REPORT TO MEMBERS

154th CMA Annual General Meeting

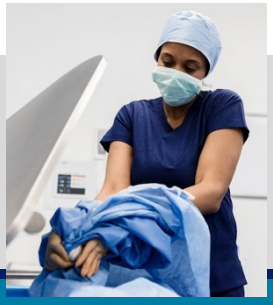
ASSOCIATION MÉDICALE CANADIENNE
CANADIAN MEDICAL ASSOCIATION

Contents

A year like no other

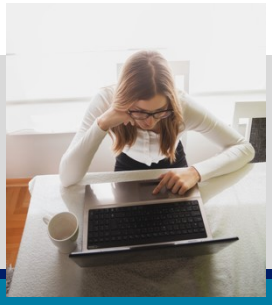
The Canadian Medical Association (CMA) is the national voice of Canada's medical profession. In 2020–2021, we rallied to support physicians and Canadians during a global pandemic and to reimagine the future of health, health care and the medical profession.

This annual report highlights key activities of the CMA Enterprise[1] from June 2020 to May 2021. Additional information is available on cma.ca and through vehicles such as the member newsletter *The Brief* and board meeting highlights leading up to the 2021 Annual General Meeting (AGM).

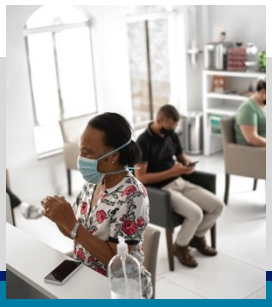


Responding to the COVID 19 pandemic

Making physician health and wellness our priority



Supporting the expansion of virtual care



Improving access to care for Canadians

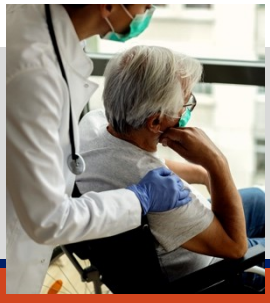
Shaping ongoing health policy discussions

In summer 2020, the CMA identified five critical issues for governments to address to ensure Canadians were prepared for a second wave of the pandemic. With the continuation of COVID-19 into 2021, the CMA urged the federal government to better support health workers, issued five recommendations to regain control of the pandemic and put out an urgent call for unprecedented measures to address the state of crisis during the third wave. For additional information on our pandemic response, refer to page 2.

Promoting equity and condemning racism

Connecting with members and stakeholders

Recognizing the work of physicians and learners



Amplifying the voice of the medical profession

Supporting physician led health innovation

Building on our commitment to inclusivity, we are proposing governance changes in 2021 to enhance equity and diversity in CMA leadership positions. These changes will be presented at our AGM on Aug. 22. For additional information, refer to page 10.

The CMA's new strategy, Impact 2040, speaks to a long-term commitment to advancing our vision of a vibrant profession and a healthy population. Building on policy and advocacy expertise, and the support of members and stakeholders, we are on a course for improving health — at the individual and system levels and for those who work within the system. For additional information, refer to page 11.

[1] *The CMA Enterprise comprises the CMA, the CMA Foundation, CMAH 2018 Inc., CMA Investco Inc. and CMA Joule Inc.*

Pandemic response

Addressing the financial impacts on physician practices

In 2020–2021, the CMA successfully advocated for changes to federal programs, resulting in the government expanding eligibility to the Canada Emergency Wage Subsidy program and allowing physicians in cost-sharing arrangements to qualify. We continue to call for additional measures to support front-line workers, including a new tax deduction. Additionally, we commissioned reports on the economic influence of physicians' offices and on the financial investment needed to return procedure wait times to pre-pandemic levels within one year.

Calling for long-term care reform

By submitting recommendations to improve care for older adults, the CMA called for more support for aging in place and more dedicated federal/provincial/territorial government funding to modernize long-term care models. We also commissioned a report to highlight critical concerns over long-term care in the second wave of the pandemic and a study on the crisis in demand for long-term and home care that is being used to press governments for new demographic-based annual funding to the provinces and territories to support improving care for older adults.

For a detailed monthly overview of the CMA's pandemic response, visit the CMA Action on COVID 19 website.

Giving the public trustworthy guidance

The CMA developed and shared resources for the public on accessing care during the pandemic, adapting to virtual care and navigating back to school with children. Since launching in April 2020, the covidquestions.ca website, which is a collaboration between the CMA, the Royal College of Physicians and Surgeons of Canada and the College of Family Physicians of Canada, has provided more than 250 quality responses to the public's COVID-19 questions. As part of its vaccine hesitancy campaign, the CMA addressed a range of questions to help promote vaccine uptake. Several resources developed by the CMA have found their way to the Facebook COVID-19 Information Center, reaching millions of subscribers.

Getting physicians the information they need

The CMA created pandemic-specific resources on topics such as practice management, adopting virtual care, maintaining wellness and ethical decision-making.

Sharing the physician perspective

The CMA met regularly with the federal government and convened a pan-Canadian meeting between the federal health minister and presidents of the provincial/territorial medical associations to highlight priorities for their COVID-19 response. We also convened a Post-Pandemic Expert Advisory Group to advise the CMA and report on the most pressing issues for the medical profession and health care systems to help inform our new strategy.

Additionally, we appeared before the House of Commons Standing Committee on Health in November 2020 and April 2021 and were pleased that the federal government responded to our calls to action by investing critically needed funds to support the stressed health care system.

CMA President Dr. Ann Collins issued statements urging for an immediate stop to bullying of public health officials in Canada and reaffirming the advocacy role of physicians. On May 1, National Physicians' Day, she recognized her colleagues across Canada for adapting to drastic changes in their work and lives to continue caring for others.

Physician health and wellness

The CMA helped physicians cope with the stresses of COVID-19 by launching the Physician Wellness Hub, an online collection of more than 300 resources to support individual wellness and promote cultural change in medicine. Through the support of Scotiabank and MD Financial Management, we continued to offer the Wellness Support Line, providing 24/7 confidential access to trained intake professionals and crisis counsellors. We also launched the Wellness Connection, giving physicians and learners free access to physician-led wellness training and peer-support sessions.

After consulting with more than 275 people through our 2020 Member Forums, the CMA released the final report on what we heard with respect to physician health and wellness and access to care. We created a new podcast series, Sound Mind, on physician wellness and medical culture. Hosted by Dr. Caroline Gérin-Lajoie, this podcast consistently ranks in the top 50 list on the Canadian charts for medical podcasts.

The CMA, in collaboration with Scotiabank and MD Financial Management, provided $15 million in funding to address the urgent and ongoing health and wellness needs of physicians and medical learners through the Physician Wellness+ Initiative. We also committed $420,000 to support a research project on physician wellness in Ontario and explore national opportunities for data collection.

Access to care and virtual care

The CMA called on the federal government to help expand primary care teams, resume health care services during the pandemic and clear backlogs of medical services, through the creation of a Health Care and Innovation Fund. We continue to press the federal government on this matter.

We helped physicians maintain access to services during the pandemic, developing guides for patients and physicians on adapting to virtual care and publishing guidance for physicians on how they could safely reopen and manage their practice.

The CMA worked with Choosing Wisely Canada in the development of the Time to Talk campaign, designed to support better and earlier conversations between physicians and patients about goals and wishes that can inform future care.

The CMA recommended that the federal government promote digital health literacy and expand broadband Internet access, including in rural, remote, Northern and Indigenous communities. We advocated for permanent fee codes for physicians and funded a project by the Atlantic medical associations to develop compensation recommendations in their jurisdictions.

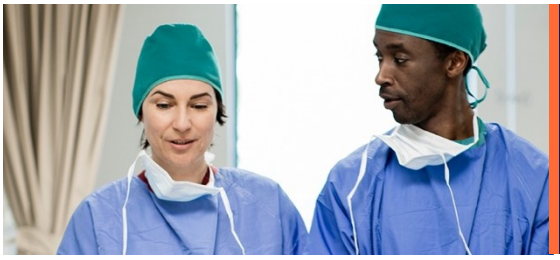
We also advocated for the permanent elimination of barriers that prevent virtual care from becoming an enduring feature of the Canadian health care system. The Virtual Care Task Force — a joint initiative between the CMA, the Royal College of Physicians and Surgeons of Canada and the College of Family Physicians of Canada — met twice in 2021 and will develop a status report on its recommendations in the fall.

Equity and diversity

The CMA committed to work with marginalized populations, including Indigenous partners, to create a more culturally safe and equitable health care system and shine more light on the experiences of Indigenous patients. We provided support toward the development of a film series that draws attention to the experiences of First Nations, Inuit and Métis individuals within healthcare. The film explores systemic racism, the impacts of colonialism and the ongoing trauma experienced by Indigenous peoples.

CMA President Dr. Ann Collins issued open letters in response to the inexcusable treatment and death of Joyce Echaquan as a patient in the health care system and in response to findings in the Turpel-Lafond report.

Dr. Collins and other CMA representatives took part in a number of meetings that were hosted by the Government of Canada and attended by hundreds of Indigenous community representatives, health care professionals, national health organizations and provincial and territorial government representatives to address the ongoing problem of anti-Indigenous racism in Canada's health care systems.



The CMA, in collaboration with Scotiabank and MD Financial Management, committed $1 million to the Black Physicians' Association of Ontario to help champion equitable representation and promote the well-being of Black physicians and trainees, as well as support mentorship opportunities for aspiring medical students within the Black community.

As one of three co-chairs of the Canadian Medical Forum (CMF) Working Group on Anti-Racism, the CMA has been working with the Indigenous Physicians Association of Canada, the Black Physicians of Canada and the other members of the CMF to foster a culture of respect and safety for learners and all members of Canada's medical profession. In December 2020, the CMA board endorsed allyship tools from the Black Physicians of Canada and the Montreal Urban Aboriginal Community Strategy Network.

At the AGM on Aug. 22, we will be proposing new governance measures to achieve equity and diversity in our presidency, at our board and committee tables and in our other leadership positions (refer to page 10 for details).

Policy leadership

In addition to the CMA's leadership with respect to COVID-19 (refer to pages 1 and 2), we have been involved in shaping ongoing health policy discussions and amplifying the voice of the medical profession.

In terms of health policy discussions, the CMA continued to advocate for a cautious, phased-in approach to broadening access for medical assistance in dying to ensure that appropriate safeguards are in place and a consistent pan-Canadian framework is established. The CMA also affirmed its policy position that public funding is needed to meet the health care needs of all Canadians in reaction to the Supreme Court of Canada ruling on the Cambie case.

As part of our efforts to amplify the voice of the medical profession, for the fourth consecutive year the CMA supported the Canadian findings in the 2020 report of The *Lancet* Countdown, which highlights the links between climate change and health.

Additionally, following extensive consultation, the CMA board approved revisions to its firearms control policy.

Building on the CMA's commitment to climate and health, the CMA board voted to expand a 2015 member resolution on divestment by committing the CMA and its subsidiaries to **divesting their investments** in energy companies whose primary business relies on fossil fuels.

Stakeholder engagement

The CMA met regularly with provincial/territorial medical associations and other stakeholder groups to discuss opportunities for collaboration on issues of mutual concern and interest. Part of this ongoing collaboration included a series of roundtables focused on gathering perspectives and ideas to help inform Impact 2040.

We grew the CMA's role in Quebec and shaped provincial health policy discussions, including urging the government there to provide more support for informal caregivers, as part of rethinking their approach to caring for older adults.

We also succeeded in fostering a new and extremely productive relationship with the *fédérations* that represent physicians and learners in Quebec, as well as other organizations involved in civil society.

Connecting with patients and the public

The CMA's Patient Engagement Framework is an evidence-based guide that informs the breadth and depth of engagement avenues available under our public and patient engagement umbrella.

In the past year, we engaged various health advocacy groups, patients and caregivers in activities such as our CMA Health Summit Series discussion sessions, which will inform future CMA efforts and initiatives.

We supported patient grassroots efforts such as the definition of patient partnered care and various policy statement deliberation and feedback sessions with our CMA Patient Voice advisory group. We also facilitated intensive and ongoing collaborative Impact 2040 planning alongside people with lived experience (patients and caregivers).

Additionally, the CMA mobilized the public by hosting various calls to action and letter-writing campaigns through our public engagement platform CMA Health Advocates.

Member engagement

Connecting with members

As of May 2021, the CMA had 77,969 members with whom we engage in various ways, and who found in the CMA Enterprise support in various ways. Connecting with the profession remains the hallmark of our work; highlights from the past year include member surveys to help inform the CMA's COVID-19 response, member information sessions on wellness and medical culture, roundtable dialogues on equity, diversity and discrimination in the profession, and the virtual Health Summit series to help shape the future.

Members were engaged in the broader process to help develop Impact 2040 (refer to page 11 for details). Additionally, the CMA continued to engage nearly 800 learners and early-career physicians through the Ambassador Program, which offers members opportunities to build health policy, advocacy and leadership skills.

Recognizing members

During the virtual Awards Gala in December 2020, the CMA honoured 16 CMA Award recipients for their exceptional contributions to medicine and health care — in the areas of neurology, gun control, palliative care, shared decision-making, mentorship, professionalism, leadership and journalism.

For 2021, the CMA announced the new Dr. Ashok Muzumdar Memorial Award, which will recognize a member who is a passionate advocate for patients, medical learners and/or physicians with disabilities.

Recognizing the work of physicians and medical learners

Hosting flagship events

The CMA held its first-ever virtual AGM in 2020. The CMA board chair and the president answered questions and heard what issues were top of mind for physicians. For information about the 2021 AGM, refer to page 10.

After a one-year hiatus due to the pandemic, the Health Summit returned in 2021 with a series of three virtual, interactive sessions on the theme of Reframing Health: The Time is Now. Each session aligned with a pillar of our Impact 2040 strategy.

The first session on May 18 explored the gaps COVID-19 has exposed in Canada's health care system and the steps needed to rebuild it. The second session on June 17 focused on how to learn from pandemic experiences and effectively recover with a commitment to health equity.

The third and final Health Summit session will be held on Aug. 22 and will explore the causes of physician burnout and ways to create a new medical culture that prioritizes physical and mental well-being and embraces equity and diversity. To learn more and register, click here.

CMA Enterprise

The CMA Enterprise includes the CMA Foundation, CMA Investco Inc. and CMA Joule Inc. The CMA board oversees CMAH 2018 Inc., which is a wholly owned subsidiary of the CMA.

