



## BYLAWS

### PREAMBLE

- A. We the physicians of Pakistani descent, out of our commitment to our profession, homeland and motherland, do hereby proclaim the establishment of the APPNA - Alberta Chapter, so that collectively we all can uphold ethical and moral values of our profession, engage in social and professional activities, support educational and intellectual pursuits, and upgrade medical care; thus fulfilling the aims of our Society.
- B. The Society is organized for educational and scientific purposes and will provide services and funds to organizations which qualify as exempt organizations under sections 149.1(1) and 248(1) of the *Income Tax Act* (Canada).
- C. The nature of the Society shall be an independent, not for profit, professional and educational organization incorporated in Alberta, Canada, and shall have no substantial political affiliations.
- D. The vision of the Society shall be to become the premier organization of physicians of Pakistani descent in Alberta, Canada; one which best promotes and serves healthcare, educational, social, and charitable initiatives.
- E. To this effect, we hereby set forth and enact the following bylaws governing the Society, which shall be binding on each and all of us in totality, until and unless properly amended by the provisions herein. So help us God. Amen!

### MEMBERSHIP

1. A member in good standing shall mean an active or lifetime member who believes in and follows the aims of the Society and has no financial obligations to the Society.
2. Subject to the provisions herein, to be eligible to vote at a general or special meeting of the Society, a member in good standing must be a member for sixty (60) days prior to any general or special meeting. A list of members in good standing shall be made available at any general or special meetings of the Society.
3. Membership fees in the Society shall be determined, from time to time, by the Board of Directors and approved by members in good standing at the next general meeting.
4. Upon the recommendation of the Membership Committee and subject to the provisions of paragraph 11 herein, any physician of Pakistani descent who has graduated from any recognized medical, dental, podiatric, or osteopathic school may become a member of the Society if so

confirmed by the Board of Directors, and upon satisfactory payment of membership fees. There shall be no discrimination based on religion, gender, sexual orientation, or ethnicity.

5. The Board of Directors shall create policies and procedures for the application and approval of membership in all categories.
6. The Board of Directors may from time to time make special assessments which the members, or members within certain categories, will be required to pay.
7. The annual term of membership shall be from January 1<sup>st</sup> to December 31<sup>st</sup> of each year. Any member whose dues are not paid by July 7<sup>th</sup> of each year will be considered in arrears and will not be eligible to hold office or vote at any of the Society's meetings for the remainder of the current year and the following year, regardless of when they rectify their arrears.
8. Any member wishing to withdraw from membership may do so upon a notice in writing to the Board of Directors delivered to the Society's Secretary.
9. Membership in the Society will automatically be suspended indefinitely should the member receive a criminal conviction by a court of law or a disciplinary action by a licensing authority resulting in the revocation of medical licensure. Suspended members may be reinstated at the recommendation of the Board of Directors but only upon dismissal of charges and/or the disciplinary action brought about by the licensing authority. The Board of Directors shall otherwise retain the right to recall a member's membership at their discretion.
10. Members in good standing will be the supreme authority of the Society wielding absolute power on the conduct of the affairs of the Society. However, for the smoother running of the Society's affairs, members in good standing will delegate this authority to various factions as outlined herein. Unless otherwise stated in these Bylaws, all actions taken by an executive committee member or a committee of the Society may be approved, rejected, or amended by the members in good standing pursuant to the provisions herein.
11. Membership of the Society shall include the following seven (7) categories and corresponding rights and obligations:

(a) **Active Members**

- Active membership in the Society shall be open to anyone of Pakistani descent who has graduated from a recognized medical, dental, podiatric, or osteopathic school in Pakistan or throughout the world.
- To be eligible for active membership in the Society a physician of Pakistani descent must hold an unrevoked license to practice medicine anywhere in North America.
- Non-licensed physicians of Pakistani descent who have completed their medical school training (MD, DO, DDS,
- DPM, or MBBS) and are currently involved in university/hospital-based medical research, academia, or university/hospital-based health administration in North American are also eligible to become active members with written proof of their involvement.
- Similarly, graduates from recognized medical institutions in Pakistan who have completed their masters or doctoral programs and are involved in medical-related fields in North America shall be eligible for active membership in the Society.

- Active members shall be annual dues-paying members and shall reside in North America.

