



BLACK PHYSICIANS
OF CANADA

BY-LAW NO. 1
A by-law relating generally to the conduct of the affairs of the
BLACK PHYSICIANS OF CANADA
("BPC")

Section 1 - General

1.01 Definitions

In this by-law, unless the context otherwise requires:

- a) "**Act**" means the *Canada Business Corporations Act*, RSC 1985, c C-44 and, where the context requires, includes the regulations made under it, as amended or re-enacted;
- b) "**AGM**" means the annual general meeting of the members of BPC which the directors must call annually.
- c) "**Articles**" means the original or restated articles of incorporation, articles of amendment, articles of amalgamation, articles of continuance, articles of reorganization, articles of arrangement, articles of dissolution or articles of revival and includes any amendments thereto;
- d) "**Board**" means the board of directors of BPC;
- e) "**BPC**" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f) "**By-laws**" means this by-law (including the schedules to this by-law) and all other by-laws of BPC as amended and which are in force;
- g) "**Chair**" means the chair of the Board;
- h) "**Director**" means an individual occupying the position of director of BPC by whatever name he or she is called;
- i) "**Founders**" means the individuals who created BPC, who are Dr. Hadal El-Hadi, of Saskatoon, Saskatchewan and Dr. Teresa Semalulu, of Ottawa, Ontario;
- j) "**Member**" means a member of BPC;
- k) "**Members**" means the collective membership of BPC;
- l) "**Officer**" means an officer of BPC; and
- m) "**Special Meeting**" means a special meeting of the Members, other than an annual meeting, called by the directors of a corporation.



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1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act shall prevail.

1.04 Head Office

The Head Office of BPC shall always have a registered office at the location that the Articles provide that the head office is to be situated. The location of the head office may, by resolution of directors, be changed to another location within Canada.

1.05 Corporate Seal

The seal of BPC, if any, shall be in the form determined by the Board, which may be adopted or changed by the Board.

1.06 Banking Arrangements

The banking business of BPC including, without limitation, the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies or other bodies corporate or organizations as may be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may prescribe or authorize.

1.07 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by BPC may be signed by any two of its Officers or Directors of which at least one shall be the Founders, President, Vice-President or Secretary. In addition, the Board may direct the way and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of BPC to be a true copy thereof.

1.08 Mission Statement

To unite, support, amplify and empower Black physicians, physicians-in-training, and the Black community in Canada. To strengthen the leadership role of Black physicians in amplifying Black voices and experiences within the Canadian health care system.



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Section 2 – Directors

2.01 Qualifications

Each Board member must:

- a) be an individual of at least 18 years of age;
- b) be a voting member of BPC in good standing;
- c) not be of unsound mind and must not have been declared incapable by a court in Canada or in another country;
- d) have power under law to contract; and
- e) not have the status of a bankrupt.

2.02 Composition of Board

The Board consists of a maximum of nineteen (19) and minimum of three (3) people who, collectively, reflect the diversity of BPC's Members, including:

- a) BPC President,
- b) BPC Vice-President,
- c) BPC Secretary,
- d) BPC Treasurer,
- e) one Board member resident in each province and territory,
- f) the Founders, subject to section 2.04,
- g) the Resident and Fellow Representative
- h) the Immediate Past President, as a non-voting member and subject to section 2.04,
- i) the Medical Student Representative, as a non-voting member.

The Board shall appoint a Chair from among the Directors by a simple majority of votes.

2.03 Election or Appointment and Removal of Directors

The following Officers of BPC who also sit on the Board shall be elected by the Members: BPC President, BPC Vice-President, BPC Secretary, and BPC Treasurer.

Additional Directors who do not also serve as Officers shall be determined at the AGM and appointed by Directors' resolution. The Board may appoint additional Directors as it deems appropriate.

A person shall not be entitled to hold office as a Director if he or she is not a member in good standing, and has not attended at least one annual meeting within the past two (2) annual meetings.