CMA Foundation

The CMA Foundation is a registered charity, designated as a private foundation. Its purpose is to provide impactful charitable giving to registered Canadian charities and qualified donees to further excellence in health care. In October 2020, the CMA board approved the appointment of an early-career physician, Dr. Leisha Hawker, to the CMA Foundation board.

Since the start of the pandemic, the CMA Foundation has committed over $36 million to support COVID-19 initiatives, including the following commitments:

Front-line health care workers

$2 million to support improvements in long-term care and retirement homes

$2.5 million to support research on virtual care

Medical learners

$1.94 million to support medical learners through the development of a virtual portal for residency program discovery and exploration

Vulnerable populations

Projects to help address the needs of homeless and vulnerable populations within their communities

CMA Investco Inc.

CMA Investco Inc. (CMA Investco) was created in 2018 to oversee the stewardship of the CMA's assets. Its goal is to achieve a reasonable rate of return within a framework of responsible investing and environmental, social and governance (ESG) factors to support the CMA's strategic direction.

Independent financial industry experts serve on the CMA Investco board to oversee the investment strategy and risk management.

Responsible investing
Consistent with CMA policy, CMA Investco does not directly invest in securities related to controversial weapons, tobacco, cannabis, and energy companies whose primary business relies upon fossil fuels.

Climate change and global health
In alignment with CMA policy and advocacy, CMA Investco has committed to achieving a net-zero carbon footprint for its portfolio by 2050. In addition to the 2050 target, CMA Investco has established interim carbon intensity reduction targets in 2030 and 2040 to keep it accountable for measuring its progress toward the 2050 net-zero goal.

CMA Joule Inc.

As of April 2021, Joule Inc. was renamed **CMA Joule Inc.** (CMA Joule).

AMCjoule CMAjoule

CMA Joule supports the profession with continuing education and other learning opportunities as well as leading evidence-based clinical products and research.

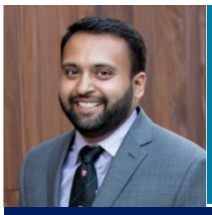
CMAJ (*Canadian Medical Association Journal*) is owned by CMA Joule. In February 2021, the CMAJ Group launched a French version of the journal, *JAMC* (*Journal de l'Association médicale canadienne*), to meet the needs of Francophone physicians.

COVID-19 resources

In 2020–2021, CMA Joule provided clinical guidance and tools on the virus, including evidence-based resources and priority clinical search services. *CMAJ* provided extensive COVID-19 coverage including articles, podcasts and blogs. CMA Joule also developed a COVID-19 learning series designed to provide expert support, guidance and coping strategies for physicians during the pandemic.

Innovation grant program

In response to the pandemic, CMA Joule launched a COVID-19 Innovation grant program, providing $1 million in funding to help six members scale up their ideas and innovations to address health workers' safety and wellness, improve access to care and support vulnerable populations amid the pandemic:

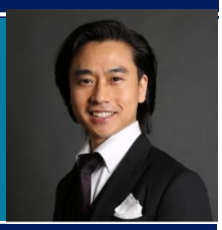


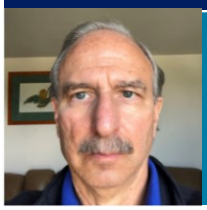
Dr. Neil Naik, PPE Access Canada
Providing reliable and affordable access to PPE for front line health care workers

Dr. Susan Ripley, Takaya Technology Inc.
Designing an N95 mask that creates an effective and tight fitting seal and is comfortable enough to be worn for an entire shift

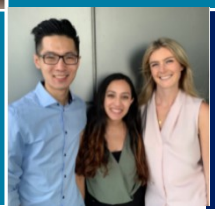
Dr. Heidi Britton, Aemion™
Deploying Aemion™, a coating that can be used on surfaces and fabrics to eliminate pathogens, in hospitals and public health clinics across Canada

Dr. Joseph Ma, Bionic i Inc.
Working to deploy a cost effective disinfection device to efficiently sterilize clinical environments





Dr. Peter Goldberg, Code Life Ventilator Challenge Made for All
Building a clinical grade ventilator that can be produced cheaply and easily, anywhere in the world



Ms. Monisha Persaud, Student Senior Isolation Prevention Partnership
Supporting socially isolated older adults by pairing them with student volunteers in their community

CMA Joule's Innovation grant program celebrated its final year, providing $500,000 in funding to 12 physicians and medical learners to develop or scale up projects to improve access to care, innovate and sustain the health care system, and improve physician health and wellness.

Physician learning

CMA Joule transitioned its physician leadership and practice management programs to a virtual format, resulting in increased demand from physician learners. CMA Joule and the Canadian Society of Physician Leaders hosted the annual Canadian Conference on Physician Leadership from Apr. 26 to 29, 2021. The conference brought together over 500 physician leaders to focus on key topics core to physician leadership, digital health, wellness and medical culture, and the future of health.

A strong organization

The CMA continues its prudent financial management of the organization on behalf of members. The Audit and Finance Committee reports to the board quarterly and is responsible for the overall financial management of the CMA.

An enterprise governance structure is in place to oversee the activities of the CMA's wholly owned subsidiaries. The CMA board, as the ultimate parent organization, appoints the directors of all subsidiary boards. To support this governance structure, and to provide greater transparency and accountability to its members, the CMA financial statements include the financial results of its subsidiaries.

The 2021 operating budget, approved by the board, was prepared on the basis of the 2021 work plan and the priorities outlined in this report.

Financial statements

Overall, the CMA Enterprise is in excellent financial health, with over $2.9 billion in net assets (the net assets exclude the CMA Foundation).

CMA non-consolidated financial statements
The CMA non-consolidated audited financial statements, which have been approved by the board, are included at the end of this report (**Appendix A**).

These non-consolidated statements are prepared in accordance with Part III of the Chartered Professional Accountants of Canada (CPA Canada) Handbook, Accounting Standards for Not-for-Profit organizations, as described in note 2 to the financial statements. Ernst & Young LLP (the auditor) issued an unmodified audit opinion on the CMA's non-consolidated financial statements.

These non-consolidated financial statements include the results of the CMA's subsidiary, CMAH 2018 Inc., as disclosed in note 6 to the non-consolidated financial statements. The board of directors of CMAH 2018 Inc. has approved the audited consolidated financial statements of CMAH 2018 Inc., which include the results of operations for CMAH 2018 Inc., CMA Investco Inc. and CMA Joule Inc., and are available upon request.

CMA Foundation financial statements
The CMA is the sole member of the CMA Foundation and, in that capacity, has the right to elect the directors of the CMA Foundation, to appoint its auditors and to approve its financial statements. The financial results of the CMA Foundation have been disclosed in note 7 of the CMA's non-consolidated financial statements.

Membership fee

For 2022, the board approved maintaining the membership fee for practising members at $195 and waiving it for medical students, residents and retired physicians.

Governance

Annual General Meeting

The 2021 AGM will be held virtually on Sunday, Aug. 22, as set out in the agenda.

- **Report from the Committee on Ethics** – In 2020–2021, the committee has been involved in consultations on revising the Guidelines for Physicians in Interactions with Industry.
- **Ratification vote** – The Nominations Committee report will be released before the AGM and will include biographies for each nominee and the process for ratification.
- **Corporate business proposals** – The CMA received and reviewed several corporate business proposals. A report will be provided at the AGM.
- **Appointment of auditor** – The CMA board recommends to members that Ernst & Young LLP be appointed as auditors until the next AGM or until their successors are appointed.

MOTION PROPOSED:

The Canadian Medical Association hereby appoints Ernst & Young LLP as external auditors of the association, to hold office as auditors to the association until the next annual meeting of the association or until their successors are appointed.

Bylaw amendments

Proposed bylaw amendments include changes related to having national elections for the position of president-elect, a by-design leadership diversity model for CMA leadership positions, as well as housekeeping changes. The proposed amendments were reviewed by the CMA board in spring 2021 for consideration at the AGM in August (refer to **Appendix B** for a marked-up version of the amendments, with explanatory comments).

Visit our **dedicated webpage** to learn more about the proposed national presidential elections and leadership diversity model.

The proposed bylaw amendments become effective when adopted by a two-thirds majority vote of members present and voting at the AGM.

The operating rules and procedures (ORPs) were also amended in the past year primarily to capture housekeeping revisions and the 2021 membership fees. The current version of the ORPs was recently adopted by the CMA board.

MOTIONS PROPOSED:

The bylaw amendments related to housekeeping changes included in Appendix B of the Canadian Medical Association 2021 Report to Members are hereby adopted as the bylaws of the association.

The bylaw amendments related to the national presidential election included in Appendix B of the Canadian Medical Association 2021 Report to Members are hereby adopted as the bylaws of the association.

The bylaw amendments related to the leadership diversity model included in Appendix B of the Canadian Medical Association 2021 Report to Members are hereby adopted as the bylaws of the association.

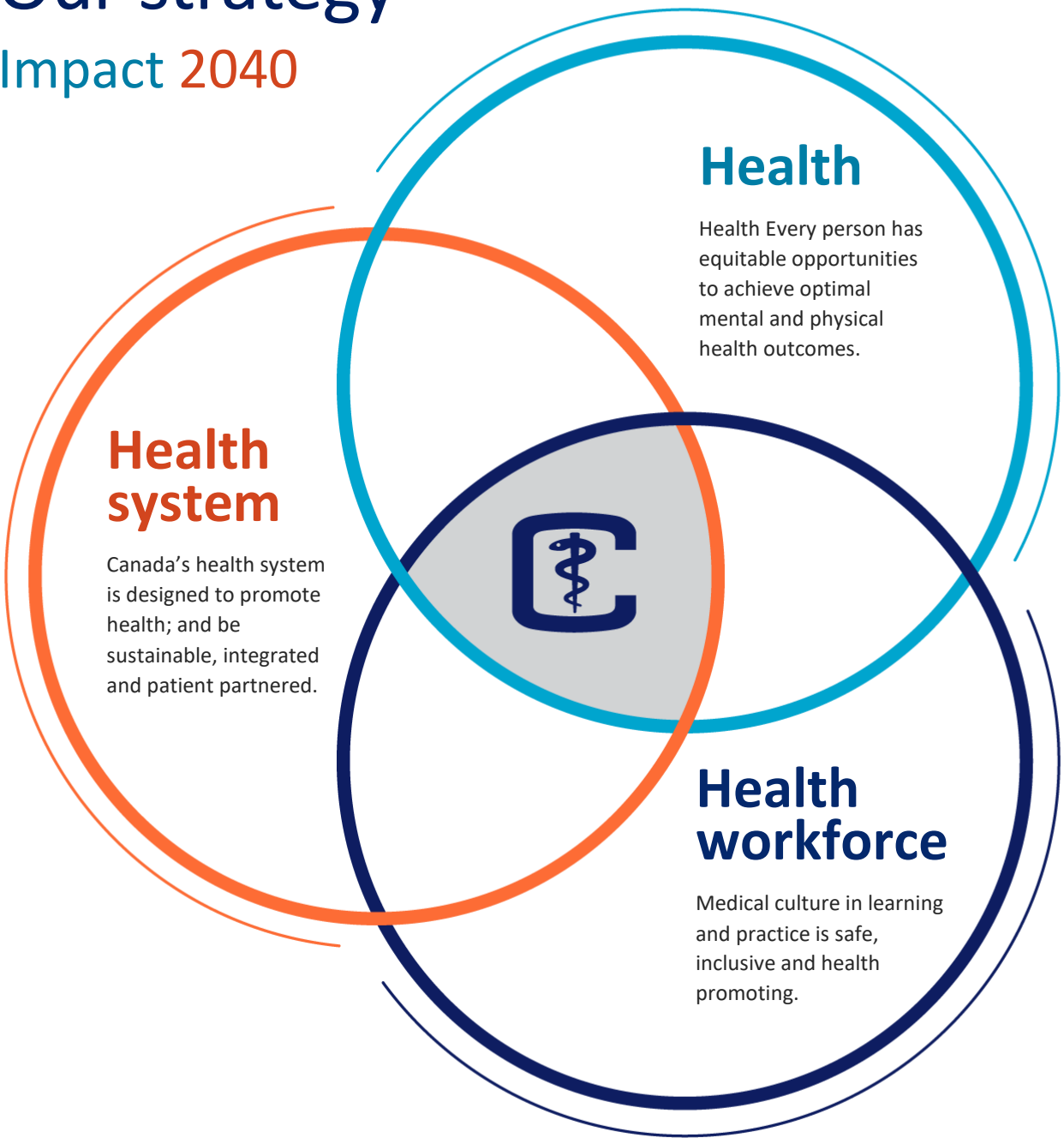
A bold future

Building on our existing vision of a vibrant profession and a healthy population, in 2020–2021, we asked members, partners, patients and third-party experts to help prioritize our future areas of focus to establish our new strategy.

Impact 2040 is a long-term commitment to achieve a health system that is sustainable, more accessible and patient partnered; a new medical culture that is focused on physical and mental well-being, and one that embraces equity and diversity; and a society where every individual has equal opportunities to be healthy.

Our strategy

Impact 2040



The strategic goals provide more detail on how the CMA will make an impact in these three areas:

Health system

STRATEGIC GOALS

- A pan-Canadian health system is designed to address the determinants of health through the seamless integration of health and social care.
- Integrated, community-based care delivery models are co-designed by patients, caregivers, physicians and health care providers to ensure access to quality care.
- An integrated, pan-Canadian workforce strategy prioritizes and reflects population, community and health workforce needs and is supported by innovations in policy, process and payment.

Health

STRATEGIC GOALS

- Working in allyship with First Nations, Inuit and Métis Peoples, the CMA is committed to developing an impactful goal and action plan in support of improving the health outcomes of Indigenous peoples.
- Older adults have access to the full spectrum of supports to age with dignity in their community.
- Mental health and well-being are promoted and supported across the lifespan, as part of achieving optimal health outcomes.
- Poverty reduction is prioritized as a key driver of optimal health outcomes.
- Climate change is understood and addressed as a challenge to the health system and a key driver of population health.

Health workforce

STRATEGIC GOALS

- Medical culture prioritizes well-being, diversity, collaboration, compassion, respect, accountability, leadership and excellence in care.
- Health care providers and learners thrive in learning and practice environments that are physically and psychologically safe.
- Physicians and medical learners have access to resources and supports to promote and maintain their health and wellness and can seek help without fear of reprisal.

Our six guiding principles — equity, diversity, engagement, accountability, transparency and impact — will be applied across all strategic initiatives.