(b) **Associate Members**

- The Society may provide associate membership to persons of Pakistani descent engaged in human sciences and healthcare related services other than medicine, but who do not otherwise fulfil the criteria for active membership.
- Associate members may serve on committees or task forces of the Society and participate in any activities. They shall not have the right to vote or be eligible to hold office as executive committee members or directors of the Society.
- The membership dues for associate members shall be equal to fifty percent (50%) of the annual dues.

(c) **Honorary Members**

- The Society may appoint as an honorary member any person of Pakistani descent distinguished for services or attainments in medicine or the allied sciences, or who has rendered other services of unusual value to the Society or humanity in general.
- Honorary members may serve on committees or task forces of the Society and participate in any activities. They shall not have the right to vote or be eligible to hold office as executive committee members or directors of the Society.
- Honorary members shall be exempt from the payment of annual dues.

(d) **Emeritus Members**

- Retired physicians of Pakistani descent may apply for emeritus membership.
- Emeritus members may serve on committees or task forces of the Society and participate in any activities. They shall not have the right to vote or be eligible to hold office as executive committee members or directors of the Society.
- The dues for emeritus members shall be equal to fifty percent (50%) of the annual dues.

(e) **Affiliate Members**

- Physicians who are not of Pakistani descent and reside in Canada may apply for affiliate membership.
- Affiliate members may serve on committees or task forces of the Society and participate in any activities. They shall not have the right to vote or be eligible to hold office as executive committee members or directors of the Society.
- The dues for affiliate members shall be equal to fifty percent (50%) of the annual dues.

(f) **Physician-in-Training & Student Members**

- Graduates from Pakistani medical and dental institutions applying for or in an approved training program in North America shall be eligible for student membership in the Society.
- Any student of Pakistani descent involved in a medical, dental, podiatric, or orthopedic college in North American may be admitted to the Society as a student member.

- Student members may serve on committees or task forces of the Society and participate in any activities. They shall not have the right to vote or be eligible to hold office as executive committee members or directors of the Society.
- Student members shall be exempt from the payment of annual dues.
- The Society may hold elections amongst this membership category for representative and leadership roles.

**(g) Lifetime Members**

- Any active member of the Society, on payment of ten (10) years' worth of current annual dues in one lump sum or in installments, making full payment within one year, is eligible for lifetime membership in the Society.
  - Any active annual dues-paying member who has an uninterrupted membership for ten (10) years or more will be eligible for lifetime member status without additional dues.
  - Unless otherwise specified herein, lifetime members shall be entitled to all of the privileges of the Society including the right to vote and hold office.
  - Lifetime members will be exempt from paying registration fees at meetings held in Alberta.
12. The Board of Directors may exempt or reduce annual dues of any member when in their opinion, payment of the dues by that member would constitute a hardship.

**BOARD OF DIRECTORS**

13. The Board of Directors shall be composed of seven (7) members in good standing and residing in the Province of Alberta, including five (5) executive committee members who shall become directors automatically upon appointment of office: the President, President-Elect, Immediate Past-President, Secretary, and Treasurer. The names of the elected directors will be provided to the Secretary within ten (10) days of the annual general meeting.
14. To be eligible to sit on the Board of Directors, a member in good standing must have paid annual dues for a minimum of the two (2) prior years, unless in the case of a lifetime member, and must be involved in community service and/or the Society's projects. To be eligible to be a director, the member in good standing must also believe in upholding the aims, goals, objectives, and best interests of the Society. Each director shall be officially elected only after signing the Annual Statement on Conflicts of Interests.
15. The Board of Directors shall, subject to the Bylaws or directions given to it by majority vote of the members in good standing at any meeting properly called and constituted, have full control and management of the business and affairs of the Society, including any fixed assets and property. The Board of Directors shall develop a code of conduct for its governance as well as standard operating procedures for the smooth running of the Society. It shall also develop standard operating procedures for the employees of the Society as well as the standing committees. The Board of Directors shall ensure effective and adequate resources are available to run the Society and enhance its public image. The Board of Directors shall hire, appoint, or manage any number of employees, including but not limited to an Executive Director, accountant, legal counsel, and advisors. The Board of Directors shall approve all standing, special, and ad hoc committees, except as outlined in these Bylaws.
16. Any director can be a member or chair of any standing, special or ad hoc committee of the Society.

