

**SOCIETY OF RURAL PHYSICIANS OF CANADA
WORKING BY-LAWS**



**Approved by council: March **, 2026
Member Approved: *******

LANGUAGE

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

SEAL

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

OFFICE

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

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

MEMBERS

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

ACTIVE MEMBER

5.1 A person who:

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

5.2 An eligible person shall become an Active Member upon:

(a) payment of the annual fee.

5.3 Active Members may:

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

LIFETIME MEMBER

6.1 An Active Member who:

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

6.2 An eligible person shall become a Lifetime Member upon:

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

6.3 Lifetime Members may:

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

HONORARY MEMBERS

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

7.2 Honorary Members shall:

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

ASSOCIATE MEMBERS

8.1 A person who:

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

8.2 An eligible person shall become an Associate Member upon:

- (a) payment of the annual fee.

8.3 Associate Members may:

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

STUDENT/RESIDENT MEMBERS

9.1 A person who:

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

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

- (a) payment of the annual fee.

9.3 Student/Resident Members may:

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

AFFILIATE MEMBERSHIP

10.1 An organization who:

- (a) wishes to support the Society though this membership is eligible to become an Affiliate Member.

10.2 An eligible organization shall become an Affiliate Member upon:

- (a) approval of the Board of Directors;
- (b) the payment of the annual fee.

10.3 Affiliate Members may:

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

RETIRED MEMBER

11.1 A person who:

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

11.2 An eligible person shall become a Retired Member upon:

- (a) payment of the annual fee.

11.3 Retired Members may:

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

FAMILY/NON-MEDICAL PARTNER MEMBER

12.1 A person who:

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

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

- (a) payment of the annual fee.

12.3 Family/Non-Medical Partner Members may:

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

SUSPENSION, EXPULSION AND TERMINATION OF MEMBERSHIP

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

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

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

13.4 The Board of Directors may, at any meeting, suspend, restrict or terminate the membership of any Member where the Board determines, acting reasonably and in good faith, that the Member has:

- a) breached the Articles, these Bylaws, or any policies, codes of conduct, or rules of the Society;
- b) engaged in conduct that is detrimental to the Society, its purposes, or its reputation; or
- c) been convicted of an offence which, in the reasonable opinion of the Board, reflects materially on the Member's integrity or character in relation to the purposes of the Society.

13.5 Before suspension, expulsion or termination of membership for such cause the Board of Directors shall give the Member an opportunity to be heard orally or in writing within 20-30 days.

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

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

FEES

14.1 Fees paid shall be determined by the Board of Directors.

14.2 The Board of Directors may levy additional fees to be paid by Members.

BOARD OF DIRECTORS

15.1 The Society shall be managed by a Board of Directors.

15.2 The board shall consist of a minimum of 9 and maximum of 12 Directors. Within the board there will be 3 officer positions: the President, Past President or President-Elect, and the Treasurer, with the remaining positions being Directors-at-Large.

15.3 The Directors-at-Large positions shall include one Director who is a student, resident or early career member, and one non-physician member.

15.4 The Board will aim to ensure at least one Director holds validated Indigenous membership or citizenship in any given year.

15.5 Directors will be recruited based on priority attributes, as determined by the Board of Directors and the Nominations and Awards Committee, based on the skills and diversity identified to achieve the Society's strategic priorities.

15.6 The Board shall maintain an ongoing succession plan to promote continuity, stability, and effective governance. The terms of office of Directors shall be staggered so that, as nearly as possible, no more than one-third of the Directors' terms expire at any one annual meeting of members.

15.7 A Director shall be expected to attend at least 75% of regularly scheduled meetings of the Board and of each committee of which such director is a member, unless the Board is advised of a valid reason why a Director cannot attend, and each Director shall be bound by such rules of conduct and standards of performance for directors as the Board may from time to time prescribe. Failure to attend the prescribed number of meetings or to act in accordance with the rules of conduct or standards of performance for Directors of the Society may result in removal from the Board as provided for in section 16.1.

