



NEWFOUNDLAND AND LABRADOR
MEDICAL ASSOCIATION

By-Laws

Enacted pursuant to the *Corporations Act*, the *Medical Act, 2011*,
and the Articles of Association of the Newfoundland and Labrador Medical Association

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Chapter 1: Definitions

- 1.1. “Association” means the Newfoundland and Labrador Medical Association.
- 1.2. “Attending virtually” means attending the Annual General Meeting or a Special Meeting via live webcast enabled through the use of computers and the internet.
- 1.3. “Board” means the Board of Directors of the Association.
- 1.4. “Medical Register” means the medical register of the College of Physicians and Surgeons of Newfoundland and Labrador.
- 1.5. “Operating Rules and Procedures” means the document, approved by the Board, that supports the NLMA By-laws, and that document as revised from time to time by the Board.

Chapter 2: Title and Registered Office

- 2.1. The name of the Association shall be the “Newfoundland and Labrador Medical Association”; and as a division of the Canadian Medical Association the Association may also be referred to as “The Canadian Medical Association, Newfoundland and Labrador Division”.
- 2.2. The registered office of the Association shall be in the Province of Newfoundland and Labrador.

Chapter 3: The Corporate Seal

- 3.1. Corporate Seal
 - 3.1.1. The Association shall have a Corporate Seal that shall be kept at the Registered Office of the Association.
- 3.2. Affixing the Seal
 - 3.2.1. The Corporate Seal may be affixed to any document in the presence of the President and the Executive Director of the Association, or in the presence of such other persons as may be authorized to affix the seal by resolution of the Board.
- 3.3. Custody of the Seal
 - 3.3.1. The Executive Director of the Association shall have custody of the Corporate Seal.

Chapter 4: Objects of the Association

- 4.1. The objects of the Association are:
 - 4.1.1. to promote and advance medical and related arts and sciences in all their branches, to increase the knowledge, skill, standard and proficiency of its

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- members in the practice of medicine, and to maintain the honor and integrity of the medical profession;
- 4.1.2. to aid in the furtherance of measures designed to improve health and prevent disease and disability;
 - 4.1.3. to co-operate with and to assist public and private medical associations, agencies and commissions properly engaged in the task of providing or financing medical and health services of all kinds;
 - 4.1.4. to promote measures designed to improve standards of hospital and medical services; and
 - 4.1.5. to improve the welfare and social standards of its members and encourage the co-operation of its members in the protection of their legal and equitable rights.

Chapter 5: Powers of the Association

- 5.1. The Association may exercise the following powers:
 - 5.1.1. acquire assets and property both real and personal by way of purchase, lease, grant, hire, exchange, or dispose of such property by any means whatsoever;
 - 5.1.2. provide for the management of its property and effects and of its affairs and business;
 - 5.1.3. borrow money for the purpose of carrying out any of the objects of the Association and give security for any money so borrowed on any of its real or personal property by way of mortgage, pledge, charge or otherwise;
 - 5.1.4. invest any moneys of the Association, not immediately required for any of its objects, in any manner as it may from time to time determine;
 - 5.1.5. establish or dissolve entities consistent with the objects of the Association;
 - 5.1.6. establish sections or special interest groups;
 - 5.1.7. fix and collect the fees payable to it by its members;
 - 5.1.8. enter into such agreements on behalf of the Association with any person, association, agency or commission, including government agencies, as may be necessary for or incidental to or conducive to the carrying out of any or all of the objects of the Association;
 - 5.1.9. publish or promote the publication of information to advance the objects of the Association;
 - 5.1.10. act as an agent within the province for the Canadian Medical Association, or another association recognized as representing medical practitioners in Canada, and without limiting the generality of the foregoing, collect and remit the fees levied by that association;

- 5.1.11. receive grants, gifts, donations and bequests from any persons, partnerships, associations, corporate bodies or governments, and may make grants, gifts or donations for the promotion of the objects of the Association;
- 5.1.12. act on behalf of its members or a group or section or division of its members, and negotiate for, and on their behalf, with other persons or agencies, including government agencies;
- 5.1.13. do all such other matters and things including, without prejudice to the generality of the foregoing, the employment of staff and other persons, as may be necessary or desirable for exercising the powers conferred by the *Corporations Act* or by the *Medical Act, 2011* or any powers incidental thereto.