17. Meetings of the Board of Directors shall be called and presided by the President and be held as often as may be required, but at least once every six (6) months. Meetings of the Board shall be called by ten (10) days' notice in writing, email included. Any four (4) directors shall constitute a quorum, and meetings may be held without notice if a quorum of the Board of Directors is present, provided however, that any business transactions at such meeting shall be ratified at the next properly called meeting of the Board of Directors; otherwise said business transactions shall be deemed null and void.
18. The Society's Nomination & Elections Committee will conduct the directors' elections every second year. The elections will be conducted by ballot or by whatever means the Nominations & Elections Committee so determines. In addition to the President, President-Elect, Secretary, Treasurer, and Immediate Past-President who will automatically become directors upon their appointment as executive committee members, a candidate will win by simple plurality; the two (2) candidates with the most votes shall hold office as directors for the next two (2) year term. In the case of a tie in votes that does not allow the Board of Directors to have a clear two (2) elected directors, the incumbent executive committee will hold a subsequent vote amongst themselves, solely including those members so tied, to resolve the tie.
19. With the exception of reimbursement for out-of-pocket expenses so incurred in the advancement of their duties with respect to the Society, directors shall not receive remuneration.
20. In order to be eligible for election as a director for the two (2) positions that are not attained by ex-officio status as an executive committee member, a member in good standing must receive a minimum of one (1) nomination from another member in good standing and provide proof of same to the Nominations & Elections Committee. No application fee is required.

#### **OFFICERS/EXECUTIVE COMMITTEE**

21. Officers of the Society shall include the President, Immediate Past-President, President-Elect, Secretary, and Treasurer. In order to be eligible to act as an officer of the Society, the prospective officer shall be a member in good standing. The President, President-Elect, Immediate Past-President, Secretary, and Treasurer will automatically become directors upon election as members of the executive committee. Two (2) more members at large shall make up the seven (7) member executive committee.
22. Officers shall reside in Alberta during their term of office. Except as herein provided, executive committee members shall take office on January 1<sup>st</sup> of the year immediately following their election at the annual general meeting and serve until December 31<sup>st</sup> of the following year for a two (2) year term. Each executive committee member shall be officially elected only after signing the Annual Statement on Conflicts of Interests.
23. Executive committee members shall be elected by plurality with regards to their respective position, as voted by the members in good standing following the annual general meeting. In the case of a tie in votes that does not allow for the election of clear winners to be named as President-Elect, Secretary, Treasurer, and the two at-large executive committee positions, the incumbent executive committee will hold a subsequent vote amongst themselves, solely including those members so tied, to resolve the tie.
24. Executive committee members are endowed with high office of great authority and immense responsibility. Executive committee members are expected to conduct themselves at all times in a manner commensurate with their office. Executive committee members shall at all times act in the

best interests of the Society and shall not use the Society for personal benefit. Executive committee members who are involved in other organizations similar to the Society shall strive to keep APPNA - Alberta Chapter as their primary concern.

25. An executive committee member's position shall be declared vacant by the Board of Directors when he/she resigns or becomes unable to carry out his/her duties for whatever reason, or leaves Alberta for a period longer than four (4) consecutive months without prearrangement with the Board of Directors.
26. With the exception of reimbursement for out-of-pocket expenses so incurred in the advancement of their duties with respect to the Society, executive committee members shall not receive remuneration.
27. Amongst other responsibilities found herein, the executive committee shall be responsible for seeking nominations for directors' positions and approving candidates. A final list of director candidates will be approved by the executive committee and presented to the Board of Directors in advance of the annual general meeting.

#### **PRESIDENT**

28. The President shall be an ex-officio member of all committees. He/she shall, when present, preside at all meetings of the society and of the Board of Directors. In his/her absence, the President-Elect shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside. Notwithstanding the above, the President may choose to delegate his/her duties.
29. Should the office of the President become vacant, the President-Elect shall succeed to the presidency for the remainder of the term. Should the office of the President thereafter again become vacant with less than six (6) months remaining in the two (2) year term, the Immediate Past-President may succeed to the presidency, provided the Immediate Past-President remains a member in good standing, or in the event there are more than six (6) months remaining in the two (2) year term, the Board of Directors shall appoint a new President from amongst the Board of Directors to serve for the remainder of the two (2) year term.
30. Unless achieving the position of President by way of first acting as President-Elect, in order to be eligible for election as President, a member in good standing must receive a minimum of three (3) nominations from other members in good standing and provide proof of same to the Nominations & Elections Committee along with a non-refundable application fee of \$1,000.

