrangements

Section 12.01 The banking business of AFMC, or any part thereof, shall be transacted with such bank, trust company, or other firm or corporation carrying on a banking business as the Board may designate, appoint, or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the AFMC's behalf by such one or more officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including, but without restricting the generality of the foregoing, the operation of AFMC's accounts, the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of AFMC; the execution of any agreement relating to any such banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing of AFMC's behalf to facilitate such banking business.

Section 12.02 The Board may from time to time authorize one or more officers or one or more other persons to invest money of AFMC and to buy, sell or otherwise effect transactions in securities on behalf of AFMC.

Section 12.03 Upon dissolution, all assets of AFMC including cash and property shall be disbursed to one or more qualified donees, within the meaning of subsection 248(1) of the Income Tax Act (Canada), having objects that would generally be supported by AFMC.

ARTICLE 13

For the Protection of Members of the Board, Officers and Others

Section 13.01 AFMC consents that each and every director and officer of AFMC and every member of every committee of AFMC shall be deemed to have assumed office on the express understanding and agreement and condition that every such person and his/her heirs and estate trustees, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of AFMC from and against all costs, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office and also from and against all other costs, charges and expenses which he/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/her own willful neglect or default.

Section 13.02 AFMC shall maintain reasonable Directors and Officers Liability insurance to provide for the protection of its directors and officers, such insurance to be reviewed annually by the Board and adjusted accordingly in accordance with industry standards.

ARTICLE 14

Rules and Regulations

Section 14.01 The Board may prescribe such rules and regulations, not inconsistent with by-laws of AFMC, relating to the management and operation of AFMC as it deems expedient.

ARTICLE 15

Borrowing

Section 15.01 The Board may, without limitation to its powers under the Act, from time to time on behalf of AFMC:

- a) borrow money upon the credit of the AFMC;
- b) limit or increase the amount to be borrowed;
- c) issue debentures or other securities of the AFMC;
- d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; e) mortgage, hypothecate, charge or pledge all or any of the real and personal property, undertaking and rights of the AFMC to secure any such debentures or other securities or any money borrowed or any other liability of the AFMC; and
- f) delegate to one or more directors or officers all or any of the powers conferred by the foregoing the foregoing provisions to such extent and in such manner as the Board shall determine at the time of each such delegation.

ARTICLE 16

Amendment of By-Laws

Section 16.01 By-laws may be enacted, repealed, or amended by an affirmative vote of at least two-thirds of the members, present at a meeting of the members called for the purpose of considering such enactment, repeal or amendment.

Section 16.02 The Executive will review the By-Laws at least every three years and provide a report to the Board.

ARTICLE 17

Effective Date and Repeal

Section 17.01 This By-law shall come into force upon the registration of Articles of Continuance under the Act.

Section 17.02 All previous by-laws of AFMC relating generally to the transaction of business and affairs of AFMC are repealed as of the coming into force of this By-law provided that such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers or persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this By-law and all rules and regulations and all resolutions of AFMC with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with this by-law and until amended or repealed.

ARTICLE 18

Section 18 In all by-laws of AFMC, the singular shall include the plural and the plural the singular.

Revised date: September 2017

Approved date: October 2017

Signed by:



Director of the AFMC Board of Directors
Name:



Director of the AFMC Board of Directors
Name: