



Council Approved: May 14, 2020
Member Approved: June 3, 2020

LANGUAGE

1.1 English and French shall be the official languages of the Society.

SEAL

2.1 The Society of Rural Physicians of Canada (Society) shall have an official seal in the form adopted by the Council.

OFFICE

3.1. The head office of the Society shall be located in Shawville, Quebec Canada.

3.2 The Society may establish such other offices and agencies elsewhere in Canada as the Council determines.

MEMBERS

4.1 The Society shall be composed of Active Members, Lifetime Members, Honorary Members, Associate Members, Student Members, Resident Members, Affiliate Members, Retired Members and Family/Non-Partner Members.

ACTIVE MEMBER

5.1 A person who:

- (a) is a physician and practices rural medicine or is a physician who has a direct or indirect interest or link to the provision of rural health care.
- is eligible to become an Active Member.

5.2 An eligible person shall become an Active Member upon:

- (a) payment of the annual fee.

5.3 Active Members may:

- (a) vote at meetings of the Society
- (b) hold office in the Society

LIFETIME MEMBER

6.1 An Active Member who:

- (a) has reached the age of 65 years
 - (b) has been an Active Member for at least 10 years
- is eligible to become a Lifetime Member.

6.2 An eligible person shall become a Lifetime Member upon:

- (a) having registered for the upcoming Rural and Remote Conference by March 1st and having been approved by the Nominations and Award Committee

6.3 Lifetime Members may:

- (a) vote at meetings of the Society

- (b) hold office in the Society
- (c) not be required to pay fees to the Society

HONORARY MEMBERS

7.1 Any Member of the Society may propose a distinguished individual for Honorary membership. Upon approval by the Nominations and Awards Committee, the person shall become an Honorary Member.

7.2 Honorary members shall:

- (a) not be required to pay fees to the Society
- (b) not vote at meetings of the Society
- (c) not hold office in the Society

ASSOCIATE MEMBERS

8.1 A person who:

- (a) is an allied health care provider or has rendered valuable service in any field related to rural medicine
 - (b) is qualified to assist the Society in accomplishing its purposes
- is eligible to become an Associate Member.

8.2 An eligible person shall become an Associate Member upon:

- (a) payment of the annual fee.

8.3 Associate members may:

- (a) vote at meeting of the Society
- (b) hold office in the Society

STUDENT/RESIDENT MEMBERS

9.1 A person who:

- (a) is a medical, nursing or allied health care student or post-graduate resident enrolled in a program acceptable to Council
- is eligible to become a Student/Resident Member.

9.2 An eligible person shall become a Student/Resident Member upon:

- (a) payment of the annual fee.

9.3 Student/Resident Members may:

- (a) not vote at meetings of the Society
- (b) not hold office except as specified in these by-laws

AFFILIATE MEMBERSHIP:

10.1 An organization who:

- (a) wishes to support the SRPC through this membership

is eligible to become an Affiliate Member.

10.2 An eligible organization shall become an Affiliate Member upon:

- (a) approval of council
- (b) the payment of the annual fee

10.3 Affiliate Members may:

- (a) not vote at meetings of the Society
- (b) not hold office at the Society

RETIRED MEMBER

11.1 A person who:

- (a) has retired from their practice
- is eligible to become Retired Member.

11.2 An eligible person shall become a Retired Member upon:

- (a) payment of the annual fee.

11.3 Retired Members may:

- (a) vote at meetings of the Society
- (b) hold office in the Society

FAMILY/NON-MEDICAL PARTNER MEMBER

12.1 A person who:

- (a) is a non-medical partner of an Active Member
- is eligible to become a Family/Non-Medical Partner Member.

12.2 An eligible person shall become a Family/Non-Medical Partner Member upon:

- (a) payment of the annual fee.

12.3 Family/Non-Medical Partner Members may:

- (a) not vote at meetings of the Society
- (b) not hold office in the Society

SUSPENSION, EXPULSION AND TERMINATION OF MEMBERSHIP

13.1 Any Member may withdraw from the Society by delivering to the Society a written resignation. The resignation shall be effective on the date the resignation is received by the Society.

13.2 A member in arrears of the payment of fees may not exercise any of the rights or privileges of membership until the arrears are paid.

13.3 Any obligation or liability to the Society incurred or arising prior to resignation or suspension continues until such liability or obligation is discharged.

13.4 The Council may, at any meeting, suspend, expel or terminate the membership of any Member for any reason in the discretion of Council, if Council decides that retention of such membership is not in the best interests of the Society or of rural medicine.

13.5 Before suspension, expulsion or termination of membership for such cause Council shall give the Member an opportunity to be heard orally or in writing.