The full Impact 2040 strategy was shared with members in early May 2021 to support ongoing engagement and dialogue heading into the Health Summit series and the AGM on Aug. 22.

Appendix A:
CMA non-consolidated financial statements

Canadian Medical Association

Non-consolidated Financial Statements

December 31, 2020

Independent auditor's report

To the Board of Directors of
Canadian Medical Association

Opinion

We have audited the non-consolidated financial statements of the **Canadian Medical Association** and its subsidiaries [the "Group"], which comprise the non-consolidated statement of financial position as at December 31, 2020, and the non-consolidated statement of operations, non-consolidated statement of changes in net assets, and non-consolidated statement of cash flows for the year then ended, and notes to the non-consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying non-consolidated financial statements present fairly, in all material respects, the non-consolidated financial position of the Group as at December 31, 2020, and its non-consolidated results of operations and its non-consolidated cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the non-consolidated financial statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the non-consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other matter

The non-consolidated financial statements of the Group for the year ended December 31, 2019 were audited by another auditor who expressed an unmodified opinion on those statements on June 26, 2020.

Responsibilities of management and those charged with governance for the non-consolidated financial statements

Management is responsible for the preparation and fair presentation of the non-consolidated financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of non-consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the non-consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the non-consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the non-consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these non-consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the non-consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the non-consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the non-consolidated financial statements, including the disclosures, and whether the non-consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the non-consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Ernst & Young LLP

Ottawa, Canada,
April 30, 2021

Chartered Professional Accountants
Licensed Public Accountants

Canadian Medical Association

Non-consolidated Statement of Financial Position

December 31

[in thousands of dollars]

	Notes	2020	2019
Assets			
Current assets			
Cash		$ 19,353	$ 9,091
Short-term investments	3	—	3,959
Accounts receivable		2,613	2,264
Due from related parties	7	519	1,916
Promissory note from CMAH 2018 Inc.	7	2,607,920	2,714,286
Prepaid expenses and deposits		826	1,049
		2,631,231	2,732,565
Capital assets	5	789	818
Investment in CMAH 2018 Inc.	6	363,294	188,646
Total assets		**$ 2,995,314**	**$ 2,922,029**
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		$ 4,856	$ 10,683
Deferred revenue		298	1,722
Promissory note to Joule Inc.	7	—	49,900
Due to related parties	7	5,014	7
		10,168	62,312
Employee future benefits	8	4,743	5,050
Total liabilities		14,911	67,362
Net assets			
Unrestricted		2,616,320	2,665,203
Invested in CMAH 2018 Inc.	6	363,294	188,646
Invested in capital assets	5	789	818
Total net assets		2,980,403	2,854,667
Total liabilities and net assets		**$ 2,995,314**	**$ 2,922,029**
Commitments	9		

Approved

Director **Chief Executive Officer**

The accompanying notes are an integral part of these non-consolidated financial statements.

Canadian Medical Association

Non-consolidated Statement of Operations

Year ended December 31

[in thousands of dollars]

	Notes	2020	2019
Revenues			
Membership fees		$ 6,625	$ 8,912
Investment	3	505	566
Affinity program		1,190	531
Cost recoveries and other	7	3,045	2,498
Programs		23	167
		11,388	12,674
Expenses			
Salaries and benefits		$ 14,876	$ 21,161
Marketing and communications		2,157	1,989
Travel and meetings		1,820	6,705
Professional services and consultants		9,971	8,001
Board and Committee		3,129	4,189
General and administrative		2,803	6,179
Sponsorships and partnerships		5,445	1,601
Shared services	7	19,016	—
Amortization	5	29	76
		59,246	49,901
Deficiency of revenues over expenses before the undernoted items		$ (47,858)	$ (37,227)
Other income (expense)			
Investment in subsidiaries income (loss)	6	174,648	(40,390)
Gain on sale of CMA Holdings (2014) Inc.		941	1,165
		175,589	(39,225)
Excess (deficiency) of revenues over expenses for the year		**$ 127,731**	**$ (76,452)**

The accompanying notes are an integral part of these non-consolidated financial statements.

Canadian Medical Association

Non-consolidated Statement of Changes in Net Assets

For the Year ended December 31

[in thousands of dollars]

	Notes	Balance – January 1, 2020	Excess (deficiency) of revenues over expenses for the year	Actuarial gain on employee future benefit	Balance – December 31, 2020
Unrestricted		$ 2,665,203	$ (46,888)	$ (1,995)	$ **2,616,320**
Investments in subsidiaries	6	188,646	174,648	—	**363,294**
Invested in capital assets	5	818	(29)	—	**789**
		$ 2,854,667	**$ 127,731**	**$ (1,995)**	**$ 2,980,403**

	Notes	Balance – January 1, 2019	Deficiency of revenues over expenses for the year	Actuarial gain on employee future benefit	Transfer	Balance – December 31, 2019
Unrestricted		$ 2,702,637	$ (35,987)	$ (1,568)	121	$ **2,665,203**
Investments in subsidiaries	6	229,036	(40,390)	—	**—**	**188,646**
Invested in capital assets	5	1,014	(75)	—	(121)	**818**
		$ 2,932,687	**$ (76,452)**	**$ (1,568)**	**$ —**	**$ 2,854,667**

The accompanying notes are an integral part of these non-consolidated financial statements.

Canadian Medical Association

Non-consolidated Statement of Cash Flows

For the year ended December 31

[in thousands of dollars]

	Notes	2020	2019
Cash provided by (used in)			
Operating Activities			
Excess (deficiency) of revenues over expenses		$ 127,731	$ (76,452)
Post-retirement benefits expenses		324	477
Post-retirement benefits contributions		(2,626)	(4,721)
Items not involving cash:			
Amortization of capital assets		29	76
Reinvested income distributions from investments		(77)	—
Change in investment fair value		349	(280)
Gain on short-term investments		(730)	—
Investment in subsidiaries (income) loss	6	(174,648)	40,390
Assignment of capital assets to CMAH 2018 Inc.	5	—	458
Disposal of capital assets		—	43
Net change in non-cash working capital items			
Accounts receivable		(349)	(572)
Tax assessment receivable		—	5,730
Prepaid expenses and deposits		223	134
Due from related parties	7	1,397	(7)
Due to related parties, including non-cash settlement of promissory note due to related party	7	18,473	(1,355)
Accounts payable and accrued liabilities		(5,827)	(5,902)
Deferred revenue		(1,424)	57
		(37,155)	(41,924)
Investing Activities			
Purchases of capital assets		—	(381)
Purchases of short-term investments		—	(127)
Proceeds on sale of short-term investments		4,417	—
Repayment of promissory note from CMAH 2018 Inc.		92,900	63,500
		97,317	62,992
Financing activities			
Repayment of promissory note to Joule Inc.		(49,900)	(16,500)
Net change in cash during the year		10,262	4,568
Cash - Beginning of year		9,091	4,523
Cash - End of year		**$ 19,353**	**$ 9,091**

The accompanying notes are an integral part of these non-consolidated financial statements.

Canadian Medical Association

Notes to the Non-consolidated Financial Statements

December 31, 2020

[in thousands of dollars]

1. Description of operations

The Canadian Medical Association [the "CMA" or the "Association"] was incorporated, in 1909, by a Special Act of Parliament. The CMA was originally formed in Quebec City on October 9, 1867. The CMA unites physicians to take action on health issues that matter — to its members and Canadians — building quality care for patients and a vibrant medical profession.

The CMA's wholly owned subsidiary, CMAH 2018 Inc. ["CMAH2018"], was incorporated under the Canada Business Corporations Act. CMAH2018 is responsible for overseeing resource allocation between the CMA, CMA Investco Inc. ["Investco"], Joule Inc. ["Joule"], and CMA Foundation ["Foundation"] (together, the CMA Group of Companies), and overseeing the CMA Group of Companies to ensure alignment with the high-level strategy and principles set by the CMA.

CMAH2018 has two wholly owned subsidiaries, Investco and Joule, both incorporated under the Canada Business Corporations Act. Investco is responsible for overseeing the management and investment of the proceeds from the sale of CMA Holdings (2014) Inc. to The Bank of Nova Scotia. Joule assists physicians in the pursuit of clinical excellence through the support of physician-led innovation, and by inspiring physician-adoption of knowledge products and innovative technologies and services.

The primary objective of the Foundation is to support medical education, physical wellness, and outreach through grants to registered Canadian charities that further excellence in health care.

The Association is a not-for-profit organization, as defined in subsection 149(1) (l) of the *Income Tax Act (Canada),* and as such is exempt from income taxes.

2. Summary of significant accounting policies

Basis of presentation

These non-consolidated financial statements have been prepared by management in accordance with Part III of the *Chartered Professional Accountants of Canada ["CPA Canada"] Handbook*, Accounting Standards for Not-for-Profit Organizations ["ASNPO"], which sets out accounting principles for not-for-profit organizations in Canada.

A summary of the significant ASNPO accounting policies used in the preparation of these non-consolidated financial statements is set out below. The accounting policies have been applied consistently to all periods presented.

Investment in subsidiaries

The Association uses the equity method to account for its investment in CMAH2018, a wholly owned controlled for-profit enterprise. Under this method, the Association initially recorded its investment in CMAH2018 at cost. The carrying value is adjusted thereafter to include the Association's pro-rata share of post-acquisition earnings as well as any capital transactions. Distributions from CMAH2018 are recorded as a reduction of the investment balance.

2. Summary of significant accounting policies [continued]

Investment in subsidiaries [continued]

As the sole member of the Foundation, the CMA has the legal right to elect its Board of Directors, therefore making the Foundation a controlled not-for-profit organization. The Foundation has not been consolidated in the Association's non-consolidated financial statements. A summary of the financial position, results of operations and cash flows of the Foundation are included in note 7.

Revenue recognition

Revenue is measured at the amount agreed upon by the parties to the transaction and includes only the gross inflows of economic benefits received and receivable by the Association on its own account. The Association recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, significant risks and rewards of ownership have been transferred to the customer, the fee is fixed or determinable and collection is reasonably assured. The Association's revenues comprise the following:

Membership fees
Membership fees are recognized as revenue in the year to which they relate.

Investment
Investment income consists of interest, dividends and realized gains (losses), and the unrealized gains (losses) on change in fair value of investments during the year.

Interest is recognized when the associated economic benefits from the investment are earned.

Dividends are recognized when the Association's right to receive payment is established.

Realized gains (losses) on sale of short-term investments is recognized when ownership of the securities is transferred to the buyer. Unrealized gains (losses) on change in fair value are recognized in the non-consolidated statement of operations.

Affinity program, Cost recoveries and other, and Programs
Revenues from Affinity program, Cost recoveries and other, and Programs are recognized in the year in which the related activities take place.

Deferred revenues
Deferred revenues consist of membership fees for which the criteria for revenue recognition have not yet been met. Deferred revenues are recognized as revenue in the year to which they relate.

Capital assets

Purchased capital assets and improvements to such assets are initially recorded at cost and are then amortized over their estimated useful lives, while repairs and maintenance of capital assets are expensed. Amortization is calculated using the straight-line method. The amortization rates applicable to each category of capital assets are as follows:

2. Summary of significant accounting policies [Continued]

Capital assets [Continued]

Leasehold improvements	over the remaining term of the lease
Equipment and furniture	5 years
Computer equipment	3 years

Impairment of long-lived assets

Long-lived assets, which comprise capital assets, are reviewed for impairment whenever events or changes in circumstances indicate that the asset no longer contributes to the Association's ability to provide services, or that the value of future economic benefits or service potential associated with the asset is less than its net carrying amount. In this event, recoverability of assets held and used is measured by reviewing the estimated fair value or replacement cost of the asset. If the carrying amount of an asset exceeds its estimated fair value or replacement cost, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds the fair value or replacement cost of the asset. Write-downs are not reversed.

Financial instruments

The Association initially records a financial instrument at its fair value, except for a related party transaction, which is recorded at the carrying or exchange amount depending on the circumstances.

Subsequently, the Association measures financial instruments as follows:

[a] accounts receivables, due from related parties, promissory note from CMAH2018 and cash are measured at amortized cost; and

[b] accounts payable and accrued liabilities, due to related parties, and promissory note to Joule Inc. are measured at amortized cost.

Financial assets measured at amortized cost are assessed for indicators of impairment on an annual basis. If there is an indicator of impairment, the Association determines if there is a significant adverse change that has occurred during the period in the expected timing or amount of future cash flows from the financial asset. If there is a significant adverse change in the expected cash flows, the carrying value of the financial asset is reduced to the highest of:

[i] the present value of the cash flows expected to be generated by holding the asset, discounted using a current market rate of interest appropriate to the asset.

[ii] the amount that could be realized by selling the asset, or group of assets, at the balance sheet date; and

[iii] the amount the Association expects to realize by exercising its right to any collateral held to secure repayment of the asset, or group of assets, net of all costs necessary to exercise those rights.

The carrying amount of the asset will be reduced directly or through the use of an allowance account. The amount of the reduction is recognized as an impairment loss in the non-consolidated statement of operations.

2. Summary of significant accounting policies [Continued]

Financial instruments [Continued]

If events and circumstances reverse in a future period, the impairment loss will be reversed to the extent of the improvement directly or by adjusting the allowance account, not exceeding the initial carrying value. The amount of the reversal is recognized in the non-consolidated statement of operations in the period the reversal occurs.

Employee future benefits

The Association is the Plan Sponsor of the CMA Pension Plan. Employees of the Association are members of the CMA Pension Plan [the "Plan"], a registered combination plan consisting of defined benefit ["DB"] and defined contribution ["DC"] plan types. The Board of Directors of the Association administers the Plan and its investments.

The Association accounts for the DB portion of the plan, which meets the definition of a multiemployer plan, using standards for DC plans as the Association is not able to identify its share of the underlying assets and liabilities on a non-consolidated basis. Therefore, all contributions to this plan are expensed as incurred.

The Association also provides a Supplemental Executive Retirement Plan ["SERP"]. The SERP is a non-qualified retirement plan that provide benefits above and beyond those covered in other plans.

Former employees of the Association older than 55 years of age with more than 10 years of continuous service are eligible to participate in the CMA Post-Retirement Benefit Plan ["PRB"]. The PRB provides its retired members with a health care spending account, which may be used to pay for health and dental expenses, as well as health care insurance and life insurance. The PRB is not funded.