#### **PRESIDENT-ELECT**

31. The President-Elect shall mean the member in good standing so elected as the next President of the Society; his/her term as President not yet having begun until the current President's term has expired. For clarity, the President-Elect will serve a two (2) year term as President-Elect, then automatically succeed the President for a further two (2) year term.
32. The President-Elect shall be an ex-officio member of the Board of Directors and executive committee, and shall carry the right to vote as a member of each.
33. In order to be eligible for election as President-Elect, the member in good standing must receive a minimum of three (3) nominations from other members in good standing and provide proof of same to the Nominations & Elections Committee along with a non-refundable application fee of \$1,000.

**IMMEDIATE PAST-PRESIDENT**

34. The member in good standing who no longer holds office as President of the Society but was the most recent President prior to the current President shall automatically become the Immediate Past-President.
35. The Immediate Past-President shall be an ex-officio member of the Board of Directors and executive committee and shall have a right to vote as a member of each.
36. Unless otherwise directed by the Board of Directors, the Immediate Past-President shall be stripped of the powers and duties afforded to him/her herein should the Immediate Past-President have been removed from office prior to the expiration of his/her term.

**SECRETARY**

37. It shall be the duty of the Secretary to attend all meetings of the Society and of the Board of Directors, with the exception of any committee meetings, and to keep accurate minutes of same.
38. The Secretary shall have charge of the seal of the Society, which whenever used shall be authenticated by the signatures of the Secretary and the President.
39. In case of the absence of the Secretary, his/her duties shall be discharged by such officer as may be appointed by the Board of Directors. The Secretary shall have charge of all the correspondence of the Society and be under the direction of the President and the Board of Directors.
40. The Secretary shall also keep a record of all the members of the Society and their addresses, send all notices of the various meetings as required, and collect and receive the membership dues or assessments levied by the Society. Such monies shall be promptly turned over to the Treasurer for deposit in a bank, trust company, credit union or treasury branch as directed by the Board of Directors.
41. Members wishing to inspect the books and records of the Society may make arrangements directly with the Secretary for same.
42. The Secretary may delegate the duties of the office as required.
43. Should the office of the Secretary become vacant during the two (2) year term, the Board of Directors shall fill this post by appointing from amongst the Board of Directors.
44. In order to be eligible for election as Secretary, a member in good standing must receive a minimum of two (2) nominations from other members in good standing and provide proof of same to the Nominations & Elections Committee along with a non-refundable application fee of \$500.

**TREASURER**

45. The Treasurer shall receive all monies paid to the Society and be responsible for the deposit of same in whatever bank, trust company, credit union or treasury branch the Board of Directors may direct.
46. The Treasurer shall properly account for the funds of the Society and keep such books as may be directed. He/she shall present a full detailed account of receipts and disbursements to the Board of

Directors whenever requested and shall prepare for submission at the annual general meeting a statement duly audited of the financial position of the Society and submit a copy of same to the Secretary for the records of the Society.

47. The Treasurer may delegate the duties of the office as required.
48. Should the office of the Treasurer become vacant during the two (2) year term, the Board of Directors shall fill this post by electing from amongst the Board of Directors.
49. In order to be eligible for election as Treasurer, a member in good standing must receive a minimum of two (2) nominations from other members in good standing and provide proof of same to the Nominations & Elections Committee along with a non-refundable application fee of \$500.

### **EXECUTIVE DIRECTOR**

50. The Board of Directors may choose to appoint an Executive Director, who shall be an ex-officio member of the Board of Directors and executive committee, without voting power.
51. The position of Executive director will be held for a term of 3 years, which can be extended for an additional three years by the Board of Directors.
52. The Executive Director will manage day-to-day activities of the Society, which may include, but is not limited to, overseeing (i) any conflict of interest; (ii) the Society website and other social media platforms; (iii) membership payments; and (iv) compliance and cooperation with Association of Physicians of Pakistani Descent of North America, Central.
53. The Board of Directors may delegate to the Executive Director full authority (subject to any restrictions contained in the Societies Act or imposed upon them by the members) to manage and direct the business and affairs of the Society and to employ and discharge agents and employees of the Society.
54. The Executive Director shall at all reasonable times provide to the Board of Directors and, where expressly and appropriately requested by members, all information they may require regarding the affairs of the Society.