Chapter 6: Income and Property of Association

- 6.1. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as hereinbefore set forth; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit to the members of the Association, provided that nothing herein shall prevent the payment, in good faith, of remuneration to any officer, employee or agent of the Association or to any member in return for any services actually rendered to the Association, or prevent the payment of interest at a reasonable rate on money lent, or prevent payment of reasonable and proper rent for premises demised or let by any member of the Association.

Chapter 7: Limitation of Liability

- 7.1. The liability of members is limited.
- 7.2. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time of being a member or within one year afterwards for payment of all the debts and liabilities of the Association contracted before the time at which membership ceases, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding one dollar (\$1.00).
- 7.3. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be distributed or disposed of to some other institution or institutions established in Newfoundland and Labrador having charitable objects similar or to some extent similar to the objects of the Association, and which institution or institutions shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Association under or by virtue of Section 6.1 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in so far as effect cannot be given to the aforesaid provisions then to such organization or organizations in Newfoundland and Labrador the undertaking of which is charitable or beneficial to the community as may be determined by the members of the Association at or before the time of dissolution.

Chapter 8: Ethics

8.1. Code of Ethics

- 8.1.1. The Code of Ethics of the Association shall be the Code of Ethics as adopted from time to time by the Board.

Chapter 9: Membership

9.1. Membership in the Association shall be divided into two classes:

9.1.1. Voting members, which shall consist of:

- 9.1.1.1. Practicing members, who shall be those members who hold a licence issued under the *Medical Act, 2011*, and for greater certainty shall include those who hold such a licence who are locums or who are on parental, sick, sabbatical, or other types of temporary leave from the practice of medicine.
- 9.1.1.2. Retired members, who shall be those members who were formerly practicing members and who are retired from the practice of medicine.
- 9.1.1.3. Resident members, who shall be those members who are enrolled in a medical school post-graduate program.

9.1.2. Non-voting members, which shall consist of:

- 9.1.2.1. Student members, who shall be those members who are enrolled in a Newfoundland and Labrador medical school undergraduate program.
- 9.1.2.2. Non-resident members, who shall be those members who were formerly voting members but who now reside outside Newfoundland and Labrador.

9.2. Application for Membership

- 9.2.1. All applications for membership in the Association as a practicing member must be made within one (1) month of issuance of a licence under the *Medical Act, 2011* to that person, and all such applications must include payment of the applicable Association membership fee for a practicing member.

9.3. Requirement as to Good Standing

- 9.3.1. No member of the Association may be elected to office or otherwise participate in any proceedings of the Association unless he or she is in good standing.

9.4. Termination of Membership

- 9.4.1. The Board of Directors may terminate the membership of any voting member of the Association for failure to remain in good standing.

9.4.2. Any member may resign from the Association on notification to the Association.

Chapter 10: Meetings

10.1. Annual General Meeting

10.1.1. There shall be an Annual General Meeting of the Association held at a time and place designated by the Board.

10.1.2. The purpose of the Annual General Meeting shall be to:

- Receive the annual financial statements of the Association, including the report of the auditor
- Appoint the auditor for the next fiscal year
- Set the annual membership fee
- Install new Board officers and Board members-at-large.

10.2. Special Sessions at Annual General Meeting

10.2.1. The Board may make provisions for the holding of scientific sessions, meetings of committees, sections, special interest groups, and such other meetings as deemed appropriate by the Board to take place at the same time as the Annual General Meeting.

10.3. Chairperson for the Annual General Meeting

10.3.1. The Annual General Meeting shall be chaired by the ex-officio Board chair or by a deputy appointed by the Board.

10.4. Special Meetings

10.4.1. Special meetings of the Association may be called at any time by the Board, and the notice of a special meeting shall specify the purpose of the meeting as well as: the nature of special business to be transacted at the meeting in sufficient detail to permit a members to form a reasonable judgment on it; and the text of a special resolution to be submitted to the meeting.