The Directors of BPC may remove any Director from office before the expiration of their term, for cause, by resolution passed by at least 2/3 of the votes cast at a meeting held in accordance with Section 9.



2.04 Term

- a) Each Board member shall serve a term of two years up to four consecutive years.
- b) Subject to sub-sections 2.04(c) and (d) below, no Board member is eligible to serve consecutive terms that total more than four years.
- c) In the case of the Immediate Past President (*ex-officio*), the term of office expires when they no longer hold the office of the Immediate Past President.
- d) In the case of the Founders, they are not eligible to serve consecutive terms that total more than eight years.
- e) Directors who, pursuant to s. 121(b) of the Act, also serve as Officers shall hold office for a two-year term on a rotating board where the President and Treasurer are elected or appointed in even numbered years (starting 2020), and the Vice-President and Secretary are elected or appointed in odd numbered years (starting 2021).
- f) Any other positions are elected or appointed as the Board determines.

2.05 Vacancies

The office of a Director becomes vacant immediately:

- a) if the Director resigns office by written notice to the Secretary, which resignation shall be effective at the time it is received by the Secretary or at the time specified in the notice, whichever is later;
- b) if the Director dies or becomes bankrupt;
- c) if the Director is found to be incapable of managing property by a court or under the laws of a province in Canada; or
- d) if, at a meeting of the Members, a resolution is passed by at least a majority (50 percent plus one) of the votes cast by the Members entitled to vote, removing the Director before the expiration of the Director's term of office.

2.06 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a) a quorum of Directors may fill a vacancy among the Directors;
- b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a Special Meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member entitled to vote;
- c) if the vacancy occurs as a result of the voting Members removing a Director, the voting Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.07 Duty and Expectations

Every Director and Officer of BPC in exercising his or her powers and discharging his or her duties shall:



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- a) act honestly and in good faith with a view to the best interests of BPC according to its Mission statement set out in these by-laws; and
- b) exercise the care, diligence and skill that a reasonable and prudent person would exercise in comparable circumstances.

Every Director and Officer of BPC shall comply with the requirements of the Act and these By-laws.

2.08 Remuneration of Directors

The Directors shall serve as volunteers and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to BPC in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict-of-interest provisions of the Act; and
- c) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if BPC is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Board may be called by the Founders, President or Vice-President or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Board by giving not less than five days' notice to each Director, stating the time and place of the meeting.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings. Board meetings may be held by teleconference or other electronic media, as determined by the Board. The mode of the meeting must be stated in the meeting notice. A Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

3.03 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of BPC not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and



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none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of BPC.

3.04 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, or if the Chair is unable to preside at a Board meeting, the Directors present shall choose a Director to act as Chair of the meeting.

3.05 Quorum

Four (4) Directors present at a meeting of the Board constitutes a quorum for the transaction of business by the Board. At least two of the Directors required for quorum must be Officers of BPC.

3.06 Voting

Each Director has one (1) vote. Questions arising at any Board meeting shall be decided by a majority (50 percent plus one) of votes. In case of an equality of votes, the Chair shall not have a second or casting vote. Where a person holds multiple Director positions, they are entitled to only one (1) vote.

Any votes cast by Directors attending by virtual means are valid and effective. Board members may not vote by proxy.

3.07 Language

Any meeting of the Board shall be conducted in English.

Any minutes produced in respect of a Board meeting shall be produced in English.

The minutes of a Board meeting shall be transcribed to French upon request.

Section 4 - Financial

4.01 Banking

The Board shall by resolution designate the bank in which the money, bonds or other securities of BPC shall be placed for safekeeping.

4.02 Financial Year

The financial year of BPC ends on June 30 in each year or on such other date as the Board may by resolution determine.

Section 5 - Officers

5.01 Officers



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The Officers of BPC shall be BPC President, BPC Vice-President, BPC Secretary, and BPC Treasurer, and any other such Officers as the Board may, by by-law, determine.