13.6 The suspension or expulsion takes effect on the date determined by Council.

13.7 All membership rights and privileges cease upon the effective date of the suspension or expulsion of the Member but any liability or obligation of the Member to the Society continues until such obligation or liability has been discharged.

FEES

14.1 Fees paid shall be determined by Council.

14.2 The Council may levy additional fees to be paid by Members.

EXECUTIVE COMMITTEE

15.1 The Executive Committee shall consist of the President, the President Elect or the Past President, the Secretary, the Treasurer, three (3) Members-At-Large.

15.2 A majority of the members of the Executive Committee shall constitute a quorum for the purpose of a meeting of the Executive Committee.

15.3 The Nominations and Awards Committee will consider broad regional representation in their recommendations both for members of each year's Executive as well as through the various positions over a number of years.

15.4 The Executive Committee shall determine its own procedures and shall keep minutes of all proceedings and circulate same for consideration by the Council.

15.5 All acts of the Executive Committee shall be reviewed by Council, and unless ratified by Council, such acts shall only have force until the next Council meeting, and in default of ratification shall at and from that time cease to have force.

15.6 At least fourteen (14) days written notice of an in person meeting shall be sent to each Executive Committee member. Members may waive any notice period. Members may participate in a meeting of the Executive Committee by means of conference telephone or other communications facilities as permits all persons participating in the meeting to hear each other and a member participating in such a meeting by such means is deemed to be present at the meeting. In the case of a meeting by conference telephone or other communications facilities, five (5) days written notice shall be given but may be waived by members.

COUNCIL

16.1 The Society shall be managed by a Council. A majority of the members shall constitute a quorum of the Council.

16.2 The voting members of Council shall consist of the members of the Executive Committee, the thirteen Provincial/Territorial Representatives and Chairs of active standing committees and one public representative.

16.3 Council members may annually appoint one voting lay member to Council to represent public interest. No member or person eligible to become a member shall be appointed to this position.

VACANCIES ON COUNCIL/RETIRING COUNCIL MEMBERS

17.1 A vacancy on Council occurs if a Council member:

- (a) resigns by delivering a written resignation to the Executive,
- (b) has a completed term,
- (c) is removed at a special general meeting of Members by a majority of Members present at the meeting,
- (d) becomes mentally incompetent,
- (e) is convicted of an indictable criminal offence,
- (f) has had their license to practice suspended,
- (g) becomes bankrupt, or
- (h) dies.

17.2 In the event a-Council member or an Executive member is unable to complete their term of office, the Council shall have authority to either hold an election or appoint a qualified member to fill the position for the balance of the term of office.

17.3 A retiring Council member shall remain in office until the dissolution of the meeting at which the retirement is accepted or the successor is elected.

MEETINGS OF COUNCIL

18.1 In person meetings of the Council are called by the President, shall take place at least once per year, and may be held at any time and in any place to be determined by the Council provided that at least fourteen (14) days written notice shall be sent to each Council member.

18.2 No error or omission in giving notice of any meeting of Council shall invalidate such meetings or make void any proceedings taken thereat and any Council member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

18.3 If all Council members consent generally or in respect of a particular meeting, a Council member may participate in a meeting of the Council or of a committee of the Council by means of a conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Council member participating in such a meeting by such means is deemed to be present at the meeting. Five days written notice shall be given of such meeting.

18.4 A resolution in writing, signed by all the Council members entitled to vote on that resolution at a meeting of Council or a committee of Council, is as valid as if it had been passed at a meeting of Council or a committee of Council.

18.5 Members may waive any notice period.

COUNCIL MEMBER REMUNERATION

19.1 No Council member shall directly or indirectly receive any profit from their position. Council members may be paid reasonable expenses incurred by them in the performance of their duties. Council members may receive an honorarium for the performance of their duties. This section shall not be construed to preclude a Council member from serving the Society as an officer or in any other capacity and receiving remuneration for services rendered.

19.2 Council may exercise all the powers of the Society except those that are required by the Canadian Law and the By-Laws to be exercised by the Society at a general meeting.

19.3 Without limiting its right to manage the Society, Council may authorize expenditures on behalf of the Society from time to time, and may delegate an officer or officers of the Society the right to employ and pay salaries to employees. The Council may authorize expenditures for the purpose of furthering the objects of the Society.

19.4 The Council shall take such steps as it may deem necessary to enable the Society to receive donations and benefits to further the objects of the Society.

INDEMNITIES TO COUNCIL MEMBERS AND OTHERS

20.1 Every Council member and officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society, and their heirs, executors and administrators, and estates and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Society, from and against:

- (a) all costs, charges and expenses which such Council member, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, 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 duties of his or her office or in respect of any such liability;
- (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 willful neglect or default.