10.5. Quorum

10.5.1. At any Annual General Meeting or special meeting, twenty (20) ordinary members shall constitute a quorum.

Chapter 11: Officers

11.1. The Officers of the Association shall be:

- A. the President
- B. the President Elect, and
- C. the Immediate Past President

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11.2. Election of Officers

- 11.2.1. The election of Officers of the Association shall be governed by the process set out in the Operating Rules and Procedures.
- 11.2.2. No member of the Association is eligible for election as an Officer of the Association while such member is a member of the Board of Directors of the College of Physicians and Surgeons of Newfoundland and Labrador or is an employee of the College of Physicians and Surgeons of Newfoundland and Labrador.
- 11.2.3. To be eligible for election as an Officer of the Association, the member shall be a member in good standing of the Association and the principal site of practice of the member shall be in the Province of Newfoundland and Labrador.

11.3. Assumption of office

- 11.3.1. The Officers of the Association shall be installed and shall assume their offices at the conclusion of the Annual General Meeting.

Chapter 12: Duties of Officers**12.1. The President**

- 12.1.1. The President shall act as the spokesperson for the Association and shall represent the Association at internal and external events. The President shall be an ex officio member of all committees of the Association except the Nominating Committee. The President shall deliver a presidential address during the Annual General Meeting.

12.2. The President Elect

- 12.2.1. The President Elect shall assist the President in the performance of the duties of the President and shall in the absence of the President, or at the request of the President, preside at or perform the functions or duties of the President. The President Elect shall be an ex officio member of all committees of the Association except the Nominating Committee.
- 12.2.2. In the event that the Office of President shall become vacant during the term of office of the President, the President Elect shall assume the Office of Acting President and in that capacity shall have all the powers and duties of the President for the unexpired term of office of the President.
- 12.2.3. In the event that the President Elect is unable, for any reason, to assume the office of Acting President as provided in By-law 12.2.2, then the Board shall appoint some member of the Association to the Office of Acting President and such member shall have all the powers and duties of the President for the unexpired term of office of the President.
- 12.2.4. In the event any other Officer of the Association is unable, for any reason, to complete his/her term, then the Board shall appoint a member in good standing

to that office and such member shall have all the powers and duties of that Officer for the unexpired term of office of the Officer.

- 12.2.5. In the event that the President Elect position is vacant following an election, the Board may appoint a member in good standing to fill the vacancy. Any person so chosen will retain office until the next election. For clarity, any person appointed to the position of President Elect on this basis shall assume the office of President at the next Annual General Meeting subject to the appointment being ratified by a majority vote of the voting Members present. If the Presidential appointment is not ratified, the incoming President Elect shall assume the office and duties of the President and the President Elect position shall be deemed vacant.

12.3. The Ex-Officio Board Chair

- 12.3.1. The Board shall appoint a non-voting, ex-officio Board chair. The mechanism for selection and appointment of the ex-officio Board chair is to be outlined in the Operating Rules and Procedures.

Chapter 13: Executive Director

13.1. Executive Director

- 13.1.1. The Board may appoint an Executive Director. The person appointed Executive Director need not be a member of the Association. The appointment of the Executive Director by the Board shall be subject to confirmation by voting members at the Annual General Meeting next following the date of appointment of the Executive Director or at a special meeting of the Association called for that purpose.
- 13.1.2. The Executive Director shall perform such duties as may be assigned from time to time by the Board, and those duties shall include those of the Honorary Secretary referenced in the Association's Articles of Association and By-law 9.5.2.
- 13.1.3. The Board, through the Executive Director, shall appoint other employees for the performance of other duties.