The Officers of BPC shall also serve as Directors of BPC. The same person may hold any two offices.

The Officers shall be elected at the AGM. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe.

A person shall not be entitled to hold office as an Officer if he or she is not a member in good standing and has not attended at least one annual meeting within the past two (2) annual meetings.

5.02 Term

Subject to section 2.04, the Officers of BPC shall hold office for a term of two years from the date of appointment or election or until their successors are elected or appointed in their stead.

5.03 Duties

The Officers of BPC shall be responsible for the duties assigned to them and they may delegate to any BPC member the performance of any or all such duties as agreed to by such a member.

5.04 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine.

5.05 Duties of the President

The President shall perform the duties described in Schedule “A” and such other duties as may be required by law or as the Board may determine.

5.06 Duties of the Vice-President

The Vice-President shall perform the duties described in Schedule “B” and such other duties as may be required by law or as the Board may determine.

5.07 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule “C” and such other duties as may be required by law or as the Board may determine.

5.08 Duties of the Secretary

The Secretary shall perform the duties described in Schedule “D” and such other duties as may be required by law or as the Board may determine.

5.09 Duties of the Founders and the Immediate Past President



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For the inaugural term, the Founders shall perform the duties described in Schedule “E”. For subsequent terms, the Founders shall perform such duties as the Board may determine.

The Immediate Past President shall perform such duties and provide such advice as is requested by the President or Board of Directors.

5.10 Office Held at Board’s Discretion

Any Officer shall cease to hold office upon resolution of the Board.

Section 6 – Protection of Directors and Officers

6.01 Protection and Indemnity of Directors and Officers

No Director of BPC shall be liable for damages caused by any other Director or other person acting on behalf of BPC.

Every Director of BPC or other person who has undertaken or is about to undertake any liability on behalf of BPC and his or her heirs, executors, administrators, estate and effects, respectively shall at all times, be indemnified and saved harmless out of the funds of BPC, from and against:

- a) all losses, costs, charges and expenses which such Director or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against such a Director, or in respect of any act, omission, deed, matter or thing whatsoever, made, done, permitted or omitted to be done by such Director, in or about the execution of such Director’s office or in respect of any such liability; and
- b) all other costs, charges and expenses which such Director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by such Director’s own willful neglect or willful default.

Section 7 – Conflict of Interest

7.01 Conflict of Interest

A Director or Officer who, directly or indirectly, hold any interest in a contract or transaction, or proposed contract or transaction, with BPC shall make disclosure as required by the Act or by a Conflict of Interest Policy (“**Conflict Policy**”) as may be drafted and ratified by the Board. Except as provided by the Act or Conflict Policy, no such Director or Officer shall attend any part of a meeting of the Board or vote on any resolution to approve any such contract or proposed transaction.

Section 8 – Members

8.01 Members

The Board may, by resolution, approve the admission of the Members of BPC. Also, Members may be



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admitted in such other manner as may be prescribed by the Board by resolution. There shall be three categories of Members, namely:

- (a) Active (Regular) Members;
- (b) Honorary Members; and
- (c) Special Members.

The following conditions of membership shall apply:

8.02 Membership

Active (Regular) Members

Active (Regular) Members shall be individuals who have applied and been accepted for Active (Regular) membership in BPC and are in good standing with BPC in accordance with the policies of BPC. Active (Regular) Members must fall within one of the following categories of membership:

- a) Canadian-licensed physicians;
- b) Canadian-based physician trainees (residents or fellows);
- c) Retired physicians or those granted emeritus status; or
- d) Non-physician members of the Board.

The Term of Membership: Active (Regular) membership shall be one year, subject to renewal in accordance with the policies of BPC.

Each Active (Regular) Member is entitled to receive notice of, attend and vote at all meetings of Members, and each Active (Regular) Member shall be entitled to one (1) vote at such meetings.