### **ELECTIONS**

55. After considering the nominations so received, the Nominations & Elections Committee will submit a slate of candidates for various offices of the Society, executive committee members and directors included, to the members in good standing at least thirty (30) days before the election date along with a short resume for each candidate who submitted an application. There shall be at least one nominee for each position.
56. All members in good standing are eligible to vote in the elections for the executive committee members and directors of the Society provided they have paid for two (2) consecutive annual dues in the years immediately preceding the elections and remain members in good standing at the time of the elections. Notwithstanding the above, Lifetime members shall be eligible to vote provided they have achieved lifetime member status prior to July 7th of the election year.



57. The final eligible voters list, verified by the Membership Committee and approved by the Executive Committee, will be provided to the Nominations & Elections Committee at least fifteen (15) days before the ballots are to be sent out.
58. Members in good standing shall cast their votes by secret ballot in whatever fashion the Nominations & Elections Committee deems appropriate. The Nominations & Elections Committee shall tabulate the votes. However, voting by proxy shall never be permitted.
59. No directors or members of the executive committee shall be elected to the same office of the Society for more than two (2) consecutive terms. However, members in good standing may by an affirmative vote of two-thirds (2/3) of those voting, waive this provision.
60. Applications for the following positions must be accompanied by their respective non-refundable fees:
- (a) President-Elect\*: \$1,000
  - (b) Secretary and Treasurer: \$500
- \*and President if not obtaining the position of President through automatic succession from the position of President-Elect
61. A minimum of three (3) nominations from other members in good standing shall be required in order for a candidate to be eligible to apply for the office of President or President Elect. A minimum of two (2) nominations from other members in good standing shall be required in order for a candidate to be eligible for the office of Secretary or Treasurer. A minimum of one (1) nomination from another member in good standing shall be required in order for a candidate to be eligible for the office of director at large. No such nominations will be required for the two (2) executive committee member at large positions.
62. Elections for directors and members of the executive committee shall be held on the same day as the annual general meeting.

## FINANCES

63. Funds for the Society's meetings and activities shall be financed by membership dues, special assessments, sponsorship, and/or voluntary contributions.
- The financial status of the Society shall be presented by the Treasurer to the members at the annual general meeting.
64. No part of the net earnings of the Society shall inure to the benefit or be distributed to its members, directors, or executive committee members; except that the Society shall be authorized to pay reasonable compensation for services rendered.
65. No substantial part of the activities of the Society shall include the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not campaign on behalf of any candidate for public office. However, the Society can lobby for issues relevant to the members.

66. Notwithstanding any other provision relating to these activities, the Society shall not carry on any activities not permitted to be carried on by a Society exempt from the income tax requirement in accordance with the *Income Tax Act* (Canada).

#### AUDITING

67. The books, accounts and records of the Treasurer shall be audited at least once each year by a duly qualified accountant. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the annual general meeting of the society. The fiscal year end of the society in each year shall be June 30<sup>th</sup>.
68. The books and records of the Society may be inspected by any member of the Society at the annual general meeting or at anytime upon giving reasonable notice and arranging a time satisfactory to the Secretary having charge of same. Each director shall at all times have access to such books and records.

#### MEETINGS

69. General meetings of the Society may be called at any time by the Secretary upon the instructions of the President or Board of Directors by notice in writing to the last known address of each member in good standing as at sixty (60) days prior to the general or special meeting, and shall be delivered in the mail, or by email, twenty-one (21) days prior to the date of the annual general meeting. At minimum, one general meeting shall be arranged by the Board of Directors each year, otherwise known as the annual general meeting. Any general meeting shall be presided over by the President.
70. Twenty-five percent (25%) of members in good standing in attendance at any general or special meeting shall constitute quorum. Once the quorum is established the business of the meeting shall continue and all action at the meeting shall be binding, even if the quorum for that meeting is not present at later times in the meeting.
71. Once quorum requirements are met, a simple majority of those members present will be required for the approval of a resolution.
72. Notwithstanding the above, in cases of overriding a decision made by the Board of Directors or when a referendum is being considered, a two-thirds (2/3) majority vote of those members in good standing shall be required.
73. At any general meeting, members in good standing may direct the Board of Directors to appoint committees or commissions for scientific, cultural, and social investigations of special interest and importance to the profession and the public. Such investigations and reports shall not become official actions or expressions of the Society until so approved by the Board of Directors.
74. Five percent (5%) of the members in good standing can call for a special meeting with written notice to the Board of Directors.
75. A referendum may be called at any general or special meeting by the Board of Directors.
76. Meetings shall be conducted under the guidance of Robert's Rule of Order.
77. Although meetings may be held in person or virtually, voting by proxy will not be permitted.