Chapter 14: Board of Directors

14.1. Board of Directors

- 14.1.1. The Board shall consist of: the Officers of the Association; six (6) members at large; one non-voting ex-officio postgraduate trainee member (and alternate); and one non-voting, ex-officio medical student member (and alternate).
- 14.1.2. No member shall be elected to the Board while such member is a director or an employee of the College of Physicians and Surgeons of Newfoundland and Labrador, employed as an executive officer of a regional health authority, or an employee of the Newfoundland and Labrador Department of Health and Community Services.

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- 14.1.3. To be eligible for election as an Officer of the Association or as a member-at-large of the Board, the member shall be a member in good standing with the Association and the principal site of practice of the member shall be in the Province of Newfoundland and Labrador.

14.2. Members-at-large

14.2.1. Election

- 14.2.1.1. The nomination and election process for members-at-large of the Board shall be determined by the Board provided that the nomination and election of members-at-large shall be carried out so as to ensure compliance with By-law 14.2.1.2.

14.2.1.2.

- A. Members-at-large Urban – Three (3) members-at-large shall reside in, have their principal site of practice in, and be elected from the Urban Region.
- B. Members-at-large Rural – Three (3) members-at-large shall reside in, have their principal site of practice in, and be elected from the Rural Region.
- C. Relinquish Seat – A member-at-large shall relinquish such member's seat on the Board if at any time during his or her term of office such member relocates his or her principal site of practice from the Rural Region to the Urban Region or from the Urban Region to the Rural Region.
- D. Urban Region – Urban Region are the communities of the Northeast Avalon and include:
 - Bauline
 - Bay Bulls
 - Conception Bay South
 - Flatrock
 - Holyrood
 - Logy Bay-Middle Cove-Outer Cove
 - Mount Pearl
 - Paradise
 - Petty Harbour-Maddox Cove
 - Portugal Cove-St. Phillip's
 - Pouch Cove
 - St. John's
 - Torbay
 - Wabana
 - Witless Bay
- E. Rural Region – Rural Region are all communities in NL excluding the communities of the Northeast Avalon.

14.2.2. Term of Office

- 14.2.2.1. Members-at-large of the Board shall be eligible to serve as directors for a three (3) year term and shall be eligible for re-election as a member-

at-large of the Board after the expiration of one (1) year from the year in which such director shall have last held office.

14.2.2.2. Vacancy

14.2.2.2.1. If a vacancy occurs on the Board on account of the death or resignation of a member-at-large, or for any other reason, the Board shall hold a by-election, provided that the Board may instead of holding a by-election appoint a member in good standing to fill the vacancy if the vacancy occurs within six (6) months of the end of the term of the director whose position has become vacant. The member elected in a by-election shall complete the unexpired term of the director whose position had become vacant.

14.2.2.2.2. Notwithstanding the above, if a vacancy occurs on the Board following an election, the Board may appoint a member in good standing to fill the vacancy. Any person so chosen will retain office until the next election.

14.2.2.2.3. A member appointed by the Board to fill a vacancy or a member elected in a by-election may run for office as a member-at-large when such term is expired, and such term shall not be applied should such member be duly elected to serve his or her own full term as a member-at-large of the Board.

14.3. Post-Graduate Trainee Member

14.3.1. Selection

14.3.1.1. The postgraduate trainee member (and alternate) of the Board shall be members who are enrolled in and in good standing with a postgraduate medical training program, and shall be members in good standing of the Association.

14.3.1.2. The post-graduate trainee member (and alternate) of the Board shall be chosen by the postgraduate medical training professional association.

14.3.1.3. The post-graduate trainee member (and alternate) of the Board shall be a non-voting, ex-officio member of the Board.

14.3.2. Term of Office

14.3.2.1. The postgraduate trainee member (and alternate) of the Board shall serve at the pleasure of the post-graduate medical training professional association.

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14.3.2.2. Vacancy

14.3.2.2.1. If for any reason a vacancy occurs on the Board on account of the post-graduate trainee member (or alternate), the vacancy will be filled at the pleasure of the post-graduate medical training professional association.