The defined benefit obligations for the SERP and PRB are measured using an actuarial valuation prepared for accounting purposes. The obligation is actuarially determined using the projected benefit method pro-rated on service and management's best estimate assumptions including discount rate, inflation rate, salary escalation, retirement ages and expected health care costs. Plan assets are measured at fair value. The measurement date of the plan assets and defined benefit obligation coincides with the Association's fiscal year. Remeasurements and other items are recognized directly in the statement of changes in net assets and are not reclassified to the statement of operations in a subsequent period.

Use of estimates

The preparation of non-consolidated financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported in the non-consolidated financial statements and the accompanying notes. Financial statement line items impacted by such estimates include the useful lives of capital assets, impairment on investments, allowance for doubtful accounts, and the underlying basis of accrued liabilities and post-employment benefits obligations. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Management believes the estimates used in preparing its non-consolidated financial statements are reasonable and prudent; however, actual results could differ from those estimates.

[in thousands of dollars]

3. Short-term investments

Short-term investments consist of the following as at December 31:

	2020	2019
Mutual funds		
Fixed income	$ —	$ 2,330
Equity	—	1,629
	$ —	**$ 3,959**

Investment income consists of the following for the year ended December 31:

	2020	2019
Interest	$ 48	$ 159
Dividends and realized gains	806	127
Unrealized gains (losses) on short-term investments	(349)	280
	$ 505	**$ 566**

4. Financial risk management

The Board of Directors of the Association has responsibility for the review and oversight of the Association's risk management framework and general corporate risk profile. Through its committees, the Board of Directors oversees analysis of various risks facing the Association that evolve in response to economic conditions and industry circumstances. The Association's financial instruments consist of cash, short-term investments, accounts receivable, due from related parties, promissory note from CMAH 2018 Inc., accounts payable and accrued liabilities, promissory note to Joule Inc. and due to related parties. The Association is exposed to risks as a result of holding financial instruments. The following is a description of those risks and how they are managed.

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices [other than those arising from interest rate risk or foreign exchange risk], whether those changes are caused by factors specific to the individual financial instrument or its issues, or factors affecting similar financial instruments traded in the market. The Association is no longer exposed to other price risks as at December 31, 2020 because it had sold all of its short-term investments during the year ended December 31, 2020.

Credit risk

The Association is exposed to the risk of financial loss resulting from the potential inability of a counterparty to a financial instrument to meet its contractual obligations. The carrying amount of cash, accounts receivable, due from related parties, and promissory note from CMAH 2018 Inc., represent the exposure of the Association to credit risk. The Association's cash is maintained at major financial institutions and considers the risk remote. The promissory note from CMAH 2018 Inc. is due from a profitable, wholly owned subsidiary. Accounts receivable are current in nature and management considers there to be minimal exposure to credit risk. Other amounts receivable is considered to be low credit risk.

[in thousands of dollars]

4. Financial risk management [Continued]

Liquidity risk

Liquidity risk is the risk that the Association will not be able to meet its financial obligations as they fall due. The Association's approach to managing liquidity is to evaluate current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash. As at December 31, 2020, the Association's accounts payable and accrued liabilities and due to related parties are all due within one year.

The Association settled its promissory note to Joule Inc. during the year.

5. Capital assets

The following is a summary of the cost and accumulated amortization for the year ended December 31

	2020			2019
	Cost	Accumulated Amortization	Net Book Value	Net Book Value
Land	$ 714	$ —	$ 714	$ 714
Leasehold improvements	33	23	10	23
Equipment and furniture	82	19	63	69
Computer equipment	412	410	2	12
	$ 1,241	**$ 452**	**$ 789**	**$ 818**

Cost and accumulated amortization amounted to $1,241 and $423 respectively, as at December 31, 2019.

6. Investment in CMAH 2018 Inc.

The Association uses the equity method to account for its investment in CMAH2018. The following financial summary is from CMAH2018's consolidated financial statements, which includes the financial information of CMAH2018 and its wholly owned subsidiaries, Investco and Joule. The consolidated financial statements of CMAH2018 are prepared in accordance with Part II of the *CPA Canada Handbook, Accounting Standards for Private Enterprises.*

[in thousands of dollars]

6. Investment in CMAH 2018 Inc. [Continued]

	2020	2019
Financial position		
Consolidated Assets	$ 3,051,577	$ 2,912,695
Consolidated Liabilities	2,688,283	2,724,049
Consolidated shareholder's equity	363,294	188,646
	$ 3,051,577	**$ 2,912,695**
Results of operations		
Consolidated revenues	$ 258,343	$ 101,107
Consolidated expenses	83,695	141,497
Consolidated net income (loss) for the year	**$ 174,648**	**$ (40,390)**
Cash provided by (used in)		
Consolidated operating activities	$ 37,636	$ (97,593)
Consolidated investing activities	27,052	(2,441,737)
Consolidated financing activities	(92,900)	(63,500)
	$ (28,212)	**$ (2,602,830)**

7. Related party transactions and balances

The relationship with the related parties is summarized in the table below:

CMAH2018	subsidiary
Investco	subsidiary
Joule	subsidiary
Foundation	Sole member, controlled entity

The following is a summary of the related party balances due to (from) the Association as at December 31

	2020	2019
CMAH2018	$ —	$ 1,505
CMA Investco Inc.	519	411
Due from related parties	**$ 519**	**$ 1,916**
CMAH2018.	$ (4,678)	$ —
Joule Inc.	(336)	(7)
Due to related parties	**$ (5,014)**	**$ (7)**

[in thousands of dollars]

7. Related party transactions and balances [Continued]

Transactions with related parties

All amounts due to or from related parties are due on demand and within one year.

During the year ended December 31, 2020, the Association settled in cash $49,900 [2019 – $16,500] of the promissory note to Joule.

During the year ended December 31, 2020, the Association recognized $1,996 [2019 – $1,160] in cost recoveries and other revenues for executive management services to related parties of the Association.

During the year ended December 31, 2020, the Association recognized $1,074 [2019 - $Nil] in cost recoveries and other revenues for expenses originally paid for by the Association. These intercompany billing are comprised of $493 [2019—$Nil] with CMAH2018, $526 [2019—$Nil] with CMA Investco Inc. and $55 [2019—$Nil] with Joule Inc.

On January 1, 2020, the Association entered into an agreement with CMAH2018, whereby CMAH2018 delivers enabling services including Finance and Facilities Management, Technology Solutions, Legal and Governance, People and Culture, and Marketing and Communications to the Association under a shared services model. During the year ended December 31, 2020, the Association incurred $19,016 [2019 – $Nil] in shared service expenses.

Promissory note to/from related parties

During the year, the Association settled its promissory note to Joule Inc.

The promissory note from CMAH 2018 Inc. is non-interest bearing and is receivable on demand.

The following table summarizes all borrowings and repayments made by the CMAH2018 for the year ended December 31, 2020:

	2020	2019
Promissory note from CMAH2018 Inc. – beginning of year	$ 2,714,286	$ 2,777,786
Repayments during the year	(106,366)	(63,500)
Promissory note from CMAH2018 Inc. – end of year	**$ 2,607,920**	**$ 2,714,286**

During the year ended December 31, 2020, CMAH2018 repaid the Association $106,366 [2019 - $63,500] of the promissory note from CMAH 2018 Inc., of which $92,900 [2019 - $63,500] was paid in cash and $13,466 [2019 - $Nil] as a reduction of amounts due to related parties.

CMA Foundation

The Foundation has not been consolidated in the Association’s non-consolidated financial statements. A summary of the financial position, results of operations and cash flows of the Foundation as at December 31, 2020 and 2019 follows. The Foundation’s financial statements are prepared in accordance with ASNPO.

[in thousands of dollars]

7. Related party transactions and balances [Continued]

CMA Foundation [Continued]

	2020	2019
Statement of financial position		
Assets	$ 94,403	$ 123,579
Liabilities	346	45
Fund balances	**$ 94,057**	**$ 123,534**

	2020	2019
Statement of operations		
Revenue	$ 2,687	$ 104,304
Expenses	32,165	3,282
Excess (deficiency) of revenues over expenses	**$ (29,478)**	**$ 101,022**

	2020	2019
Cash provided by (used in)		
Consolidated operating activities	$ (30,816)	$ 100,505
Consolidated investing activities	(1)	(93)
Consolidated financing activities	—	—
	$ (30,817)	**$ 100,412**

8. Employee future benefits

Pension Plan

The CMA Pension Plan includes a dozen participating employers broken down into three groups: the CMA and its subsidiaries [four employers], the Medical Council of Canada, and other employers referred to as Associated Employers [seven employers].

The most recent funding actuarial valuation of the CMA Pension Plan was performed as of January 1, 2020. It showed plan assets of $100,400 defined benefit obligation of $83,700, and a resulting funding excess of $16,700 at January 1, 2020 for the CMA and its subsidiaries under the going-concern basis using a discount rate of 5.1% per year and incorporating a provision for adverse deviations of 12%. These results were extrapolated to January 1, 2021 based on the same discount rate of 5.1% per year and reflecting the asset return in 2020. This extrapolation shows plan assets of $111,100 defined benefit obligation of $87,500 and a resulting funding excess of $23,600 at January 1, 2021 for the CMA and its subsidiaries.

The next actuarial valuation must be performed on or before January 1, 2023.

[in thousands of dollars]

8. Employee future benefits [Continued]

PRB and SERP

The following is a summary of the amounts recognized in the Association's non-consolidated statement of financial position:

	2020		2019	
	PRB	**SERP**	**PRB**	**SERP**
Fair value of plan assets	$ —	$ 11,050	$ —	$ 8,424
Accrued benefit obligation	(1,471)	(14,322)	(1,416)	(12,058)
	$ (1,471)	**$ (3,272)**	$ **(1,416)**	**$ (3,634)**

Reconciliations of the employee future benefit liabilities are as follows:

	2020	**2019**
SERP, beginning of year	$ 12,058	$ 10,354
Current service cost	192	—
Interest cost	386	426
Benefits paid	(207)	(207)
Actuarial loss	1,893	1,485
SERP, end of year	**$ 14,322**	**$ 12,058**

	2020	**2019**
PRB, beginning of year	$ 1,146	$ 1,372
Interest cost	44	51
Benefits paid	(91)	(90)
Actuarial loss	102	83
PRB, end of year	**$ 1,471**	**$ 1,416**

Actuarial valuations for SERP and PRB are performed annually on January 1.

[in thousands of dollars]

9. Commitments

Minimum annual commitments as at December 31, 2020 are as follows:

2021	$	2,657
2022		113
2023		113
2024		113
2025		113
Thereafter		594
	$	**3,704**

10. COVID-19 Impact

In March 2020, the COVID-19 outbreak was declared a pandemic by the World Health Organization. This resulted in governments worldwide, including the Canadian federal and provincial governments, enacting emergency measures to combat the spread of the virus. The outbreak of COVID-19 and related global responses have caused material disruptions to businesses around the world, leading to an economic slowdown.

The Association has assessed the continuing impact of the COVID-19 pandemic on its operations. During the year, COVID-19 did not have a significant impact on the impairment of assets, going concern, non-investment financial instruments, commitments nor other considerations.

Given the unprecedented nature of this event, it is difficult to predict the length or breadth of this disruption on operations; however, based on information available, both domestic and global corporate earnings could be negatively affected for a period of time.

11. Comparative figures

Certain accounts in the non-consolidated financial statements for the year ended December 31, 2019 have been reclassified for comparative purposes to conform to the presentation in the non-consolidated financial statements for the year ended December 31, 2020.

Appendix B:
Proposed bylaw amendments

This is a marked-up version of the proposed bylaw amendments, with explanatory comments

THE ACT OF INCORPORATION AND BYLAWS

AS AMENDED, AUGUST ~~2020~~2021

ASSOCIATION MÉDICALE CANADIENNE
CANADIAN MEDICAL ASSOCIATION

Contents

An Act to Incorporate the Canadian Medical Association

S.C. 1909, c. 62, as am. by S.C. 1959, c.73 and S.C. 1993, c.48

Whereas Adam T. Shillington, Robert Wynyard Powell, Frederick Montizambert, Henry Beaumont Small and John D. Courtenay, all of the City of Ottawa, in the province of Ontario, physicians, have by their petition on behalf of the unincorporated society known as the “Canadian Medical Association,” prayed that it be enacted as hereinafter set forth and it is expedient to grant the prayer of the said petition: Therefore His Majesty, by and with the advice and consent of the Senate and House of Commons of Canada, enacts as follows:

1. The said Adam T. Shillington, Robert Wynyard Powell, Frederick Montizambert, Henry Beaumont Small and John D. Courtenay, and all other members of the said present unincorporated society, together with such other persons as become members of the corporation, are hereby constituted a corporation under the name of the “Canadian Medical Association” hereinafter called the “Association.”

2. The objects of the Association shall be
   (a) to promote the medical and related arts and sciences and to maintain the honour and the interests of the medical profession;
   (b) to aid in the furtherance of measures designed to improve the public health and to prevent disease and disability;
   (c) to promote the improvement of medical services however rendered;
   (d) to publish the Canadian Medical Association Journal and such other periodic journals as may be authorized, together with such transactions, reports, books, brochures or other papers as may promote the objects of the Association;
   (e) to assist in the promotion of measures designed to improve standards of hospital and medical services;
   (f) to promote the interests of the members of the Association and to act on their behalf in the promotion thereof;
   (g) to grant sums of money out of the funds of the Association for the furtherance of these objects; and
   (h) to do such other lawful things as are incidental or conducive to the attainment of the above objects.

3. The Association may make such by-laws and rules, not contrary to law or to the provisions of this Act, as it may deem necessary for the government and management of its business and affairs, and especially with respect to the qualification, classification, admission and expulsion of members, the fees and dues which it may deem advisable to impose, and the number, constitution, powers and duties of its executive council, or other governing or managing committee, and of its officers, and may from time to time alter or repeal all or any of such by-laws and rules as it may see fit.

4. Until altered or repealed in accordance with the provisions thereof, the existing constitution, by-laws and rules of the said unincorporated society, in so far as they are not contrary to law or to the provisions of this Act, shall be the constitution, by-laws and rules of the Association.

5. The present executive council and other officers of the said unincorporated society shall continue to be the executive council and officers of the Association until replaced by others in accordance with the constitution, by-laws and regulations aforesaid.

6. No member of the Association shall, merely by reason of such membership, be or become personally liable for any of its debts and obligations.

7. The Association may receive, acquire, accept and hold real and personal property by gift, purchase, legacy, lease or otherwise, for the purpose of the Association, and may sell, lease, invest or otherwise dispose thereof in such manner as it may deem advisable for such purposes.