Honorary Members

The following persons shall be admitted to Honorary membership in BPC:

- a) BPC Past Presidents, on completion of their term as President;
- b) BPC Founders;
- c) Distinguished persons who, by resolution of the Board, are admitted to Honorary membership in BPC; or
- d) A person who has been a physician in Canada for 35 years or more and of BPC for not less than 15 consecutive years.

The Term of Membership: Honorary members retain their membership in BPC from year to year, unless they request otherwise, and pay no membership fee.

Honorary members have the rights to attend all BPC meetings and to have a deliberative voice therein but, unless they pay membership fees, or are BPC Past Presidents or BPC Founders, do not have the rights to vote, to hold office or to propose or second resolutions.

Special Members



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Special Members shall be individuals who have applied and been accepted for Special Membership in BPC. Special Members are those who are not members of the Board, are not Honorary Members, and fall within one of the following categories of membership:

- a) Students;
- b) Non-physician health professionals;
- c) Other professionals (i.e. working outside of the health sector); or
- d) Physicians working outside of Canada.

The Term of Membership: Special membership shall be one year, subject to renewal in accordance with the policies of BPC.

Subject to the Act, a Special Member shall not be entitled to receive notice of or vote at meetings of the Members of BPC.

8.03 Maintaining and Terminating Membership

Membership in BPC is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.

The maintenance of membership requires payment of the annual membership fee. Membership fees vary according to membership category, and are set by the Board.

8.04 Suspension or Termination of Membership

The Board may suspend or terminate the membership of any BPC Member based on any of the following grounds:

- a) Violating any provision of the Articles, by-laws, or written policies of BPC;
- b) Carrying out any conduct which may be detrimental to BPC as determined by the Board in its sole discretion;
- c) Subject to Section 8.03, failing to pay membership dues; or
- d) For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the mandate of BPC.

If the Board determines that a Member shall be suspended or terminated from membership, it must follow the procedure set out below:

The Board shall provide fifteen (15) days' notice of such proposed suspension or termination to the Member and shall provide reasons for the proposed suspension or termination.

As shall be outlined in the notice, the Member may submit written submissions, seeking reconsideration, to the Board within a thirty (30) day period that starts on the day the Member receives the notice.

If the Member submits such written submissions to the Board, the proposed suspension or termination shall not take effect until a final decision is made by the Board.

The Board shall consider the written submissions of the Member before making a final decision regarding any suspension or termination of membership.

The Board shall communicate its final decision to the Member, in writing, within fifteen (15) days from the date it receives the Member's submissions.



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If the Board does not - within 30 days of the Member receiving its notice - receive written submissions from the Member in response to its notice, the Board may proceed to notify the Member that the Member is effectively suspended or terminated from membership. The Board's decision shall be final and binding on the Member. There is no right of appeal.

8.05 Good-Standing

For the purposes of these By-laws, a member whose membership fees are in arrears is not in good standing.

A member that has been suspended is no longer in good-standing.

Section 9 – Members' Meetings

9.01 Annual Meeting

The AGM shall be held on a day and at a place within Canada specified by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or Articles.

The business transacted at the annual meeting shall include:

- a) receipt of the agenda;
- b) receipt and approval of the minutes of the previous annual and subsequent special meetings;
- c) report of the President regarding the business of BPC and other topics the President may select;
- d) report of the Board of Directors and its committees;
- e) consideration of the financial statements;
- f) report of any auditor, if one was appointed to conduct a review engagement;
- g) reappointment or new appointment of an auditor or a person to conduct a review engagement for the coming year, if appropriate;
- h) election of Directors; and
- i) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act.