## COMMITTEES

78. Standing committees of the Society shall be appointed by the President upon the direction of the Board of Directors.
79. The officers of the Society shall appoint the members of the committees, subject to the provisions found herein. All members of a committee must be members of the Society.
80. The committees will present reports to the officers of the Society if requested and will otherwise defer to the officers unless otherwise specified herein.
81. Each member in his/her respective committee shall be appointed as a member of his/her respective committee for a two (2) year term, renewable at the annual general meeting after each election of directors and executive committee members. Each committee chairperson shall be officially appointed only after signing the Annual Statement on Conflicts of Interests.
82. The officers shall endeavour to have half (1/2) of the standing committees' positions renewable in one year, with the remaining half renewable in the following year, insofar as possible.
83. The Society shall establish and maintain the following standing committees, subject to the inclusion of additional committees as deemed necessary and recommended by the President:
- (a) **Nominations & Elections Committee**
- Unless already specified herein, the Nominations & Elections Committee shall develop rules and regulations for the various elections as required herein. This committee will be responsible for conducting the Society's elections in accordance with these Bylaws.
  - This committee will seek out nominations, evaluate nominees, and help develop future leaders of the Society in cooperation with the Young Physicians Committee.
- (b) **Membership Committee**
- The Membership Committee shall be responsible for the development of programs in relation to the enrollment and retention of members.
  - This committee will develop and organize a membership benefits package to make membership in the organization attractive for physicians of Pakistani descent.
  - This committee will study the needs and desires of physicians of Pakistani descent in general, the Society's members in particular, and make appropriate recommendations to the officers so that the Society's programs can be adjusted accordingly.
- (c) **Ethics & Grievance Committee**
- The Ethics & Grievance Committee will be composed of at least five (5) members, including at least three (3) directors or executive committee members.
  - This committee will receive, review and give its collective opinion on all grievances brought forward by any members of the Society.
  - This committee will review and make recommendations to the officers regarding ethical conduct of a member, director, or executive committee member if questioned.
  - If the alleged grievance involves a member of this committee, the member so named will recuse himself/herself from the review and decision-making process with regards to this particular alleged grievance.

- This committee will develop guidelines, policies, due processes and procedures to ensure the rights of each member are respected unless same is already provided for herein.
- This committee will address grievances related to elections, when necessary, according to the Nomination & Elections Committee's procedure so determined.
- For grievances related to anything other than elections, any member may bring a written complaint which includes any applicable evidence, against another member, director, executive committee member, or committee, to this committee, copying the President. Such written complaint must be received by this committee and the President within sixty (60) days of the incident.
- After receiving the complaint in accordance with the above, this committee shall issue a written decision to the member bringing said complaint within thirty (30) days, with copies or direction to other parties involved, as appropriate.
- Notwithstanding the above, if the complainant believes that the issue is still unresolved, he/she may appeal directly to the Board of Directors with a written complaint which must be received by the Board of Directors within thirty (30) days of the complainant receiving this committee's written decision. The written decision of the Board of Directors will then be rendered within thirty (30) days of receipt of the appeal. The decision of the Board of Directors shall be binding and shall not be subject to judicial review.
- This committee may discipline a member by issuing a warning, a fine in the amount of \$5, and/or a suspension of some or all membership privileges for a period of up to five (5) years. If necessary, this committee may refer the matter to law enforcement.
- If deemed appropriate, a director or executive committee member may be recalled.
- If a member does not comply with the disciplinary action as rendered by this committee or the Board of Directors on appeal within thirty (30) days, notice of the disciplinary action will be made available to the public on the Society's website.
- Any matter not resolved by this committee by the end of its term shall be reported to the officers which may then act on the matter immediately or forward the matter to the next members of this Committee, so appointed.
- If there is a dispute between the members and Board of Directors or executive committee on any matter not specifically covered herein, such dispute or matter and any other dispute concerning the interpretation, meaning or application of the provisions of the Society's Bylaws shall be submitted to this committee.