PROVINCIAL/TERRITORIAL COMMITTEES

21.1 The Council shall have up to 13 Provincial/Territorial Representatives.

21.2 Provincial/Territorial Chair

- (a) Each province/territory shall nominate a chair to be approved by SRPC membership at the AGM for a 1 to 3 year term. If the Chair is unable to attend Council they may send an alternate to serve in their place.
- (b) A Chair can serve on Council for consecutive terms for no more than 6 years.

21.3 Election:

- (a) the membership of each Provincial/Territorial Committee shall be determined by the Members in each province/territory
- (b) each Provincial/Territorial Committee may determine terms of reference to be approved by Council.

21.4 Each Provincial/Territorial Committee shall meet at least once a year at the call of the Chair and shall report annually to the Council.

21.5 The procedure of the Provincial/Territorial Committee shall be governed by the Regulations to the By-Laws.

21.6 Committee members shall serve as such without remuneration but may be paid reasonable expenses incurred by them in the performance of their duties. This section shall not be construed to preclude a Council member from serving the Society as an officer or in any other capacity and receiving remuneration for services rendered.

OTHER COMMITTEES

22.1 The council may by resolution appoint committees setting out the terms of reference, number of members and their term of service. The Council may from time to time appoint the members of committees. Each committee shall submit an annual written report to the Society.

OFFICERS

23.1 The officers of the Society shall be the members of the Executive Committee and such other officers as the Council may by Bylaw determine.

DUTIES OF OFFICERS

24.1 The President shall call all meetings of the Executive Committee and Council. The President shall preside at all meetings of the Executive Committee, Council and Members. The President shall be the official spokesperson for the Society. The President may delegate any of the foregoing responsibilities. The President may be paid an honorarium at the discretion of the Executive.

24.2 The President-Elect or the Past President shall preside at all meetings of the Executive Committee, Council and members in the absence of the President.

24.3 The Treasurer shall have responsibility for the funds and securities of the Society and for the keeping of full and accurate accounts of all assets and liabilities, receipts and disbursements of the Society in the books belonging to the Society and the deposit of all moneys, securities and other valuable effects of the Society in such chartered bank or trust company as may be designated by Council from time to time. The Treasurer shall ensure disbursement of funds as may be directed by proper authority taking vouchers for such disbursements, and shall render to the Executive Committee and to Council upon request, an accounting of all the transactions and a statement of the financial position of the corporation. The Treasurer may delegate day-to-day duties to the Executive Director or designated senior staff who may delegate some duties to Society staff.

24.4 The Secretary shall attend as secretary all meetings of the Executive Committee, Council and Members and act as clerk thereof and record all votes and minutes of all proceedings in the books kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of Members, Council and Executive Committee and shall be custodian of the seal of the Society. In the absence of the Secretary, the President may delegate the duties of the Secretary to a member of the Executive Committee. The Secretary may delegate day-to-day duties to the Executive Director or designated senior staff.

SENIOR STAFF

25.1 The Executive Director or designated senior staff shall be responsible for the day-to-day management of the Society.

25.2 Senior staff positions, their numbers, duties, responsibilities, remuneration and privileges shall be designated, and the positions filled, by resolution of the Executive Committee.

25.3 The Executive Committee may employ, subject to ratification by Council, an Executive Director. The duties, responsibilities, remuneration and privileges of the Executive Director may be defined from time to time by the Executive Committee. The Executive Director shall report to the Executive Committee and shall in general be responsible for the day-to-day management of the affairs of the Society, the implementation of programs and services as requested by the Executive Committee of the Society and for assisting the Executive Committee and Council to further the goals of the Society.

MEETINGS OF MEMBERS

26.1 The annual or any other general meeting of Members shall be held at any place in Canada as Council may determine and on such day as the Council shall appoint. The Members may resolve that a particular meeting be held outside of Canada. Council shall have power to call, at any time, a general meeting of Members of the Society, in person or virtually.

26.2 Twenty (20) Members constitute a quorum.

26.3 At the annual meeting of Members, in addition to any other business being transacted,
(a) the report of the President,
(b) the report of the Treasurer including the financial statements,
(c) the report of the Nominations and Awards Committee,
(d) the report of the auditors, and
(e) the appointment of auditors
shall be presented.

26.4 At least thirty (30) days written notice shall be given to each Member of any annual, or general meeting of Members. Notice of any meeting where special business must be transacted shall contain sufficient information to permit the member to form a reasoned judgment of the decision to be taken.