Bylaws

Chapter 1. General

1.1 This Association shall be known as the “Canadian Medical Association” or “Association médicale canadienne.”

1.2 Language

French and English may be used in the conduct of the business of the Association.

1.3 Definitions

Affiliate Society means a Canadian medical organization approved for affiliation by the Board of Directors according to these bylaws.

Annual General Meeting or **AGM** means the Annual General Meeting of Members.

Associate Society means a Canadian Medical organization that is approved for associate status by the Board of Directors according to these bylaws.

Association means Canadian Medical Association or Association médicale canadienne.

~~**Bylaws** means this bylaw and all other bylaws of the Association as amended and that are, from time to time, in force and effect.~~

Commented [A1]: Editorial: unnecessary definition.

Delegate to General Council means a person appointed pursuant to section 10.2 of these bylaws and includes a delegate appointed by virtue of his/her position.

Provincial/Territorial Entitlement means the formula used for determining the number of nominations for honorary membership a province or territory may make, and the number of delegates to General Council a province or territory may ~~elect or~~ appoint, pursuant to these bylaws; that number depends on the number of members who are honorary or fee-paying in the province or territory who are members of the Association as of December 31. In the case of Quebec, the number depends on the number of members who are honorary or fee-paying and practice or reside in Quebec and are members of the Association as of December 31.

Commented [A2]: Housekeeping/editorial: General Council delegates are appointed according to paragraph 10.2.2.

Membership Year means the membership year of the Association that runs from January 1 through December 31.

Operating Rules and Procedures means the rules prescribed by the Board of Directors pursuant to Chapter 20 of these bylaws.

Recognized Medical School is one that has been recognized by the Royal College of Physicians and Surgeons of Canada or the College of Family Physicians of Canada.

Transition

~~1.4 The bylaw amendments adopted during the AGM in 2020~~ 2021 ~~take effect immediately following the close of the meeting. These amendments shall not affect the previous operation of any bylaw or affect the validity of any act done pursuant to any former bylaw.~~

Commented [A3]: Housekeeping: this provision has been adapted and contents moved to Ch 19: Amendments to Bylaws.

1.5 Notwithstanding the provisions in these bylaws regarding the composition of the board of directors, the Officers of the Association, and the Term of Office for the President, and subject to any Operating Rules and Procedures adopted by the Board of Directors: there may be up to two Co-Presidents during the period beginning at the AGM in 2024 and ending at the end of August 2024. In the event there are two Co-Presidents, only one may attend any given committee meeting as provided in section 13.2(d).

Commented [A4]: Transition provision: allows for 2 Presidents’ terms to overlap during the period affected by moving the AGM from August (up to and including 2023) to the Spring (beginning in 2024).

~~Chapter 2. The Seal~~

~~2.1 The Seal of the Canadian Medical Association shall be in the custody of the Chief Executive Officer and shall be affixed by the Chief Executive Officer or delegate or by a person selected by an ordinary resolution of the Board of Directors to all documents that require to be sealed.~~

Commented [A5]: Housekeeping: deleting archaic terminology, no legal requirement to include this chapter.

Commented [A6R5]: Note: For readability of the draft amendments, staff will correct numbering throughout the bylaws prior to publication, if this chapter is deleted.

Chapter 3. Divisions

3.1 Subject to the approval of the Board of Directors and to such Operating Rules and Procedures as may be in place from time to time, a provincial/territorial medical association representing organized medicine in a province or in a territory may become a division and enjoy all the rights and privileges of a division in the following manner:

(a) by intimating to the Association in writing that it desires to become a division;

(b) by agreeing to amend, where necessary, its constitution and bylaws to place them in harmony with the constitution and bylaws of this Association; and

(c) by agreeing to collect from those of its members who desire to be members of the Association such annual fee as may from time to time be set for membership and remit same to this Association, unless otherwise requested by the division.

3.2 There shall be no obligation on the part of either the provincial/territorial medical association or the Association to sponsor policies or programs initiated by or on behalf of the other.

Chapter 4. Ethics and Professionalism

4.1 The Code of Ethics and Professionalism of the Association shall be the members' guide to professional conduct.

Chapter 5. Membership

5.1 All members, as a condition of membership, shall agree to accept, uphold and be governed by the CMA Code of Ethics and Professionalism and to be governed by the bylaws. The provisions set forth in the Operating Rules and Procedures shall apply to all applicants for membership.

5.2 The membership categories of the Association shall be: ~~full~~ordinary, student, resident, retired, at-large, associate and honorary, designated as follows.

5.3 ~~Full~~ Ordinary Members

Commented [A7]: Housekeeping: replacing "full member" with "ordinary member" to mitigate any perception in QC of disadvantage of "member-at-large" vs "full member".

5.3.1 Every member in good standing of a division shall be ~~a full~~an ordinary member of the Association on payment of the applicable Association annual fee.

5.4 Student Members

5.4.1 Any medical student enrolled in a Canadian medical school who is a member of a division may be a student member of the Association on payment of the applicable Association annual fee.

5.5 Resident Members

5.5.1 Any medical practitioner enrolled in a postgraduate program at a Canadian medical school who is a member of a division may be a resident member of the Association on payment of the applicable Association annual fee.

5.6 Retired Members

5.6.1 Any individual who has retired from the practice of medicine, who is no longer engaged in professional activities and who is a member of a division may be a retired member of the Association on payment of the applicable Association annual fee.

5.7 Members-at-Large

5.7.1 Applicants from within Canada

The following residents of Canada are eligible to become members-at-large of the Association upon the payment of the applicable Association annual fee:

(a) Physicians who:

i) have graduated from a recognized medical school;

ii) demonstrate that they are members in good standing of a Canadian or foreign licensing authority, or were members in good standing immediately prior to their retirement; and

iii) are ineligible for division membership. For further clarity, physicians, medical students or medical residents who practice or reside in the province of Quebec are eligible to be members-at-large of the Association.

(b) Physicians who are members of the Canadian Armed Forces.

5.7.2 Applicants from Outside of Canada

The following non-residents are eligible to become members-at-large of the Association upon the payment of the applicable Association annual fee:

(a) Physicians who:

i) have graduated from a recognized medical school; and

ii) demonstrate that they are members in good standing of the licensing authority of the jurisdiction in which they practise medicine or were members in good standing immediately prior to their retirement.

(b) Canadians who:

i) are medical students enrolled in a recognized medical school; or

ii) are medical residents enrolled in a postgraduate program at a recognized medical school.

5.8 Associate Members

5.8.1 Members who are in special circumstances, as defined by the Board of Directors, and who require a reduction in the full membership fee, may become associate members upon application, approval and payment of the applicable Association annual fee.

5.9 Honorary Members

5.9.1 Persons who have distinguished themselves by their attainments in medicine, science, the humanities or who have rendered significant services to the Association may be appointed as honorary members with the unanimous approval of the Board. Honorary members shall enjoy all the rights and privileges of the Association but shall not be required to pay any Association fee. The Board may approve the following as Honorary Members:

(a) Members of the Association in good standing who have attained the age of 65 years and have been members for 10 years may be nominated for honorary membership by a member of the Association.

(b) Each division, in accordance with the following provincial/territorial entitlement, is entitled to nominate 1 honorary member each year for up to 1000 of its Association members and 1 additional honorary member for each further 1000 or fraction thereof. In the case of members residing in Quebec, nominations for honorary membership may be made by the Association Secretariat in accordance with the provincial/territorial formula. A province or territory in which the incoming president resides is entitled to 1 additional honorary member nominee that year.

(c) Persons who may or may not be members of the medical profession, who have attained eminence in science or the humanities, or who have rendered significant services to the

Association may be nominated by a member or division for honorary membership. The number of these memberships shall not exceed 1 per 1000 members.

Chapter 6. Fees

6.1 Subject to section 5.9.1, the Board of Directors shall establish the applicable Association annual fee for all membership categories, and shall report the annual fee to the AGM.

6.2 When changes are proposed, the Board of Directors shall send a notice of intent to the divisions and the members no later than 30 days before the AGM. The fee changes shall be effective at the start of the Association's next membership year.

Chapter 7. Rights and Privileges of Members

7.1 All members are entitled to attend and vote at the AGM as full participants.

7.2 All members are entitled to attend open meetings of General Council.

7.3 Members are eligible for services and benefits of the Association under terms and conditions established from time to time by the Board of Directors.

7.4 The Board of Directors shall call a Special Meeting of members on its own volition or within 100 days from receipt by the Chief Executive Officer of a written request signed by not fewer than 500 Association members. Such a request shall state the object of the proposed meeting. Any Special Meeting shall consider only such business as shall be specified in the notice calling the meeting. For all such meetings, 30 days' notice must be given to the members. Such notice shall state the nature of business to be transacted at the meeting in sufficient detail to permit a member to form a reasoned judgement on such business and state the text of any special resolution to be submitted to the meeting. A two-thirds majority vote of members entitled to vote and in attendance at the meeting is required to pass a resolution at a Special Meeting of members.

Chapter 8. Termination of Membership, Removal or Suspension of Rights and Privileges

8.1 If a member ceases to meet the conditions for membership described in Chapter 5, membership in the Association may be terminated or suspended by the Board of Directors in accordance with the Operating Rules and Procedures.

8.2 A division shall notify the Association immediately of any suspension or termination of a member of that division, at which time membership in the Association shall automatically be suspended or terminated accordingly. In that event, any membership fees that have been paid to the Association by the member shall be automatically forfeited. The division shall notify the Association of any reinstatement or readmission of the member, in which case, provided the member meets the qualifications for membership in the Association, the Association shall reinstate or readmit the member, as the case may be. These terms regarding suspension, termination and reinstatement or readmission apply to members resident in Quebec, in the event the Association learns about circumstances that would have resulted in the suspension or termination of provincial/territorial membership

8.3 Membership in the Association shall automatically terminate if a member has not paid the applicable Association annual fee in accordance with the requirements set out in the Operating Rules and Procedures.

8.4 By accepting membership in the Association under the terms of the bylaws, each member agrees to such right of termination of membership as aforesaid and thereby specifically waives any right or claim to damages in the event of membership being so terminated.

8.5 Resignation of membership may be effected by giving notice directly to the Chief Executive Officer.

Chapter 9. Annual General Meeting

9.1 There shall be an AGM at a time and place to be decided by the Board of Directors. The time and place shall be announced ~~to the membership~~ in ~~an Association publication with distribution~~a notice to all members as early as possible and at least 30 days prior to the meeting.

9.2 ~~Planning and other matters relating to the AGM are set forth in the Operating Rules and Procedures of the Association.~~ Business conducted at the AGM shall include:

(a) receiving the annual report to membership which includes the Committee on Ethics, and allowing members to ask questions of the Board of Directors ~~which may include inquiries relating to the general health and welfare of the public or the profession~~;

(b) ratifying the recommendations of the Board of Directors for candidates to fill the offices of the directors, the Chair/Speaker and the Vice-Chair/Deputy Speaker of the AGM/General Council, the Chair and members of the Committee on Ethics, and the members-at-large of the Governance, Audit and Finance, and Leadership and Diversity Search committees, in accordance with the process outlined in the Operating Rules and Procedures;

(c) installing the President-Elect elected by the membership in accordance with the process outlined in the Operating Rules and Procedures;

~~(b)~~(d) enactment, amendment or repeal of bylaws; and

~~(c)~~(e) appointment of an auditor.

9.3 A quorum for the AGM shall be 50 members.

Chapter 10. General Council

10.1 Duties and Powers

10.1.1 General Council ~~shall~~ is one body that may provide policy guidance and direction to the Association. ~~and more specifically, shall as far as possible deal with~~

(a) ~~the report of the Committee on Nominations and~~

~~10.1.2 Subject to 15.1. and the provisions in these bylaws concerning filling vacancies, General Council has sole authority for, and may not delegate, the election of the President-Elect, the directors, the Speaker and the Deputy Speaker of General Council, the Chair of the Committee on Ethics, members of the committees on Ethics and Nominations, and elected members of the Governance, Audit and Finance, and Appointments committees, in accordance with the nominations process outlined in the Operating Rules and Procedures.~~

10.2 Composition of General Council

10.2.1 Delegates to General Council shall be as follows:

(a) Delegates by virtue of their position:

i) the Chair of the Board and the Board of Directors;

Commented [A8]: Housekeeping: delete legacy requirement.

Commented [A9]: Housekeeping; delete legacy provision.

Commented [A10]: Housekeeping; unnecessary language.

Commented [A11]: Migrating the ratification function from General Council to the AGM to align with the Leadership Diversity model for populating the Board of Directors and other positions noted here.

Commented [A12R11]: Explanatory Note: "Ratification" in these bylaws means the members at the AGM are **confirming the process** used to identify the individuals on the slate presented under the Leadership Diversity Model. The Leadership and Diversity Search Committee will propose a slate of candidates who have been assessed against a number of criteria (including diversity, skills, and lived experience characteristics as they evolve from time to time); the slate is presented to the membership at the AGM for ratification in the form of a vote on a motion. There will not be an election at the AGM between candidates. Their biographical statements and attributes will be presented to the AGM.

Commented [A13]: Moving to a national election process for the office of the President-Elect.

Commented [A14]: Housekeeping: editorial.

Commented [A15]: Transitioning ratification function from General Council delegates to entire membership to align with the Leadership Diversity model. See corresponding edit at s. 9.2(b).

ii) the Chair/Speaker and Vice Chair/Deputy Speaker;

iii) the President of each division, and in the case of Quebec, the Association may invite a member from that province to be a delegate in addition to the provincial entitlement complement;

iv) the chairs of the Committee on Ethics, the Governance Committee and the Committee on Awards;

v) a delegate from the Royal Canadian Medical Service, at the direction of the Surgeon General; and

vi) past Presidents, past Speakers, past Chairs of the Board of Directors, and past Chief Executive Officers are entitled to be voting delegates at meetings of General Council for 5 years following completion of their term of office.

(b) Provincial/territorial and Affiliate Society delegates ~~elected or~~ appointed subject to paragraph 10.2.2.

i) delegates from the provinces/territories; and

ii) the affiliate society delegates.