(d) **Research, Education & Scientific Affairs Committee**

- The Research, Education & Scientific Affairs Committee shall be responsible for overseeing all major research, educational and scientific affairs and activities of the Society including organization of the scientific sessions and educational programs at the time of any of the Society's meetings.
- This committee will be responsible for overseeing and developing the scientific sessions of the Society's meetings in Pakistan, if any.
- This committee will also help develop research and education programs in Pakistan.
- This committee will develop a network of Pakistani physicians involved in academic activities.
- This committee will also develop means and mechanisms for the Society to recognize and honor physicians of Pakistani descent who have achieved academic excellence in Canada.

**(e) Young Physicians Committee**

- The Young Physicians Committee will develop a database and information system regarding all Pakistani medical residents in North America.
- This committee will assess the needs of the medical residents and develop programs in the Society to help meet those needs.
- This committee will develop a network of senior physicians who will work in conjunction with the Research, Education & Scientific Affairs Committee to provide guidance and to provide mentorship to young physicians in need.
- This committee will seek out members in the Society who have organizational abilities and potential for leadership and help them develop their skills with the desired goal being that these members will help manage the Society in the future.

**(f) Publication Committee**

- The Publication Committee will be responsible for all publications of the Society, which may include a newsletter, a directory, or any other publications that the Board of Directors or the executive committee may decide to publish.
- This committee will develop mechanisms and raise funds to support the publications of the Society with the goal being that such publications become at least a budget-neutral project.
- This committee will endeavor to publish a newsletter and a journal that is published regularly which may include news about members of the Society and other topics of interest to the members such as review articles and medical research papers.

**(g) Constitution & Bylaws Committee**

- This committee may itself propose and shall review any proposal for amendments to the Bylaws to keep the organizational structure and function responsive to the current needs of the Society and make its recommendations as outlined elsewhere in the Bylaws.
- The chairperson or his/her designee shall serve as a resource person to the Society in terms of the conduct and procedures of meetings.
- This committee shall organize educational programs for the directors of the Society regarding the procedure and conduct of meetings.

**CONFLICTS OF INTEREST**

84. All directors, executive committee members, or Chairpersons of a committee with powers delegated to him/her by the officers of the Society, and who are involved in other organizations similar to the Society, shall always act in the best interests of the Society and shall strive to keep the APPNA - Alberta Chapter as their primary concern.
85. Any director, executive committee member, or Chairperson of a committee with powers delegated to him/her from the officers of the Society, who has a direct or indirect financial interest shall be considered an "Interested Person". Interested Persons shall always protect the best interests of the Society, particularly when the Society is contemplating entering into any transaction or arrangement that might benefit the personal interest of an executive committee member or director, or might result in a possible excess benefit transaction. The provisions found herein are intended to supplement but not replace any applicable provincial or federal laws governing conflict of interest in relation to societies.

86. A financial interest is not necessarily a conflict of interest. An Interested Person may have a conflict of interest only if the Board of Directors or respective committee so determines.
87. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of their financial interest and be given the opportunity to disclose all material facts to the Board of Directors or the committee with Board-delegated powers considering the proposed transaction or arrangement.
88. After any necessary discussion with the Interested Person, he/she shall leave the Board of Directors' or committee meeting while the determination of whether a conflict of interest exists is discussed and voted upon by the remaining directors or committee members.
89. If a conflict of interest is determined to be present, an Interested Person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the conflict of interest.
90. The President or the Chairperson of the committee shall, if appropriate, appoint a disinterested person or sub-committee to investigate alternatives to the proposed transaction or arrangement.
91. After exercising due diligence, the Board of Directors or committee shall determine whether the Society can obtain, with reasonable efforts, an equally or more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
92. If an equally or more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors or committee members whether the transaction or arrangement remains in the Society's best interest, for its own benefit, and whether it is fair and reasonable. In conforming with the above determination, the Board of Directors or committee shall make its decision as to whether to enter into the transaction or arrangement.
93. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
94. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
95. The minutes of the meetings of the Board of Directors and all committees with Board-delegated powers shall contain:
  - (a) the names of the members who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact exists; and
  - (b) the names of the members who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the

proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

96. Each director, executive committee member, or Chairperson of a committee with Board-delegated powers shall annually sign a statement which affirms such person:
- (a) has received a copy of the Society's conflicts of interest policy, or the Society's Bylaws in lieu of;
  - (b) has read and understands the policy or Bylaws in so far as they relate to conflicts of interest;
  - (c) has complied and agrees to continue to comply with the policy or Bylaws in so far as they relate to conflicts of interest;
  - (d) understands that the Society is charitable in nature and in order to maintain any federal tax-exempt status the Society may have, the Society must engage primarily in activities that accomplish one or more of its tax-exempt purposes; and
  - (e) understands and acknowledges that their individual participation in or contribution to any other organization, including any organization that may from time to time contract with the Society, is a separate and distinct relationship and they may not bind or otherwise involve the Society in matters related to outside organizations.