9.02 Special Meetings

The Directors may call a special meeting of voting Members of BPC. The Board shall convene a special meeting on written requisition of not less than one-tenth of the voting Members for any purpose connected with the affairs of BPC that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

9.03 Notice

Subject to the Act, not less than ten (10) and not more than fifty (50) days written notice of any annual or



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Members' meeting shall be given in the manner specified in the Act to each voting Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the voting Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the voting Members of the right to vote by proxy.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting is 25 percent of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The Chair of the Board shall be the chair of the Members' meeting; in the Chair's absence, the voting Members present at any Members' meeting shall choose another Director as chair and if no Director is present, or if all of the Directors present decline to act as chair, the voting Members present shall choose one of their number to chair the meeting.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority (50 percent plus one) of votes of the members present unless otherwise required by the Act or the By-law, provided that:

- a) each voting Member shall be entitled to one vote at any meeting;
- b) votes shall be taken by a means as determined by the chair presiding over the AGM. Voting Members present and the chair of the meeting shall have a vote;
- c) an abstention shall not be considered a vote cast;
- d) before or after a vote is conducted on any question, the chair of the meeting may require, or any voting Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f) whenever a vote is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost, and an entry to that effect in the minutes, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.07 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, any auditors of BPC (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the Articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent (50 percent plus one) of the Members present at the meeting.

9.08 Language



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Any meeting conducted pursuant to section 9 of these Bylaws shall be conducted in English.

Any minutes produced in respect of a Board meeting shall be:

- a) produced in English; and
- b) transcribed to French upon request.

Section 10 - Notices

10.01 Service

Any notice required to be sent to any Member or Director or to any auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of BPC, and to any auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.03 Error or Omission in Giving Notice

No error or omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 – BPC Committees, Sections and Affiliates

11.01 Board Committees, Subcommittees and Task Forces

Committees may be established by the Board as follows:

- a) The Board may appoint from their number a managing Director or a committee and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

There are six inaugural committees of the Board of Directors:



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1. Wellness;
2. Advocacy;
3. Mentorship;
4. Education;
5. Conference Planning; and
6. Residents and Fellows

The Board may establish subcommittees by regulation, with an ongoing mandate and continuing functions, to report to a Board committee.

The Board may establish task forces with a specified time-limited function, to report to a Board committee.

The Board appoints members to the Board committees, subcommittees and task forces in accordance with the regulations.

Each committee, subcommittee and task force may meet to conduct business, adjourn or otherwise regulate its meetings as it sees fit, subject to its budget.

11.02 Sections

Sections of the BPC may be organized by regulation for the advancement of particular areas of medicine or to serve a common interest group within the BPC.

Procedures and criteria for establishing, merging or dissolving Sections may be defined by regulation.

11.03 Regional Affiliates

The Board may establish partnerships or other relationships with entities in each province or territory. The Board may, by resolution, admit the voting members of those entities to becoming voting members of BPC, with or without the requirement to pay BPC membership fees. The Board may, by resolution, establish other terms of such affiliate memberships.

BPC and its regional affiliates will cooperate and work with the College of Physicians and Surgeons in the various provinces or territories, and other organizations relevant to BPC's objectives, so that BPC's objectives may be furthered in those jurisdictions.

The BPC Board members resident in each province and territory are responsible to:

- a) Liaise with BPC's regional affiliates and other entities to further BPC's purpose in the region;
- b) Help to coordinate national and regional activities in the region; and
- c) Report to BPC's Board on an ongoing basis, with a year-end report no later than June 30 each year, regarding the work performed in their region.

Section 12 – Amendment of By-laws

12.01 Adoption and Amendment of By-laws



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Bylaws for the proper administration of the affairs of BPC may be adopted, amended or rescinded by resolution at a BPC Member meeting, by a majority vote (50 percent plus one) of the members voting at any session of the meeting.

12.02 Adoption and Amendment of By-laws

Notwithstanding section 12.01, the Bylaws may be amended by a resolution of the Board.

Section 13 – Dissolution

13.01 Dissolution of Organization

The Board may dissolve the organization by unanimous consent of all Directors and by written Board resolution.

Should BPC be dissolved, and after payment of all of the debts and liabilities, its remaining property shall be distributed or disposed of to charitable organizations which carry on their work in Canada.