15.8 A Director of the Society shall disclose to the Society, in the manner and to the extent provided by the Canada Not-for-Profit Act, any interest that such Director has in a material contract or transaction, whether made or proposed, with the Society, if such Director a) is a party to the contract or transaction, b) is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or c) has a material interest in a party

to the contract or transaction. Such Director shall not vote on any resolution to approve the same except as provided by the Act.

15.9 Directors shall be appointed for a 2-year term, renewable once. A third term may be considered in exceptional circumstances at the recommendation of the Officers in discussion with the Nominations & Awards committee. The exception to this is the appointment of the President-Elect, who will serve a term of 4 years including their time as President and Past President.

VACANCIES ON THE BOARD/RETIRING DIRECTORS

16.1 A vacancy on the Board occurs if a Director:

- (a) resigns by delivering a written resignation to the Board of Directors,
- (b) has a completed second term,
- (c) is removed by ordinary resolution at a special general meeting of Members
- (d) is removed with members' approval per s.130 of the Canadian law, due to failure to attend the prescribed number of meetings or to act in accordance with the rules of conduct or standards of performance for Directors of the Society,
- (e) becomes mentally incompetent,
- (f) is convicted of an indictable criminal offence,
- (g) has had their license to practice suspended,
- (h) becomes bankrupt, or
- (i) dies.

16.2 In the event a Director is unable to complete their term of office, the Board of Directors shall have authority to either hold an election or appoint a qualified member to fill the position until the next annual meeting of members.

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

MEETINGS OF THE BOARD

17.1 In person meetings of the Board of Directors are called by the President, shall take place at least once per year, and may be held at any time and in any place to be determined by the Board provided that at least fourteen (14) days written notice shall be sent to each Director. Members may waive any notice period upon consensus by directors.

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

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

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

17.5 The agenda of each Board meeting shall include reports from the Executive Director, committees of the Board and other business as determined by the Board.

17.6 Meetings will be attended by Directors, the Executive Director, and other invited guests or committee chairs as determined by the Board. Directors shall be the voting members.

17.7 The quorum at all meetings of the Board shall be two-thirds (rounded down to the nearest whole) of the Directors then in office. Should quorum not be obtained, a meeting may continue with informational elements, however any voting shall be deferred to the next Board meeting.

17.8 Any resolution requiring a vote shall be adopted by a simple majority, defined as 50 percent plus one (50% + 1) of the Directors present at a duly constituted meeting where a quorum has been established.

DIRECTOR REMUNERATION

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

DIRECTOR RESPONSIBILITIES

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

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

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

INDEMNITIES TO DIRECTORS AND OTHERS

20.1 The Society shall indemnify a Director or Officer of the Society, a former Director or Officer of the Society, and any other individual who acts or acted at the Society's request as a director or officer, or in a similar capacity, of another entity, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved by reason of being or having been a Director or Officer of the Society, if:

a) the individual acted honestly and in good faith with a view to the best interests of the Society; and

b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

20.2 The Society may advance monies to a Director, Officer or other individual referred to in section 20.1 for the costs, charges and expenses of a proceeding, provided that the individual shall repay the monies if the conditions set out in section 20.1 are not satisfied.

20.3 No indemnification shall be provided under this Article in respect of any act or omission of an individual that is not indemnifiable under the Canada Not-for-profit Corporations Act, as amended from time to time.

FINANCE COMMITTEE

22.1 The Finance committee will be responsible for overseeing the financial operations of the organization, ensuring the financial health and sustainability of the nonprofit. Key duties include reviewing financial statements, developing and monitoring the annual budget, ensuring compliance with relevant laws and regulations, and overseeing audits.

22.2 The committee will assess financial risks, manage investments, and ensure proper internal controls for the Board.

22.3 The committee will provide guidance to the Board and Executive Director to align financial planning with the organization's mission and ensure transparent communication with stakeholders regarding the use of funds.

22.4 The Finance committee will be chaired by the Treasurer. Membership will include at least one additional Board Director, the Executive Director or designated senior staff, and the SRPC staff Finance Officer. Additional members will be determined as outlined within the Terms of Reference of the Committee.