10.2.2 Provincial/territorial and Affiliate Entitlement for Delegates to General Council

(a) Delegates shall be appointed by divisions to General Council in accordance with the following provincial/territorial entitlement: each division is entitled to appoint 4 delegates for up to 100 of its Association members; 1 additional for 101 to 250; 1 additional for 251 to 500 and 1 additional for each further 500 or fraction thereof. For greater certainty, student members may be appointed as provincial/territorial delegates to General Council. Delegates from ~~representing the members in~~ Quebec may be invited to participate by the Association in accordance with the provincial/territorial entitlement formula . Notwithstanding the provincial/territorial entitlement, the Ontario Medical Association is entitled to appoint one additional delegate from ~~to represent~~ the Territory of Nunavut, until such time as a medical association in the Territory of Nunavut is established as a division of the Association. The individual appointed from~~to represent~~ the Territory of Nunavut must be currently residing and practising medicine in the Territory of Nunavut and shall be appointed in accordance with the Operating Rules and Procedures.

(b) Affiliated societies shall each be entitled to 1 delegate.

(c) Delegates must be Association members.

10.2.3 The names and addresses of delegates appointed or invited pursuant to paragraph 10.2.2 shall be submitted to the Chief Executive Officer at least 30 days prior to the AGM. A delegate may be replaced by an alternate on notification in writing to the Chief Executive Officer by the constituency represented.

10.3 Meetings

~~10.3.1 General Council shall discharge its duties at least once in each year.~~

10.3.2 Special Meetings of General Council

(a) For the purposes of special meetings, the membership of General Council, unless new delegates have been appointed, shall be as at the previous meeting.

(b) The Board of Directors shall call a Special Meeting of General Council on its own volition or within 100 days from receipt by the Chief Executive Officer of a request signed by:

i) not fewer than 500 Association members, or

ii) 50 delegates from at least 3 provinces/territories, provided that not more than 50% are from any 1 province/territory.

Commented [A16]: Housekeeping: Title change reflects current role. This change appears throughout the bylaws.

Commented [A17]: Housekeeping/editorial: Paragraph 10.2.2 only refers to appointment, not election, of General Council delegates.

Commented [A18]: Housekeeping: editorial.

Commented [A19]: Since the Leadership Diversity model includes transitioning the ratification of candidates to the AGM, the role of General Council becomes one policy body among others; there is no longer a requirement for General Council to discharge its duties at least once per year.

Such a request shall state the object of the proposed meeting. Any Special Meeting shall consider only such business as shall be specified in the notice calling the meeting. For all such meetings, 30 days' notice must be given to the delegates.

10.3.3 A quorum shall be 50 delegates. ~~All delegates except the Chair/Speaker and Vice-Chair/Deputy Speaker shall be eligible to vote.~~

10.4 Chair/Speaker and Vice-Chair/Deputy Speaker of AGM/General Council

10.4.1 Chair/Speaker

The Chair/Speaker:

(a) shall preside at all meetings of General Council and Chair the Annual General Meeting; ~~and~~

~~(a)~~(b) shall maintain neutrality in carrying out the duties of the office, and is not eligible to vote at meetings of General Council or the AGM;

~~(b)~~(c) shall remain in office for a 3-year term, and may hold office for a maximum of 2 consecutive terms, until the conclusion of the AGM or until such time as his or her successor is appointed; and

~~(c)~~(d) if the office of the Chair/Speaker should become vacant, the Vice-Chair/Deputy Speaker shall assume the position.

10.4.2 Vice-Chair/Deputy Speaker

The Vice Chair/Deputy Speaker:

(a) shall, when requested or when the Chair/Speaker is absent, deputize for the Chair/Speaker and assume all rights, duties and responsibilities of the Chair/Speaker and be ~~Vice-~~Chair of the AGM;

~~(a)~~(b) shall maintain neutrality in carrying out the duties of the office, and is not eligible to vote at meetings of General Council or the AGM;

~~(b)~~(c) shall remain in office for a 3-year term, and may hold office for a maximum of 2 consecutive terms, until the conclusion of the AGM or until such time as his or her successor is appointed; and

~~(c)~~(d) if the office of the Vice Chair/Deputy Speaker should become vacant, the Board of Directors shall appoint any member of the Association to the position until a replacement is ratified ~~elected~~ at the next Annual General Meeting~~General Council~~.

Chapter 11. Board of Directors

11.1 Duties and Powers

11.1.1 The Board of Directors shall be responsible for the management of the affairs of the Association, including risk management. In particular, the Board of Directors:

(a) shall receive the report of the Leadership and Diversity Search Committee, and recommend directors including one non-physician, subject to ratification by the membership at the AGM;

~~(a)~~(b) shall appoint a Chair of the Board, who may but need not be ~~an elected~~a director appointed in paragraph (a), but must be a physician and an Association member;

~~shall appoint a non-physician Director, and when doing so shall seek a candidate willing to serve 2 consecutive 3-year terms;~~

~~(b)~~(c) shall appoint the Chair of the Audit and Finance Committee from its members;

Commented [A20]: Housekeeping: moving to 10.4 which describe the roles of Chair/Speaker and Vice-Chair/Deputy Speaker.

Commented [A21]: Housekeeping: clarifying the role of Chair/Speaker, moving ineligibility to vote from earlier provision on quorum.

Commented [A22]: Housekeeping: clarifying role of Vice-Chair/Deputy Speaker, moving ineligibility to vote from earlier provision on quorum.

Commented [A23]: Housekeeping: consistency.

Commented [A24]: To align with Leadership Diversity model.

Commented [A25]: To align with Leadership Diversity model.

~~(c) shall appoint a non-physician Director, and when doing so shall seek a candidate willing to serve 2 consecutive 3-year terms;~~

(d) shall appoint the Chief Executive Officer and designate the duties of the office;

(e) shall approve the budget and establish membership fees for the ensuing calendar year after considering the recommendation of the Audit and Finance Committee;

(f) unless otherwise stated in these bylaws, shall establish committees and task forces as necessary to carry out the work of the Association, set their terms of reference, appoint the members of such bodies, and receive their reports;

(g) shall name the signing authorities ~~officers~~ of the Association and indicate limits to their authority;

(h) may authorize the payment of honoraria and travel and maintenance expenses to directors, officers, officials, chairs and members of committees and others engaged in Association business;

(i) may appoint representatives of the Association to outside bodies;

(j) shall elect a vice-chair from its members, who will chair meetings of the Board in the absence or at the direction of the Chair; and

(k) shall create and amend the Operating Rules and Procedures of the Association and have authority for enactment, amendment or repeal of the bylaws for referral to the members at the AGM.

11.1.2 The Board of Directors is hereby authorized:

(a) to borrow money upon the credit of the Association in such amounts and on such terms as may be deemed expedient by obtaining loans or advances or by way of overdraft or otherwise;

(b) to mortgage, hypothecate, charge, pledge, or give security in any manner whatever upon, all or any of the property, real and personal, immoveable and moveable, undertakings and rights of the Association, present and future; and

(c) to delegate to such appointed officials, officers or directors as they may designate, all or any of the foregoing powers to such extent and in such manner as they may determine.

11.2 Composition

11.2.1 The Board of Directors shall be comprised of:

(a) The President, President-Elect, Immediate Past President elected or appointed pursuant to these bylaws, and Chair of the Board of Directors appointed pursuant to these bylaws; and

(b) the following ~~elected~~ directors:

i) 1 director (includes the Chair of the Board if he or she is appointed from amongst the sitting directors) from each province or territory which has a minimum number of 40 members,

ii) a student director;

iii) a resident director; and

iv) a non-physician director.

11.2.1 The composition of the Board of Directors should reflect the diversity of the medical profession, and therefore, including individuals who have been historically underrepresented in governance and leadership will be a consideration in the leadership search process. The Association aspires at all times to maintain a Board of Directors which is welcoming to individuals of all genders.

Commented [A26]: Editorial: including non-physician director in (a) above for ratification by members at the AGM.

Commented [A27]: Editorial, for clarity since the bylaws have a chapter on "officers" who do not ordinarily sign contracts or financial documents.

Commented [A28]: To align with Leadership Diversity model.
Adding aspirational statement on commitment to equity, diversity and inclusion in the composition of the Board of Directors.

11.3 Term

11.3.1 The term of office of the directors commences immediately following the end of the AGM, ~~General Council and (as applicable) Health Summit meeting,~~ and shall be as follows:

(a) Officers shall hold office in accordance with the terms set out in section 13.1.

(b) Subject to section 11.3.3, student directors and resident directors shall hold office for a term of 1 year or until such time as their successors are appointed.

(c) Subject to section 11.3.3, directors from a province or territory as defined herein and non-physician directors shall hold office for a term of 3 years, or until such time as their successors are appointed.

11.3.2 Subject to section 11.3.3, student and resident directors may hold office for a maximum of 3 consecutive terms and provincial/territorial directors and non-physician directors may hold office for a maximum of 2 consecutive terms. Directors are generally expected to serve two three year terms.

11.3.3 If an incumbent becomes a provincial/territorial director, student, or resident director as a result of filling a vacancy under Section 11.5.3, the time spent filling the vacancy shall not count toward the length or number of terms that the incumbent is entitled to under these bylaws.

11.4 Removal of Directors, Officers, ~~Electees~~ and Appointees

11.4.1 The Board of Directors may by extraordinary resolution requiring two-thirds majority vote, remove any director, officer, ~~electee~~ or appointee from office before the expiration of such person's term if their conduct has been found likely to bring the Association or the profession into disrepute, if malfeasance has been found, if there has been a gross violation of the Code of Ethics and Professionalism, or for any other reason that the Board of Directors in its discretion may determine to be valid. The Board may appoint a qualified individual to fill the resulting vacancy for the remainder of the term of the director, officer, ~~electee~~ or appointee so removed. Any such removal shall be carried out in accordance with the requirements set out in the Operating Rules and Procedures. Notwithstanding this section, the members of a meeting may remove the chair of the meeting by following the procedures set out in the Rules of Order designated in these bylaws.

11.5 Vacancies

11.5.1 An office, a seat on the Board of Directors or on a committee shall be declared vacant:

(a) if the incumbent resigns in writing to the Chief Executive Officer;

(b) if the incumbent is found by a court to be of unsound mind;

(c) except in the case of the non-physician director, if the incumbent ceases to be a member of the Association;

(d) if the incumbent is removed by the Board of Directors in accordance with section 11.4;

(e) if no candidate is ~~confirmed~~ ratified by the AGM ~~General Council;~~

(f) on the death of the incumbent.

11.5.2 Unless otherwise stated in the bylaws, vacancies are filled by the Board of Directors.

11.5.3 A vacancy on the Board of Directors shall be filled by the Board of Directors, as follows:

(a) A vacancy among the student and resident directors or student and resident appointees shall be filled by the Board with an individual ~~a nominee~~ from the constituency concerned for the remainder of the incumbent's term.

Commented [A29]: To align with the Leadership Diversity model, which includes migrating the ratification of candidates for director positions from General Council to the AGM. Terms of office should begin immediately following the AGM.

Commented [A30]: Align with Leadership Diversity model.

Commented [A31]: Edits in this section reflect the Leadership Diversity model, where the candidates are proposed for ratification at the AGM.
-In the case of a vacancy arising between AGMs, there is no public call for expressions of interest (except in the case of a vacancy in the office of President-Elect, addressed elsewhere in the bylaws and ORPs).
-New for the non-physician director is ratification by the AGM, which explains inclusion of that position in (b).

(b) A vacancy among the provincial/territorial directors or the non-physician director shall be filled by the Board with ~~a nominee~~ an individual from the constituency concerned, until the end of the next AGM~~, General Council and (as applicable) Health Summit meeting~~.

(c) A vacancy among the officers shall be filled in accordance with the requirements in Chapter 13.1

(d) A vacancy in the position of ~~the~~ a non-physician ~~director~~ appointee shall be filled by the Board of Directors, and such an appointment begins the first of two consecutive 3-year terms of office a non-physician director is eligible to serve.

11.6 Meetings of the Board of Directors.

11.6.1 Notice of the time and place of each meeting shall be given to each director not less than 48 hours before the meeting is to be held. A director may waive notice of or otherwise consent to a meeting.

11.6.2 The Board of Directors shall meet at the call of the Chair.

11.6.3 On the request in writing by 4 directors, the Chair of the Board shall call a special meeting of the Board.

11.6.4 In the absence of the Chair of the Board, the chair shall be the Vice-Chair and in the absence of both the Chair of the Board and the Vice-Chair, the President shall chair the meeting.

11.6.5 The quorum shall be a majority of the directors.

Chapter 12. ~~Nominations~~ Leadership and Diversity

~~12.1 Committee on Nominations~~

~~12.1.1 General Council shall elect the members of the Committee on Nominations, which shall be comprised of 1 member from each province/territory, 1 member from the affiliate societies, 1 resident member, 1 student member, Chair of the Appointments Committee and the Immediate Past President of the Association who shall chair the Committee on Nominations. The process and rules for making nominations for election to the Committee on Nominations shall be contained in the Association's Operating Rules and Procedures. The Committee on Nominations shall meet at the request of the Board of Directors. The term of office shall be 3 years, renewable once except for the resident member and student member of the Committee on Nominations which shall be 1 year, renewable twice. The Past President shall have a term of 1 year.~~

12.1 Leadership and Diversity Search Committee

12.1.1 Candidates for positions ratified by the membership at the AGM will be proposed for ratification by the membership at the Annual General Meeting by a Leadership and Diversity Search Committee. The committee's mandate includes identifying candidates who possess the appropriate skills and reflect the diversity of the medical profession, specifically including those who have been historically underrepresented in governance and leadership. The committee shall annually establish, based on the demographics of the profession, minimum threshold numbers of individuals from historically underrepresented groups to be included in the leadership of the Association, and shall report back to the membership. In its own composition, the Leadership and Diversity Search Committee shall possess the appropriate skills and diversity and be comprised of 1 non-physician who is appointed by the Board, 3 directors appointed by the Board, and 3 members at large whose membership is ratified by the membership at the AGM. The inaugural members of the committee shall be appointed by the Board of Directors for a one-year term, or until their successors are either appointed by the Board or ratified by the membership at the AGM as applicable.

Commented [A32]: Edits throughout this chapter are intended to align with the Leadership Diversity model and the move to a skill-and-diversity based Board of Directors; further comments provide additional detail where necessary.

Commented [A33]: The Nominations Committee and Appointments Committee are being sunset in order to establish a new Leadership and Diversity Search Committee ("LDSC").

Commented [A34]: **Explanatory note:** LDSC is composed of 7 members, with a mix of appointment/ratification for their membership as follows:
1 non-physician member expert in governance and diversity, who is appointed by the Board and will not be put forward for ratification by the AGM;
3 directors appointed by the Board. These individuals will be ratified by the AGM in their positions as directors, but not for their membership on LDSC.
The remaining 3 physician members-at-large will be proposed for ratification by the membership at the AGM.