SCHEDULES

Schedule “A”



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Position Description of the President

Role Statement

The President is responsible to and reports to the Board and through it to the members of BPC. The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors, BPC Affiliates, and senior management, if any, of BPC. The President ensures the Board discusses all matters relating to the Board's mandate.

Responsibilities

Performance Appraisal. Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

Representation. Serve as the Board's primary contact with the public and with BPC Affiliates.

Board Conduct. Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship. Serve as a mentor to other Directors. Help to ensure that all Directors contribute adequately. Address issues associated with underperformance of individual Directors.

Committee Membership. Serve as member on Board committees determined by the Board

Schedule “B”



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Position Description of the Vice-President

Role Statement

The Vice-President is responsible to and reports to the Board and through it to the members of BPC. The Vice-President shall also perform such other duties as may be required by law or as the Board may determine.

Responsibilities

Committee Assignment and Strategic Planning. The Vice-President is responsible for assisting the President in the committee assignment processes and meeting the objectives established by the Black Physicians of Canada strategic plans. The Vice-President will take the lead in the recruitment and nominations process for the Board of Directors.

Annual Report. The Vice-President is also responsible for creating an annual report.

Assisting the President. The Vice-President assists the President in carrying out the duties of that office. The Vice President shall perform the duties of the President in cases of absence, and shall assist the President as may be requested and appropriate and, when so acting, shall have all the powers and duties of and be subject to all the restrictions upon the President.

Committee Membership. Serve as member on Board committees determined by the Board



BLACK PHYSICIANS
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Schedule “C”

Position Description of the Treasurer

Role Statement

The Treasurer works collaboratively with all Board members to support the Board in achieving its fiduciary responsibilities, and help ensure the financial health of BPC.

Responsibilities

Custody of Funds. The Treasurer shall have the custody of the funds and securities of BPC and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of BPC in the books belonging to BPC and shall deposit all monies, securities and other valuable effects in the name and to the credit of BPC in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board. The Treasurer shall disburse the funds of BPC as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of BPC. The Treasurer shall also perform such other duties as may be directed by the Board.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors’ conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Directors.

Financial Statement. Present to the Members at the annual meeting as part of the annual report, the financial statement of BPC approved by the Board, together with the report of any auditor or of the person who has conducted the review engagement, if any.



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Schedule "D"

Position Description of the Secretary

Role Statement

The Secretary works collaboratively with all Board members to support the Board in fulfilling its fiduciary responsibilities.

Responsibilities

Board Conduct. Support the President in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management. Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of BPC, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of BPC and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings. Give such notice as required by the By-Laws of all meetings of BPC, the Board and Board committees. Attend all meetings of BPC, the Board and Board committees.



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Schedule "E"

Position Description of the Founders - for the Inaugural Term:

Role Statement

For the inaugural term, the Founders are authorized to offer the Board direction regarding BPC in a manner consistent with BPC's purpose, constitution and policies. Their authorized responsibilities include, but are not limited to: monitoring the development and operations of the entire BPC organization; working to develop and further the objectives of BPC, including those established by BPC's strategic plans; and organizing the Board of Directors through monthly and annual meetings.

Agendas. The Founders are authorized to establish agendas aligned with annual Board goals and may preside over Board meetings in the absence of an appointed Chair. The Founders help to ensure meetings are effective and efficient for the performance of governance work. They help to ensure that a schedule of Board meetings is prepared annually.

Direction. The Founders are authorized to serve as the Board's central point of communication of BPC, including liaising with BPC's senior management, if any, regarding the Board's expectations and concerns. In collaboration with BPC's senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to help ensure that management strategies and planning and performance information are appropriately presented to the Board.

Work Plan. The Founders are authorized to ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Reporting. The Founders are authorized to report to the Board on issues relevant to its governance responsibilities.

Succession Planning. The Founders are authorized to offer guidance to the Board regarding succession planning for senior management, if any, and the Board.

The Founders are authorized to occupy the position of any appointed Officer, in accordance with this By-law.