22.5 The Treasurer will, on behalf of the Finance committee, present a report to the Annual Meeting of Members, for voting & approval by the membership.

NOMINATIONS AND AWARDS COMMITTEE

23.1 The Nominations and Awards committee will be responsible for developing a slate of nominees for voting by members to serve on the Board of Directors, in Director-at-Large and Officer roles.

23.2 The Nominations & Awards Committee shall annually review anticipated vacancies and recommend candidates to ensure that Board renewal occurs in a planned and orderly manner, avoiding the simultaneous replacement of a majority of Directors.

23.3 The Nominations and Awards committee shall circulate a Call for Interest to all Members. It will outline the vacancies and indicate priority attributes, as determined by the Board and Nominations and Awards committee, to sustain a balance of skills and experience on the Board.

23.4 The Nominations and Awards committee will be similarly responsible for reviewing nominations for Chairs of ad-hoc Committees and making recommendations for these positions to the Board.

23.5 Membership on the Nominations and Awards Committee will largely be determined as outlined in the Terms of Reference of this committee, with participation of a minimum of one Director.

23.6 The Nominations and Awards committee will report directly to the Board.

GOVERNANCE COMMITTEE

24.1 The Governance committee will ensure that the Society's governance model is aligned with best practices, compliant, and responsive to the evolving needs of the organization and its members.

24.2 The committee will provide recommendations to the Board regarding orientation of new Board Directors, and evaluation of Board performance. It will review and recommend updates to bylaws, policies, and governance frameworks to ensure compliance with the Canada Not-for-Profit Corporations Act. The committee will also support ongoing Board education, succession planning, and the development of structures that promote accountability, transparency, and strong organizational leadership.

24.3 The Governance committee's membership and Chair will be determined in accordance with its Terms of Reference, and membership will include two Directors.

OTHER COMMITTEES

25.1 The Board of Directors may, by resolution, appoint ad-hoc committees setting out the terms of reference, number of members and their term of service. The Board may from time to time appoint the members of committees.

OFFICERS

26.1 The officers of the Society shall consist of the President, President-Elect or the Past President, and the Treasurer.

26.2 The President will serve a 2-year term after serving for 1 year as President-Elect.

26.3 President-Elect: In the year that the President-Elect becomes President, the position is unfilled. The President-Elect is an elected position, voted upon by the membership at the annual meeting of members, with nominations being presented to the members by the Nominations and Awards committee.

26.4 Past President: At the end of their term the President automatically becomes the Past President for a term of 1 year. In the years when there is a President-Elect, this position is unfilled.

DUTIES OF OFFICERS

27.1 The President shall call all meetings of the Board of Directors. The President shall preside at all meetings of the Board of Directors and Members. The President shall be the official spokesperson for the Society. The President may delegate any of the foregoing responsibilities. The President may be paid an honorarium at the discretion of the Board.

27.2 The President-Elect or the Past President shall preside at all meetings of the Board of Directors and members in the absence of the President.

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

27.4 In the event that a time-sensitive decision is required before it is possible to convene a meeting of the Board, the officers may be authorized to make decisions. Any acts of the officers shall be reviewed by the Board, and unless ratified by the Board, such acts shall only have force until the next Board meeting, and in default of ratification shall at and from that time cease to have force.

SENIOR STAFF

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

28.2 The Executive Director shall be responsible for the day-to-day management of the Society.

28.3 The Board shall be responsible for performance evaluation of the Executive Director.

COUNCIL

29.1 The Society shall have a Council whose purpose is to serve as an advisory and member engagement body. Its primary purpose is to provide input, guidance, and member perspective to the Board of Directors and staff regarding the Organization's programs, services, and strategic priorities in rural health. The Council shall act in a consultative capacity and shall not have fiduciary or governing authority.

29.2 Council members shall include regional representatives, chairs of ad-hoc committees, and may include representatives as determined by the Board or general membership. Members shall be appointed by the Board of Directors upon recommendation of the Nominations & Awards committee.