26.5 Special meetings of the members may be called by the President. Written notice of such a meeting shall be delivered to all voting Members at least fourteen (14) days before the scheduled date set

for the special meeting. The notice must specify the purpose of the meeting and the business to be transacted.

26.6 The President shall call a special meeting of members at the request of a majority of Council Members or ten percent (10%) of the Active Members, none of who shall be a member of Council.

26.7 No business other than that which is specified in the notice may be transacted at a special meeting.

VOTING

27.1 At meetings of members votes shall be by voice or hand at the discretion of the Chair of the meeting unless otherwise specified in the By-Laws.

27.2 At any meeting of Members, if a majority of those present so requires, any question may be voted upon by secret ballot.

27.3 If the question is to be voted upon by secret ballot, the secretary of such a meeting shall certify the results of the balloting in writing to the President or Chair as the case may be.

27.4 The Council may prescribe electronic or mail balloting for any issue, except where the applicable Canadian laws and acts requires a meeting to be held.

27.5 Electronic or mail ballots shall contain the question to be voted upon. The ballot shall not identify the voting member. The ballot and the covering letter, if any, shall provide a deadline for the receipt of ballots by the Society. The Society shall not accept any ballots received after the deadline. The secretary shall record the results of the balloting and provide members with the results of the vote. The ballots shall be destroyed one (1) month after the election.

27.6 At all meetings of members every question shall be determined by an absolute majority of votes, unless otherwise specifically provided for in these By-laws or by the Canadian Law.

ANNUAL SCIENTIFIC MEETING

28.1 The Society shall have an annual scientific meeting to be held at a time and a place inside or outside Canada, as determined by Council.

BORROWING POWER

29.1 Without limiting the borrowing power of the Society as set forth in applicable Canadian Legislation, Council may from time to time, on behalf of the Society:

- (a) borrow money upon the credit of the Society;
- (b) sell or pledge bonds, debentures, notes or other evidence of indebtedness or guarantee of the Society, whether secured or unsecured;
- (c) to the extent permitted by law, give a guarantee on behalf of the Society to secure performance of any future or present indebtedness, liability or obligation of any person;
- (d) mortgage, hypothecate, pledge, or otherwise create a security interest in all or substantially all or any currently owned or subsequently acquired real or personal, movable or immovable property of the Society including book debts, rights, powers,

franchises, and undertakings to secure any such bonds, debentures, notes or other evidence of indebtedness or guarantee or any other present or future indebtedness, liability or obligation of the Society.

Borrowing is limited to meeting the operational needs of the organization.

AUDITORS

30.1 The Members shall at each annual meeting appoint an Accountant to review the accounts of the Society for report to the members at the next annual meeting. The Accountant shall hold office until the next annual meeting provided that the Council may fill any casual vacancy in the office of the auditor. The auditor's fee shall be approved by Council.

FINANCIAL YEAR END

31.1 The financial year-end of the Society shall be June 30th.

EXECUTION OF DOCUMENTS

32.1 The Council shall have power from time to time by resolution to appoint an officer or officers on behalf of the Society, either to sign contracts, documents or instruments in writing.

32.2 Financial controls policy shall be in place to determine who may sign contracts, documents or any instruments in writing that are outside of the operating budget that has been approved by Council involving amounts over two thousand dollars (\$2,000) require the prior written approval of the Executive, in addition to meeting the requirements of the above section.

DISTRIBUTION OF ASSETS

33.1 If the Society enacts a by-law authorizing the Society to make an application to the government for acceptance of the surrender of the charter of the Society, the Council shall, after providing for the debts, liabilities and obligations of the Society, distribute the assets of the Society among organizations which have, in the Council's view, purposes and objects similar to those of the Society.

RULES AND REGULATIONS

34.1 The Council may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Society as it deems expedient.

REPEAL AND AMENDMENTS

35.1 Upon this by-law coming into force, all previous by-laws of the Society shall be repealed provided that such repeal shall not affect the previous operation of such by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-law prior to its appeal.

35.2 By-laws of the Society may be repealed or amended by two-thirds (2/3) majority of the Council at a meeting of the Council and sanctioned by affirmative vote of the absolute majority of Members at a meeting duly called for the purpose of considering the said by-law, unless required otherwise by

the legislation or by the By-laws. Notice for all proposals for enactment, amendment or repeal shall be sent by the President to all members at least thirty (30) days prior to the meeting they are to be considered for input.