The Annual Statement on Conflicts of Interest shall be similar in form to that which is also found on the Society's website.

97. Periodic reviews shall be conducted to ensure the Society is operating in a manner consistent with charitable purposes and is not engaging in activities that could jeopardize its tax-exempt status. The periodic reviews shall, at a minimum, include the following subjects:
- (a) whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining; and
  - (b) whether partnerships, joint ventures, and arrangements with management organizations conform to the Society's aims and policies, are properly recorded, are for charitable purposes, and do not result in inurement, impermissible personal benefit, or could be considered an excess benefit transaction.
98. When conducting the periodic reviews provided for herein, the Society may utilize external experts. If external experts are utilized, their use shall not relieve the Board of Directors of its responsibility to ensure that periodic reviews are conducted.

## **REMUNERATION**

99. No member of the executive committee, director, or member of the society shall receive any remuneration for his/her services.

## **BORROWING POWERS**

100. For the purpose of carrying out its objectives, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but this power

shall be exercised only under the authority of the Board of Directors, and in no case shall debentures be issued without the sanction of a Special Resolution of the Society.

### **EMERGENCIES**

101. When prompt speech or action is imperative, authority to speak or act in the name of the Society is vested in the executive committee.

### **AFFILIATIONS**

102. There exist numerous APPNA chapters and therefore it is agreed and acknowledged that there will be the other established organizations that work in partnership or in affiliation with the Society.
103. If organizations within North America or abroad offer to collaborate or affiliate with the Society, the same may be approved by the Board of Directors, provided the organization subscribe to the aims and objectives of APPNA in general and this Society in particular.

### **AMALGAMATION**

104. No proposal for amalgamation of the Society with a similar organization shall be considered unless passed by a Special Resolution. Rather than the twenty-one (21) days' notice as is normally required for such a resolution, notice of the general or special meeting involving the proposal for amalgamation shall require thirty (30) days' notice be sent to each member in good standing.
105. After an amalgamation has been adopted, an application for amalgamation in the prescribed form must be filed with the Registrar together with a copy of the Special Resolution of each amalgamating Society adopting the amalgamation agreement, certified to be a true copy by the President and Secretary of each Society. Also filed with the Registrar shall be the amalgamation agreement, documents relating to the name of the amalgamating Societies as prescribed by the regulations, and any other information required by the Registrar.

### **DISSOLUTION & REVIVAL**

106. No proposal for dissolution of the Society shall be considered unless passed by a Special Resolution. Rather than the twenty-one (21) days' notice as is normally required for such a resolution, notice of the general or special meeting involving the proposal for dissolution shall require thirty (30) days' notice be sent to each member in good standing.
107. Upon the dissolution of the Society, the property/assets of the Society shall be converted into cash and added to the Society's bank account and the amount thereof distributed firstly in payment of all outstanding debts and liabilities of the Society and the balance shall be distributed to a non-profit organization having goals and objectives similar to that of the Society.
108. In the event the Society is dissolved pursuant to the above, including the distribution of the residual funds, the Society shall only be revived if five percent (5%) of those who were members in good standing at the time of dissolution, file the appropriate Articles of Revival with the Registrar.



## **BYLAWS**

109. Any items involving the general governance of the Society not specifically addressed herein shall be fall to the Constitution & Bylaw Committee, in conversation with CABL APPNA Centre, with the oversight of the Board of Directors.
110. These Bylaws may be rescinded, altered or added to only by Special Resolution.

The Constitution & Bylaws Committee was responsible for the construction of these Bylaws and the creation of the Society in general. Inaugural Constitution & Bylaws Committee:

Chair - Dr. Tariq Awan

Co-Chair - Dr. Saad Yasin

Members at large - Dr. Ashfaq Shuaib, Dr. Abdul Qadir Kamran, Dr. Khurshid Khan, Dr. Hussam-Ulhaque Bawa (late)

Dated: March \_\_\_\_\_, 2023.