29.3 The Council shall:

- Advise the Board and staff on community health needs, priorities, and emerging issues in rural areas.
- Provide feedback on programs, services, and outreach strategies to ensure they are culturally and geographically appropriate.
- Serve as ambassadors for the Society within their communities, promoting awareness and engagement.
- Recommend potential partnerships, funding opportunities, and collaborative initiatives.
- Support the Society's mission by offering expertise, insight, and community-based perspectives, as well as participating in advocacy efforts as required.

29.4 The Council shall meet once a year, with additional meetings scheduled as necessary. Meetings may be conducted in person, by teleconference, or by electronic means.

29.5 Members of the Board of Directors shall be invited to attend the meetings as observers however, they will not be voting members of Council.

29.6 A simple majority of the Council's members shall constitute a quorum for the transaction of business.

29.7 The Council shall elect a Chair and Vice Chair from among its members to serve two-year terms. The Chair shall preside at meetings, coordinate communication with the Board of Directors, and ensure that recommendations are formally documented and transmitted. The Vice Chair shall perform the duties of the Chair in their absence.

29.8 The Council may make formal recommendations to the Board, but final decisions rest with the Board of Directors. Any motion prepared by Council must be presented at a subsequent Board meeting and voted upon by the Board.

MEETINGS OF MEMBERS

30.1 The annual or any other general meeting of Members shall be held at any place in Canada as the Board of Directors may determine and on such day as the Board shall appoint. The Members may resolve that a particular meeting be held outside of Canada only if provided in the articles or if all members entitled to vote at the meeting agree. The Board of Directors shall have power to call, at any time, a general meeting of Members of the Society, in person or virtually.

30.2 Twenty (20) Members constitute a quorum.

30.3 At the annual meeting of Members, in addition to any other business being transacted,

- (a) the report of the President,
- (b) the report of the Treasurer including the financial statements,
- (c) the report of the Nominations and Awards Committee,
- (d) the report of the auditors, and
- (e) the appointment of auditors shall be presented.

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

30.5 Special meetings of the Members may be called by the President. Written notice of such a meeting shall be delivered to all voting Members not less than 21 days and not more than 60 days before the scheduled date set for the special meeting. The notice must specify the purpose of the meeting and the business to be transacted.

30.6 The President shall call a special meeting of members at the request of a majority of the Board or Active members holding at least 5% percent of the votes may requisition the directors to call a meeting; if not called within 21 days, any requisitioner may call it.

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

VOTING

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

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

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

31.4 The Board of Directors may prescribe electronic or mail balloting for special resolutions only.

31.5 Electronic or mail ballots shall contain the question to be voted upon. The ballot shall not identify the voting member. The ballot and the covering letter, if any, shall provide a deadline for the receipt of ballots by the Society. The Society shall not accept any ballots received after the deadline. The designated secretary shall record the results of the balloting and provide members with the results of the vote. The ballots will be retained until minutes are approved and a challenge period of 90 days has lapsed.

31.6 At all meetings of members every question shall be determined by ordinary resolution, unless otherwise specifically provided for in these By-laws or by Canadian Law.

BORROWING POWER

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

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

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

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

PUBLIC ACCOUNTANT

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

FINANCIAL YEAR END

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

EXECUTION OF DOCUMENTS

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

35.2 Financial controls policy shall be in place to determine who may sign contracts, documents or any instruments in writing that are outside of the operating budget that has been approved by the Board.

DISTRIBUTION OF ASSETS

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

RULES AND REGULATIONS

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

REPEAL AND AMENDMENTS

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

38.2 By-laws of the Society may be repealed or amended by special resolution with two-thirds (2/3) of the Board and sanctioned by affirmative vote by ordinary resolution of Members at a

meeting duly called for the purpose of considering the said by-law, unless required otherwise by the legislation or by the By-laws. Notice for all proposals for enactment, amendment or repeal shall be sent by the President to all members at least thirty (30) days prior to the meeting they are to be considered for input.