

April 9, 2015

## **Information on Proposed Changes to the Bylaws**

Starting in 2014, the BCCFP embarked on a review of its current bylaws. The bylaw review was undertaken primarily as a result of bylaw changes at the National Board of the CFPC but also to ensure our bylaws reflected best practice and were in alignment with BC's Society Act.

This review demonstrated that there are differences between BC's provincial legislation and the federal legislation regulating the CFPC. BCCFP's Board created a task force that worked with legal counsel to develop an updated and comprehensive set of bylaws taking into account the requirements of the National College, the requirements of provincial laws and best practices in governance for non-profit professional associations.

The task force developed the proposed set of bylaws that has been reviewed, discussed and endorsed by the Chapter's board of directors. These proposed Bylaws were also reviewed and accepted by the National College.

Most of the changes to the bylaws are organizational in nature, clarifying existing provisions and re-ordering them in a way that is easier to read and understand. A list of the key differences from the current bylaws is attached below for your review, along with the recommended bylaws themselves. The board is confident that these bylaws will assist the Chapter to improve its governance and effectiveness as an organization.

Now the board is reaching out to the membership to ensure that you are fully informed and able to consider the bylaws in the correct context. Please review the proposed bylaws and the attached materials. Please direct questions on the bylaws to Ms. Toby Kirshin, Executive Director at [toby.kirshin@bccfp.bc.ca](mailto:toby.kirshin@bccfp.bc.ca)

The board encourages all members of the Chapter to attend the special general meeting and to vote to approve the new bylaws. This meeting is being held on May 23, 2015 at 12:15 pm over lunch in the Park ballroom at the Four Seasons Hotel in Vancouver at 791 West Georgia. If you are unable to attend the meeting but wish to vote you may assign a proxy to do so for you.

We invite you to attend a videoconference / teleconference with our Task Force Chair and Executive Director on Monday April 20 at 6:00 pm or Tuesday, May 5 at 8:00 am to learn more about the proposed changes to the bylaws. Please contact: [office@bccfp.bc.ca](mailto:office@bccfp.bc.ca) to confirm which videoconference you wish to join.

The BCCFP Board asks you to approve the new bylaws.

Sincerely,

Patricia Mirwaldt, CCFP  
President

<b>Subject</b>	<b>Explanatory Comments</b>
College Constitution (name and purposes)	No change. The name and purposes of the College remain as currently set out.
Definitions	Added for clarity and ease of reference
Relationship with National College (Part 2)	Various sections of the current bylaws that detail the relationship of the BC College to the national college have been collected in one place. The BC College remains a chapter of the national college. No substantive changes, other than those required by national college itself. These requirements have been met the bylaws have been accepted by national.
Membership (Parts 3 & 4)	Membership provisions have been clarified for ease of understanding, but no substantive changes. Membership remains closely tied to the national college. All classes remain the same and the criteria and process for becoming a member remains in national's control. A physician who becomes a member of national will become a member of the BC College automatically if they reside in BC. All persons who are members under the current bylaws will continue as members under the new bylaws. Provisions have been added to clarify the term and cessation of members, as well as their rights and obligations.
Members' Meetings (Parts 5 - 7)	The provisions relating to membership meetings (such as the AGM) have been updated to comply with the legal requirements of the Society Act with regard to notice, etc. The provisions also include the new ability to include electronic participation in members' meetings, which will allow members to participate in the meeting without having to travel physically. Quorum has been slightly reduced from 25 – 20 members as there has been some difficulty in the past achieving quorum. Voting mechanisms and rules have been clarified.
Board of Directors (Part 8)	The provisions relating to the board have been re-organized to increase clarity and transparency of the board's structure. Following best practices, the board will move to a smaller size than has historically been the case (between 9-13 directors). All directors are elected by the members, with the exception of the past president. Terms will normally be three years in length, which is currently the case. District director positions are being eliminated because all directors have a legal and fiduciary duty to the whole College and

	<p>that supersedes regional interests. The board is required to have a composition that reflects the diversity of its membership, including regional representation. Appointed director positions are being eliminated as being contrary to the Society Act. However, the board will continue to invite participation from affiliated institutions at board meetings. Current directors will continue for the terms to which they were elected, and new directors will be elected at the next AGM. Members continue to have the right to remove a director by special resolution.</p>
<p>Director Election and Nomination (Part 9)</p>	<p>Election and nomination procedures have been collected into one place for ease of reference and re-organized to be consistent and clear. Basic nomination rules are set out in the bylaws. Elections of directors will take place at, or prior to the AGM, and the bylaws allow for an electronic ballot system so all voting members have a chance to cast their vote even if they can't attend the AGM.</p>
<p>Powers of the Board (Part 10)</p>	<p>The powers are clarified and organized, but remain unchanged from the current bylaws. Directors can receive remuneration or reimbursement in accordance with existing policies.</p>
<p>Board Meetings (Parts 11 &amp; 12)</p>	<p>Detailed provisions regarding board meetings have been added to increase transparency and accountability. The board will have the ability to "meet" by electronic means, including teleconference and videoconference. Conflict of interest rules remain in place but have been updated to comply with law and best practices.</p>
<p>Officers (Parts 13 &amp; 14)</p>	<p>The officers will be the President, Vice-president, past-president, secretary and treasurer, along with any offices the board creates. The office of president-elect has been eliminated and replaced with the office of vice-president. The vice-president does not automatically become the president, but can be used as a training and testing ground for presidential candidates. In accordance with best practices, officers are elected each year by the directors, who are in the best position to select the officers based on the needs and challenges for the coming year. Officers serve for a one-year term, but can be re-elected for consecutive terms. Duties of the officers are set out in the bylaws for transparency.</p>
<p>Committees (Part 15)</p>	<p>The executive committee remains a required committee under the bylaws. The board can create, manage and dissolve other committees</p>

	as necessary. Each committee must have terms of reference that set out its composition, duties and powers.
Financial Matters & Audit) (Parts 17 & 18)	Financial powers remain unchanged. The board oversees financial matters and property of the College. In compliance with the Society Act, full audit is not mandatory under the bylaws, but can be required by the board OR by the members. National college has advised that it desires BC to conduct an audit each year and the College intends to do so.
Miscellaneous (Parts 16, 19 – 22)	Minor updates to comply with Society Act. Members will have access to a variety of documents by right and can request further access of the Board. Special resolution required to amend bylaws or constitution.