14.4. Medical Student Member

14.4.1. Selection

14.4.1.1. The medical student member (and alternate) of the Board shall be chosen by the Medical Student Society.

14.4.1.2. The medical student member (and alternate) of the Board shall be a member in good standing of the Association and in good standing with Memorial University's Medical School and with the Medical Student Society.

14.4.1.3. The medical student member (and alternate) of the Board shall be a non-voting, ex-officio member of the Board.

14.4.2. Term of Office

14.4.2.1. The medical student member (and alternate) of the Board shall serve at the pleasure of the Medical Student Society.

14.4.2.2. Vacancy

14.4.2.2.1. If for any reason a vacancy occurs on the Board on account of the medical student member (or alternate), the vacancy will be filled at the pleasure of the Medical Student Society.

14.5. Failure of Officers and Members-at-Large to Attend Board Meetings

14.5.1. Should an Officer or member-at-large fail to attend three (3) successive regular meetings of the Board, such person thereupon ceases to be an Officer or member-at-large unless by resolution of the Board such person is either given leave of absence or is excused from attending.

14.6. Quorum

14.6.1. Not fewer than half the members of the Board shall constitute a quorum for meetings of the Board.

14.6.2. A member of the Board may participate in a meeting of the Board by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a member participating in a meeting by such means is deemed to be present at the meeting.

14.7. Powers and Duties of the Board of Directors

- 14.7.1. During the period between Annual General Meetings, the Board shall represent the Association in all its business.

Chapter 15: Committees

15.1. The Board may appoint Standing Committees and Special Committees as the need arises.

15.2. Membership

- 15.2.1. Membership in Standing Committees and Special Committees shall be determined by the Board.

- 15.2.2. Each Committee shall have a Terms of Reference approved by the Board, and reviewed annually.

15.2.3. Nominating Committee

- 15.2.3.1. Not less than three (3) months prior to the date of the Annual General Meeting, the Board shall appoint a Nominating Committee consisting of four (4) members of the Association who are not members of the Board and a Past President who shall be chairperson, and who shall together constitute the Nominating Committee for the purpose of nominating Officers and members-at-large of the Board. The Nominating Committee shall submit a report to the Board of those members elected to be an Officer of the Association or elected to be a member-at-large of the Board at least thirty (30) days prior to the date of the Annual General Meeting and the Board shall forthwith forward the report of the Nominating Committee to the members of the Association.

15.2.4. Special Committees

- 15.2.4.1. The Board shall have the power to establish Special Committees with power to prescribe the Terms of Reference of each such Committee, to appoint members to such Committees for such term(s) as the Board may determine, to vary the number of members of such Committees from time to time, and to dissolve such Committees.

- 15.2.4.2. Special Committees shall report to the Board as required from time to time.

15.3. Committee Meetings

- 15.3.1. A member of a Committee may participate in a meeting of the Committee by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a member participating in a meeting by such means is deemed to be present at the meeting.

Chapter 16: Affiliation

- 16.1. Any provincial, national or international medical, scientific or sociological organization having objects or goals similar to those of the Association may, subject to the approval of the Board, affiliate with the Association, provided that affiliation with the Association shall not imply any obligation on the part of the Association to sponsor or adopt the policies of such organization.

Chapter 17: Sections and Special Interest Groups

17.1. Authorization

- 17.1.1. Subject to the approval of the Board, members of the Association may organize Sections or Special Interest Groups for the purposes of:
- A. Reading papers and evaluating scientific or technical matters of particular interest in their specialty or subspecialty of medicine; and
 - B. Voicing considered expressions of opinion for the benefit of the Association on any matter that may concern the Section or Special Interest Group.
- 17.1.2. An application for the establishment of a Section or Special Interest Group shall be in writing and signed by not less than five (5) members of the Association who shall state their reasons therefore and the proposed name of the Section or Special Interest Group. All such applications shall be filed with the Executive Director and shall be submitted to the next meeting of the Board for approval. The Board may grant the application or may refuse or postpone the consideration thereof.