12.2 Eligibility ~~for Nomination~~

12.2.1 Except for ~~the position of~~ positions specifically designated for non-physicians~~, director,~~ only members of the Association who are members of the medical profession ~~are shall be~~ eligible for leadership positions ~~nomination~~. All candidates ~~nominees~~ are subject to the Conflict of Interest Guidelines, which prohibit a voting director on the board of a provincial/territorial medical association or affiliate society from holding office on the Association board of directors. ~~as set out in the Operating Rules and Procedures.~~ All candidates ~~nominees~~ must be residents of Canada.

12.2.2 Only members of the Association who have been members for 5 consecutive years preceding their candidacy ~~nomination~~ are ~~shall be~~ eligible for ~~nomination to~~ the positions of President-Elect, Chair/Speaker and Vice-Chair/Deputy Speaker. Candidates ~~Nominees~~ for President-Elect must reside in the province/territory designated for the applicable term of office as President, and are subject to the Conflict of Interest Guidelines which prohibit a voting director on the board of a provincial/territorial medical association or affiliate society from holding office on the Association board of directors. ~~as set out in the Operating Rules and Procedures.~~

12.3 Candidate ~~Nominations~~ Rules and Process

12.3.1 ~~Any division or 50 members of the Association may submit nominations for the offices of Chair/Speaker and Vice Chair/Deputy Speaker of the AGM/General Council, Chair and all members of the Committee on Ethics, members of the committees on Ethics and Nominations, and elected members of the Audit and Finance, Governance and Leadership and Diversity Search Appointments committees may be submitted any provincial/territorial medical association, or by 10 members of the Association.~~Candidates for President-Elect and all positions ratified by the membership at the AGM shall be solicited by the Leadership and Diversity Search Committee through an active process of recruitment which includes calls for expressions of interest as applicable. The general process applying to the leadership search process shall be set forth in the Operating Rules and Procedures.

12.3.2 Except for the position of President-Elect, a call for expressions of interest shall be issued by the Leadership and Diversity Search Committee to the membership, provincial/territorial medical associations and medical and other organizations, no later than 275 days before the AGM. Where applicable, the call will seek candidates willing to serve 2 consecutive 3-year terms. Only candidacies received at least 180 days prior to the AGM shall be eligible for ratification by the membership at the AGM. The names of all candidates shall be announced in the Report to Members.

In the case of the position of President-Elect, the call for expressions of interest shall be issued by the Leadership and Diversity Search Committee to the membership and the provincial/territorial medical association and medical and other organizations in the applicable jurisdiction no later than 325 days prior to the next AGM. Only candidacies for President-Elect received at least 265 days before the AGM shall be eligible for election by the membership.

Commented [A35]: Editorial: changing references from "nominees" and "nominations" to "candidates," "individual," etc., to reflect the Leadership Diversity model and the move towards ratification of a slate of candidates at the AGM. These edits appear in multiple instances in the bylaws.

Commented [A36]: Housekeeping & clarity: the Conflict of Interest Guidelines are a standalone document and do not form part of the Operating Rules and Procedures.

Commented [A37]: This section sets out, at a high level, the requirements which need to be met for candidates
-LDSC role in call, active recruitment
-Key deadlines in the process
-Further procedures appear in ORPs
NOTE: The LDSC's role in the President-Elect recruitment process is to encourage expressions of interest. For other leadership positions, LDSC's role also includes evaluating expressions of interest and making a recommendation to the Board for eventual ratification by the membership.

Commented [A38]: **Explanatory note:**
This section moves away from calendar dates for the call for expressions of interest and submission of candidacies, in order to allow flexibility in case the date of the AGM changes. For example, if the AGM is held in mid-late August:
-"275 days prior" means the general call would go out around November 20
- "180 days prior" means the submission deadline would be around mid-February.
- Between February and June, LDSC assesses applications received, interviews candidates, analyzes against the skills and diversity matrix, recommends candidates to the Board for publication in the Report to Members
- The Report to Members is issued approximately 2 months prior to the AGM and contains the slate of candidates for ratification by the membership

Commented [A39]: **Explanatory note:**
Rationale is to allow flexibility in case date of AGM changes. For example, if the AGM is held mid-late August:
-"325 days prior" means the President-Elect call would go out around September 30
-"265 days before" means candidacies for President-Elect would be due around November 30
-In the interim, CMA would ensure applications are complete and meet the bylaw requirements, candidates would have an opportunity to campaign and an online election would be held
The successful candidate would be installed as President-Elect at the AGM.

12.3.3 The call for ~~nominations and~~ expressions of interest shall include the following positions as necessary: President-Elect, Chair/Speaker and Vice-Chair/Deputy Speaker of the AGM/General Council, directors including the non-physician director, the Chair and all members of the Committee on Ethics, up to 2 members of the Governance Committee, up to 2 members of the Audit and Finance Committee, and up to 3 members of the Leadership and Diversity Search Committee.

12.3.4 Candidacies ~~Nominations~~ for the offices of Chair/Speaker and Vice Chair/Deputy Speaker of the AGM/General Council, Chair and all members of the Committee on Ethics, and non-Board members of the Audit and Finance, Governance, and Leadership and Diversity Search committees may be submitted by any member of the Association.

12.3.~~2~~5 Candidacies ~~Nominations~~ for the student member and resident member of the Committee on Ethics shall be carried out in accordance with the Association's Operating Rules and Procedures.

12.3.~~3~~6 ~~Nominations~~ Expressions of interest for the Board of Directors will be made to the ~~Committee on Nominations~~Leadership and Diversity Search Committee in accordance with the following:

(a) ~~Nominations~~ Expressions of interest for provincial/territorial directors ~~shall be~~ may be submitted by any Association member in that jurisdiction. ~~submitted by each division or by the required number of Association members of the division. In the case of a vacancy for the director from Quebec, the Committee on Nominations shall also seek out one or more nominees for consideration. Ten Association members from a division with 99 or fewer Association members, 25 Association members from a division with 100 to 499 Association members, 40 Association members from a division with 500 to 999 Association members, or 50 Association members from a division with 1000 or more Association members, may submit nominations for provincial/territorial directors. For the province of Quebec, 50 Association members may submit a nomination for a director.~~

(b) ~~Nominations~~ Expressions of interest for the student director or the student member of the Committee on Ethics may be submitted by a student member. ~~any or by the affiliate society representing medical students, or by 50 Association members of any affiliate society representing medical students.~~ Only student members ~~shall be~~are eligible ~~to be nominated~~for these positions.

(c) ~~Nominations~~ Expressions of interest for the resident director or the resident director of the Committee on Ethics may be submitted by a resident member. ~~any or by the affiliate society representing of residents, or by 50 Association members of any affiliate society representing residents.~~ Only resident members ~~shall be~~are eligible ~~to be nominated~~for these positions.

12.3.~~4~~7 ~~The following may submit a nomination~~An expression of interest for the Office of President-Elect may be submitted by a member of the jurisdiction designated for the applicable term of office as President, in accordance with the ~~Association's~~ Operating Rules and Procedures.~~:~~

~~(a) any division, or the Nominations Committee in the case of a nominee from Quebec;~~

~~(b) any 50 members of the Association.~~

~~12.3.5 The general process applying to nominations shall be set forth in the Association's Operating Rules and Procedures.~~

Commented [A40]: Note removal of requirement for 50 members to support a nomination. An expression of interest amounts to self-nomination.

Commented [A41]: Committee on Nominations sunset in favour of Leadership and Diversity Search Committee.

Commented [A42]: Note removal of requirement for 10-50 members to support an expression of interest. An expression of interest amounts to self-nomination.

Commented [A43]: **Explanatory note:** The role of the PTMAs under the Leadership Diversity model is to amplify the call for expressions of interest, rather than to put forward nominations.

Commented [A44]: Note removal of requirement for 50 student members to support an expression of interest. An expression of interest amounts to self-nomination.

Commented [A45]: Note removal of requirement for 50 resident members to support an expression of interest. An expression of interest amounts to self-nomination.

12.4 Responsibilities of the Committee on Nominations

12.4.1 The primary task of the Committee on Nominations shall be to recruit and secure strong balanced leadership for the Association. In particular, the duties of the Committee on Nominations shall be as follows:

(a) to issue a call to all members, divisions and affiliate societies, not less than 9 months prior to the next AGM, for nominations for the following elected positions in the Association: President-Elect, Speaker and Deputy Speaker of General Council/AGM, directors, the Chair of the Committee on Ethics and all members of the committees on Ethics and Nominations. The call for nominations shall also include, subject to vacancies arising; up to 2 members of the Governance Committee, up to 2 members of the Audit and Finance Committee and 1 member of the Appointments Committee. Only nominations received at least 5 months prior to the AGM, or made by the Committee on Nominations as in 12,3,3(a), 12.3.4(a) or 12.4.1(e), shall be eligible for ratification confirmation by General Council;

(b) to interact with divisions and affiliates and the membership to seek and encourage nominations that reflect the diversity and demography of the physician population, specifically with a sensitivity to age, gender, and cultural and regional balance, and the requirements of the Association regarding the specific vacancies to be filled, including seeking candidates who are willing to serve two consecutive three year terms;

(c) to establish and maintain a process to enable nominees to indicate their eligibility and commitment;

(d) to establish a process to ensure that all nominees for the position of director understand and agree to commit to the responsibilities of the office;

(e) . In the event that no eligible appropriate nominations to achieve the diversity and demography elements in 12.4.1(b) for any position are placed before it, the committee may select a nominee of its choice;

(f) to submit, at its discretion more thanshall submit only 1 nomination for any position to General Council; and

(g) in carrying out the above duties to ensure that the Association's requirements concerning eligibility for nomination set forth in Section 12.2 and the rules and procedures for nomination contained in the Association's Operating Rules and Procedures are followed.

12.4.2 The report of the Committee on Nominations shall be provided to each delegate to General Council at least 15 days before the elections. Any additional nominations received by the Committee in accordance with these bylaws and the Operating Rules and Procedures shall then be presented to General Council.

Commented [A46]: 12.4 deleted since Committee on Nominations is being sunset in favour of the Leadership and Diversity Search Committee.

Chapter 13. Officers

13.1 The officers of the Association shall be the President, the President-Elect, the Immediate Past President, and the Chair of the Board of Directors. The President, President-Elect and Immediate Past-President shall hold office for a term of 1 year or until such time as their successors are appointed. The Chair of the Board of Directors shall hold office for a term of 3 years and may hold office for a maximum of 2 consecutive terms or until such time as their successor is appointed. The officers of the Association shall be elected or appointed in accordance with these bylaws and the Operating Rules and Procedures. If there is more than 1 nomination for any position, a ballot shall then be taken for that position. Subject to the provisions of this Chapter, vacancies among the officers shall be filled by the Board of Directors.

Commented [A47]: Under the Leadership Diversity model, there will be only 1 candidate for each position.

13.2 The President:

(a) shall be the senior elected officer of the Association;

(b) shall perform such duties as custom requires;

(c) shall be the primary spokesperson of the Association; and

(d) shall have the right to attend and vote at meetings of all committees of the Association, except the Leadership and Diversity Search Committee.

13.2.1 In the event that the office of President becomes vacant, the President-Elect shall serve as Acting President.

13.3 The President-Elect:

(a) shall assist the President in the performance of the presidential duties, and in the President's absence, or at the President's request, preside or perform such other functions as are the duties of the President, unless otherwise provided for in these bylaws;

(b) shall assume the office of President at the close of the next AGM; and

(c) shall serve as Acting President in the event that the office of President becomes vacant, and in that capacity shall assume all the powers and duties of the President during the unfinished portion of that presidential term.

13.3.1 In the event that the office of President-Elect becomes vacant at any time prior to 90 days before the Annual Meeting, an individual ~~nominee will be selected and there is only 1 person nominated for the position from the call for nominations issued by the Chief Executive Officer~~ in accordance with the Operating Rules and Procedures~~,~~ and the Chair of the Board of Directors shall declare that person ~~duly elected~~the President-Elect. ~~If there is more than 1 nomination for the position, the vacancy will be filled in accordance with the process described in the Operating Rules and Procedures.~~ In the event of a vacancy in the office of President-Elect during the 90-day period before the Annual Meeting, the vacancy will be filled in accordance with the process described in the Operating Rules and Procedures.

13.4 The Immediate Past President

(a) shall be a member of the Board of Directors;

(b) shall assist the President and President-Elect with spokesperson duties as delegated

~~(c) shall chair the Committee on Nominations~~ and

~~(d) shall preside over the elections at General Council.~~

13.4.1 In the event that the office of Immediate Past President becomes vacant, the preceding Immediate Past President shall serve as Immediate Past President. A person so appointed shall not assume the title of Immediate Past President.

13.5 Chair of the Board of Directors

(a) shall chair and be responsible for the calling of meetings of the Board of Directors;

(b) shall act as chief liaison officer between the Board of Directors and the Chief Executive Officer;

(c) shall be a nonvoting member of the Board of Directors;

(d) shall present the report of the Board of Directors to members.

Commented [A48]: Roberts Rules of Order recommends the President should not be a member (ex officio or otherwise) of a nominations or search committee.

Commented [A49]: Under the Leadership Diversity model, there will be only 1 nominee for each position.

Commented [A50]: Editorial: transitioning away from "election" language elsewhere in the bylaws, removed here to avoid confusion.

Commented [A51]: The Committee on Nominations is being sunset in favour of the Leadership and Diversity Search Committee (appointed by the Board in its first year, then ratified by the AGM in subsequent years).

Commented [A52]: Ratification migrated from General Council to the AGM to align with the Leadership Diversity model.

Chapter 14. The Secretariat

14.1 The Chief Executive Officer:

(a) shall be appointed by the Board of Directors;

(b) shall be the chief executive officer of the Association;

(c) shall be responsible to the Board of Directors through the Chair for the general administrative supervision of the affairs of the Association, and for the organization and management of the Secretariat;

(d) shall be a nonvoting member of all committees of the Association unless otherwise directed by the Board of Directors;

(e) shall be an official representative of the Association; and

(f) shall assume or delegate such duties as may be assigned by the Board of Directors.

14.2 Other appointed officials and employees shall be responsible to the Board of Directors through the Chief Executive Officer for the performance of duties assigned to them.