NOMINATIONS AND AWARDS COMMITTEE

36.1 The Nominations and Awards committee will be responsible for developing a slate of members to serve on the Executive Committee. They will also be similarly responsible for Chairs of Standing Committees, Student and Resident positions on Council and Provincial/Territorial Representation. The Nominations and Awards Committee will circulate a call of interest to all members. After review of eligible candidates they will make a recommendation to the Executive Committee. The Nominations and Awards Committee may enlist the help of the Student and Resident Representatives on Council in selection of new Student and Resident Representatives. The Executive Committee will then bring the recommended slate to the Council at the meeting held at the time of the Annual General Meeting or at other times of the year as needed. The Nominations and Awards Committee will select the recipient of all awards, as well as other awards or scholarships that the society may develop in the future. The Nominations and Awards Committee will be chaired by the Past-President in the years in which that position is filled and by the outgoing secretary in alternating years. Other members of the committee should include a student and resident representative, members in various stages of practice, members with SRPC experience/knowledge and appropriate provincial and territorial representation.

36.2 In the years when there is a President-Elect, there will be no Past President and in the years when there is a Past President, there will be no President-Elect.

36.3 Any officer may be removed by a vote of the majority at a meeting of Council Members duly called to remove that officer.

36.4 Non-voting officers of the Executive Committee shall include the Executive Director or designated senior staff and any other person as appointed by Council.

Rules & Regulations/Nomination Process

Part 1: Executive Committee Nomination Process

Part 2: Provincial/Territorial and Standing Committee Nomination Process and Representation on Council

Part 3: Student/Resident Committee Nomination Process

1. EXECUTIVE COMMITTEE NOMINATION PROCESS

NOTE: Nomination, whenever possible and as determined appropriate by the nominations committee, to be carried out on a rotational basis from across the country.

The Nominations & Awards Committee will circulate a call to all members in October of each year for positions that are up for renewal. The Nominations & Awards Committee will review the submissions and choose an appropriate candidate. A list of chosen candidates will be presented to Council and final approval will be granted at the AGM.

Procedure to be followed:

1. All nominations must be received by December 31st of each year.
2. Nominations for Executive Committee
 - Declaration of candidate: acceptance of nomination must be signed by the candidate.
 - Nomination proposal: must be signed by five (5) Members of good standing.
 - A curriculum vitae must be submitted to the Executive Director or designated senior staff.
 - Previous Committee and / or Council experience should be listed and is desirable.

TITLE		TERM
PRESIDENT-ELECT	In the year that the President-Elect becomes President, the position is unfilled.	1 year
PRESIDENT	After serving for a year the President-Elect automatically becomes the President.	2 years
PAST PRESIDENT	At the end of her/his term the President automatically becomes the Past President. In the years when there is a President-Elect, this position is unfilled.	1 year

SECRETARY	By December 31st of each year a Secretary will be nominated.	1 year
TREASURER	By December 31 st of each year a Treasurer will be nominated	2 years
MEMBERS-AT-LARGE	By December 31st of each year three (3) Members-At-Large will be nominated.	1 year

2. PROVINCIAL/TERRITORIAL AND STANDING COMMITTEE NOMINATION PROCESS

The Provincial/Territorial and Standing Committees are the forums for providing direction to the Society in matters of practice, economics, manpower, etc., and to develop its national position on Rural Health. In addition, the Committee Representatives on Council provides an avenue for the general membership to have their voice heard at Council.

The Nominations & Awards Committee will circulate a call to all members in October of each year for positions that are up for renewal. The Nominations & Awards Committee will review the submissions and choose an appropriate candidate. A list of chosen candidates will be presented to Council and final approval will be granted at the AGM.

Procedure to be followed:

1. All nominations must be received by December 31st of each year.
2. Nominations for Provincial/Territorial and Standing Committee Chairs
 - Declaration of candidate: acceptance of nomination must be signed by the candidate.
 - Nomination proposal: must be signed by five (5) Members of good standing.
 - A curriculum vitae must be submitted to the Executive Director or designated senior staff.
 - Previous Committee and / or Council experience should be listed and is desirable.

3. STUDENT/RESIDENT COMMITTEE NOMINATION PROCESS

The Student/Resident Committee Chairs are selected from within the Student/Resident committee. If there are no internal applications, a call is put out to all student/resident members. Any student/resident member may join the Student/Resident Committee. Two students/residents with staggered terms will represent the Student/Resident membership on Council and be eligible to vote.

The Student/Resident Chairs will circulate a call to members of the Student/Resident committees in February of each year. The Student/Resident Chairs will review the submissions and choose an appropriate candidate.

Procedure to be followed:

1. All nominations must be received by March 15th of each year.

2. Nominations for Student/Resident Committee Chair

Applicants must submit a statement of interest, including a brief background on themselves and why they are interested in the position.