17.2. Executive

- 17.2.1. Each Section or Special Interest Group may establish its own executive whose names shall be given to the Executive Director. A record of all proceedings of meetings of a Section or Special Interest Group shall in a timely fashion be submitted to the Executive Director following such meeting.

17.3. Finance

- 17.3.1. Sections or Special Interest Groups may levy a fee on members of the Section or Special Interest Group for the purposes of the work of the Section or Special Interest Group. The Association shall not be responsible for the expenses and/or liabilities of a Section or Special Interest Group. Failure to pay any fees levied by a Section or Special Interest Group shall not affect a member's standing with the Association.

17.4. Authority of Sections and Special Interest Groups

- 17.4.1. Sections or Special Interest Groups may make by-laws not inconsistent with the By-laws of the Association.

- 17.4.2. No Section or Special Interest Group or any member of a Section or Special Interest Group shall have the right to speak for the Association, but any resolution passed at a meeting of a Section or Special Interest Group may be submitted to the Board for consideration and such action as the Board may deem appropriate. The report of any study conducted by a Section or Special Interest Group shall be submitted to the Board, and any decision with respect to the publication or use of the report shall be made by the Board.

17.5. Dissolution of Sections and Special Interest Groups

- 17.5.1. The Board may dissolve any Section or Special Interest Group on account of its failure to adhere to the By-laws of the Association or for any other just cause.

Chapter 18: Discipline

- 18.1. Any member of the Association who, after due inquiry by a Discipline Committee appointed by the Board of Directors and after being afforded an opportunity to be heard in person or by counsel, has been judged guilty of conduct unacceptable in any professional respect shall be liable to censure or reprimand by resolution of the Board of Directors.
- 18.2. Should the name of any practicing member of the Association be removed from a register maintained under the *Medical Act, 2011*, the Board of Directors may, after extending an opportunity to such member to be heard in person or by counsel, by a resolution to be confirmed at the next Annual General Meeting of the Association by a two-third vote of those present, censure, suspend or expel such member from the Association.
- 18.3. Any member of the Association suspended or expelled by resolution of the Association shall forfeit all rights and privileges as a member of the Association.
- 18.4. Any member suspended or expelled by resolution of the Association shall, subject to any conditions which may be imposed by the Board of Directors, be restored to membership upon resolution of the Board of Directors to be confirmed at the next Annual General Meeting of the Association following the suspension or expulsion of such member.
- 18.5. Membership in the Association carries with it the obligation on the part of the members of the Association to abide by the Articles of Continuance of the Association and to abide by the by-laws of the Association.

Chapter 19: Fees and Appropriations

19.1. Fees

- 19.1.1. Every member of the Association shall pay to the Association the annual fee set at the Annual General Meeting or at a special meeting of the Association called for that purpose.

Chapter 20: The Fiscal Year

- 20.1. The fiscal year of the Association shall be from January 1st to December 31st of each calendar year.

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Chapter 21: The Association Year

21.1. The Association year shall begin when the newly elected Officers and members-at-large of the Board take office following the Annual General Meeting at which they are elected.

Chapter 22: Rules of Order

22.1. The Annual General Meeting and all meetings of the Board, committees of the Board, and committees of the Association shall be conducted in accordance with “Robert’s Rules of Order”.

Chapter 23: Amendments

23.1. By-laws of the Association may be made, amended or revoked at any Annual General Meeting or Special Meeting of the Association, provided that:

- A. notice of such by-law, amendment or revocation, as the case may be, is given in writing to every member of the Association eligible to vote at least thirty (30) day before the meeting at which the by-law, amendment or revocation is to be made, cancelled or revoked; and
- B. two-thirds of the members of the Association eligible to vote and present, either in person or virtually, at an Annual General Meeting or a Special Meeting, vote in favour of the by-law, amendment or revocation.

Chapter 24: Relationship with the Canadian Medical Association

24.1. Representatives of the Canadian Medical Association

24.1.1. Representatives from the Association to the Canadian Medical Association shall be appointed by the Board in accordance with the by-laws of the Canadian Medical Association.