Chapter 15. Committee on Ethics

15.1 ~~Subject to 12.4.2 and this section, General Council/AGM will elect ratify the~~The Chair and members of the Committee on Ethics will be recommended by the Board of Directors for ratification by the membership at the AGM. ~~in accordance with the report of the Committee on Nominations. If there is more than 1 nomination for any position, a ballot shall then be taken for that position in accordance with the Operating Rules and Procedures..~~ Committee members may serve up to 2 consecutive 3-year terms. The term of office for the Committee on Ethics Chair is three years, renewable once. The term of office for a student or resident member is one year, renewable twice.

(a) The Committee on Ethics will elaborate on, interpret, and recommend amendments to the Code of Ethics and Professionalism, address problems related to ethics referred to the Association, advise the Association on matters pertaining to ethical issues of interest or concern to the medical profession and on ethical issues related to the Association's core strategies and priorities and perform other duties as determined by the Board of Directors.

(b) The Committee on Ethics shall comprise:

i) 5 members selected on a regional basis (BC/Yukon, Prairie provinces/NWT, Ontario, Quebec, Atlantic provinces);

ii) 1 resident member;

iii) 1 student member;

iv) 1 member appointed by and from within the Board of Directors; and

v) a chair.

Commented [A53]: To align with the Leadership Diversity model.

Commented [A54]: New Leadership and Diversity Search Committee will only bring 1 candidate per position.

Chapter 16. Affiliate Societies and Associate Societies

16.1 Eligibility for affiliation

(a) Any Canadian medical organization representing a medical specialty that is recognized by the Royal College of Physicians and Surgeons of Canada or the College of Family Physicians of Canada, the majority of whose members are physicians and are members of the Association, may become affiliated with the Association. For the purposes of this section, a medical student enrolled in a Canadian medical school shall be deemed a physician.

(b) The Canadian Federation of Medical Students and Resident Doctors of Canada may become affiliated without meeting the requirements set out in 16.1(a) and shall be entitled to all the rights and privileges thereof.

16.2 Such organization may, on application to, and approval by the Board of Directors be accepted as an affiliate society and shall be entitled to 1 delegate to General Council.

16.3 Any affiliation formed under this Chapter shall mean that a friendly relationship exists between the 2 bodies. There shall be no obligation on the part of either party to sponsor policies or programs initiated by or on behalf of the other.

16.4 Affiliation shall be on a year-to-year basis and shall continue unless either party shall give notice to the other in writing of its intention to withdraw or unless the affiliate society ceases to meet the qualifications for affiliation.

16.5 Associate Societies

16.5.1 Any Canadian medical organization that does not represent a medical specialty, other than the national organizations representing medical students and residents, the majority of whose members are physicians and are members of the Association, may become associated with the Association. The organization representing the medical regulatory authorities may become associated without meeting the requirement above. Such organization may, on application to, and approval by the Board of Directors, be accepted as an associate society. Any association formed under this Chapter shall mean that a friendly relationship exists between the 2 bodies. There shall be no obligation on the part of either party to sponsor policies or programs initiated by or on behalf of the other. Association shall be on a year-to-year basis and shall continue unless either party shall give notice to the other in writing of its intention to withdraw or unless the associate society ceases to meet the qualifications for association.

Chapter 17. Auditor

17.1 An Auditor shall be appointed by the members at the AGM on the recommendation of the Board of Directors.

17.2 The Auditor:

(a) shall examine annually the financial statements of the Association, perform procedures to obtain audit evidence about the amounts and disclosures in the statements, and prepare an auditor's report in accordance with the generally accepted auditing standards set out in the Chartered Professional Accountants Canada Handbook – Assurance, as amended from time to time.

(b) shall examine and report on other financial affairs of the Association at any time during the year upon the request of the Board of Directors.

17.3 The audited financial statements shall ~~file the Auditor's report with the Chief Executive Officer by no later than May 15 each year (the report shall be submitted by the Chief Executive Officer to the Board of Directors), and~~ be made available to all members of the Association ~~by June 30; and~~no later than 21 days prior to the AGM.

~~(b) shall examine and report on other financial affairs of the Association at any time during the year upon the request of the Board of Directors.~~

Chapter 18. Rules of Order and Meetings of the Association

18.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these

Commented [A55]: Housekeeping: clarity.

Commented [A56]: Housekeeping: to align the CMA requirement with corporate statutes. Also, since the AGM is not on a fixed date during the year, this edit removes specific (arbitrary) dates of May 15 and June 30 in favour of a pre-determined period of time (21 days prior) for CMA to make audited financial statements available to members.

bylaws, with the Operating Rules and Procedures, and any special rules of order the Association may adopt.

18.2 Secret Ballot

18.2.1 At meetings of the Association, an election or an issue may be determined by secret ballot if so requested by any one member present and eligible to vote.

18.3 Participation at meetings by telephone or electronic means

(a) Any person entitled to attend a meeting of Members may participate in the meeting using telephonic, electronic or other communications means that permit all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility or the person in question has access to such a communication facility. A person participating in the meeting by any such means shall be deemed to have been present at that meeting. A person participating by telephonic, electronic or other communication facility may vote by any such means if the facility, when necessary, can be adapted so that the votes can be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how a particular member or group of members voted.

(b) Provided all of the directors or committee members consent, a director or committee member may participate in a meeting of directors or committee members by means of an electronic, telephonic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director or committee member participating in the meeting by such means shall be deemed to have been present at that meeting.

18.4 Meetings held by electronic means

(a) If the Board calls a meeting of Members, the Board may determine that the meeting shall be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person so participating in a meeting is deemed for the purposes of this bylaw to be present at the meeting.

(b) Members of the Board of Directors or committees may participate at meetings by means of such telephone or other communication facilities as permit all persons participating to communicate with and to hear each other. A person so participating in a meeting is deemed for the purposes of this bylaw to be present at the meeting.

18.5 Adjournment

The chair of the meeting may, with the consent of the meeting, adjourn the meeting, but no business shall be transacted at the resumption of any such adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

18.6 Remote Ballot for the Board of Directors and committees of the Board

(a) The chair may take a remote ballot on any urgent matter or any appointment and in addition shall take a remote ballot, in the case of the Board at the request in writing of 4 directors and in the case of committees at the request in writing of 2 committee members.

(b) In the case of a resolution an affirmative vote by two-thirds of the directors or committee members who are eligible to vote shall have the same force and effect as a resolution duly passed at a regular meeting. In the case of an appointment, a candidate must receive an affirmative vote by a majority of the total directors who are eligible to vote. An appointment made by remote ballot shall have the same force and effect as an appointment at a regular meeting.

(c) A remote ballot is taken in the following manner: the questions submitted shall be in a form to which an affirmative or negative answer can be given or the appointment proposed shall be in a form by which it can be completed. The ballot shall be sent to all directors or committee members, accompanied by an explanatory note stating the circumstances of the emergency (where the matter is urgent) and giving the last date on which ballots will be received. A remote ballot may be sent to each director or committee member and returned to the Association by each such director and committee member by (i) personal delivery or courier; or (ii) electronic means. A remote ballot sent by electronic means (an "electronic ballot") is considered to have been provided when it leaves an information system with the control of the originator or another person who provided the document on the originator's behalf. An electronic ballot is considered to have been received when it enters the information system provided by the addressee. No ballot will be counted unless it is received by the Chief Executive Officer not later than the date given. The Chief Executive Officer shall examine the ballots, record and announce the vote.

Chapter 19. Amendments to Bylaws

19.1 Proposals for amendments to the bylaws may be submitted by 10 or more members. These proposals must be received by the Chief Executive Officer 90 days before the date of the AGM for consideration by the Board of Directors.

19.2 Amendments to the bylaws may be proposed by the Board of Directors. These proposals must be received by the Chief Executive Officer in time for a notice to be published in ~~an Association publication with distribution to all members~~ the Annual Report to Members and made available on the Association website at least 30 days before the AGM.

19.3 Amendments that have been proposed and published or communicated as in Section 19.2, must be ~~become effective when~~ adopted by a two-thirds vote of the members present and voting at the AGM in order to become effective. Amendments so adopted become effective at the close of that meeting. Amendments adopted shall not affect the previous operation of any bylaw or affect the validity of any act done pursuant to any former bylaw.

Chapter 20. Operating Rules and Procedures

20.1 The Board of Directors may prescribe and amend from time to time such operating rules and procedures not inconsistent with the bylaws relating to the management and operation of the Association and other matters provided for in this bylaw as they may deem expedient.

Chapter 21. Execution of Documents

21.1 Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any 2 of its officers, including the Chief Executive Officer and the Chief Financial Officer. Notwithstanding the foregoing, the Board of Directors may from time to time direct the manner in which the person or persons by whom a particular document or type of document shall be executed. ~~Any person authorized to sign any document may affix the corporate seal thereto.~~

Chapter 22. Liability and Indemnity

22.1 The Association will not hold the members of the Board of Directors, or any member acting on its behalf individually or collectively liable for decisions or actions taken in good faith on behalf of the Association.

Commented [A57]: Housekeeping: to align with current practice.

Commented [A58]: Housekeeping: to consolidate an earlier transition provision into the provisions about how amendments to bylaws become effective.

Commented [A59]: Housekeeping: adding CEO & CFO to satisfy Banks who require signatures from officers as set out in the bylaws.

Commented [A60]: Housekeeping, deleting archaic references to corporate seal.

22.1.1 For the protection of officers, directors, officials and members of the Association, except as otherwise provided by law:

(a) No officer, director, official or other member or the Association is liable for any of the following acts or omissions:

i) the acts or omissions of any other officer, director, official, member or employee;

ii) joining in any act for conformity;

iii) any loss, damage or expense happening to the Association

(I) through the insufficiency or deficiency of title to any property acquired on behalf of the Association; or

(II) for the insufficiency or deficiency of any security upon or in which any of the monies of the Association are placed out or invested;

iv) any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or assets are lodged or deposited;

v) any loss, conversion, misapplication or misappropriation of any monies, securities or other assets belonging to the Association;

vi) any damage resulting from any dealings with any monies, securities or other assets belonging to the Association; or

vii) any other loss, damage or misfortune which may happen in the execution of or in relation to the duties of the office or trust;

unless the act or omission happens by or through the wrongful and wilful act, neglect or default of the officer, director, official or other member of the Association.

(b) No officer, director, official or other member of the Association is liable for any contract, act or transaction entered into, done or made for the Association, whether or not completed, if it has been authorized or approved by the Board of Directors;

(c) If any officer, director, official or other member of the Association

i) is employed by or performs services for the Association other than in the individual's role in the Association; or

ii) is a member of a firm or a shareholder, director or officer of a company employed by or performing services for the Association;

the fact that the individual is an officer, director, official or other member of the Association shall not alter the individual's entitlement to proper remuneration for the services performed.

22.1.2 Indemnities to Officers, Directors and Others

Every officer, director, ~~official or other member~~ of the Association, or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by the Association, their heirs, executors, administrators and estates are indemnified out of the funds of the Association, from and against:

(a) all costs, charges and expenses incurred in the execution of the duties of the office

i) in or about any proceedings commenced against the individual;

ii) in respect of any other liability; and

(b) all other costs, charges and expenses incurred in relation to the affairs of the Association;

Commented [A61]: Housekeeping: it is unusual to include members in indemnity provisions, since they are not fiduciaries who can be held liable.
In the unlikely event a member is held liable, "other person who has undertaken… any liability" is broad enough to require CMA to indemnify a member.
This provision is also broad enough to allow for reimbursement of expenses.

unless the costs, charges or expenses happen by or through the individual's wrongful and wilful act, neglect or default.

Chapter 23. Winding Up the Association

23.1 In the event of the dissolution or winding up of the Association, it is specially provided that all of the assets remaining after the payment and satisfaction of the Association's debts and liabilities shall be distributed to 1 or more organizations in Canada carrying on similar activities or having objects similar to 1 or more of the objects of the Association.

23.2 The Association is to carry on its operations without pecuniary gain to the Association's members, and any profits or other accretions to the Association are to be used in promoting its objects.

Appendix A: ~~CMA Divisions~~Provincial-Territorial Medical Associations ~~Addresses~~

Doctors of BC
~~115–1665 Broadway West~~
~~Vancouver BC V6J 5A4~~
~~Tel: 604 736-5551~~
~~Fax: 604 736-3987~~

Alberta Medical Association
~~12230–106 Avenue NW~~
~~Edmonton AB T5N 3Z1~~
~~Tel: 780 482-2626~~
~~Fax: 780 482-5445~~

Saskatchewan Medical Association
~~201 – 2174 Airport Drive~~
~~Saskatoon, SK S7L 6M6~~
~~Tel: 306 244-2196~~
~~Fax: 306 653-1631~~

Doctors Manitoba
~~20 Desjardins Drive~~
~~Winnipeg, MB R3X 0E8~~
~~Tel: 204 985-5888~~
~~Fax: 204 985-5844~~

Ontario Medical Association
~~150 Bloor Street West, Suite 900~~
~~Toronto, ON M5S 3C1~~
~~Tel: 416 599-2580~~
~~Fax: 416 340-2944~~

New Brunswick Medical Society
~~21 Alison Blvd~~
~~Fredericton NB E3C 2N5~~
~~Tel: 506 458-8860~~
~~Fax: 506 458-9853~~

Doctors Nova Scotia
~~25 Spectacle Lake Drive~~
~~Dartmouth NS B3B 1X7~~
~~Tel: 902 468-1866~~
~~Fax: 902 468-6578~~

Medical Society of Prince Edward Island
~~2 Myrtle Street~~
~~Stratford PE C1B 2W2~~
~~Tel: 902 368-7303~~
~~Fax: 902 566-3934~~

Newfoundland and Labrador Medical Association
~~164 MacDonald Drive~~
~~St. John's NL A1A 4B3~~
~~Tel: 709 726-7424~~
~~Fax: 709 726-7525~~

Yukon Medical Association
~~5 Hospital Road~~
~~Whitehorse YT Y1A 3H7~~
~~Tel: 867 393-8749~~

Northwest Territories Medical Association
~~PO Box 1732, Station Main~~
~~Yellowknife NT X1A 2P3~~
~~Tel: 867 920-4575~~
~~Fax: 867 920-4578~~

Commented [A62]:
Editorial: Moving incrementally away from referring to PTMAs as "Divisions" elsewhere in the bylaws. No need to publish street/mailing addresses of PTMAs in CMA's bylaws.

Appendix B: CMA Affiliated Societies

Association of Medical Microbiology and Infectious Disease Canada

Canadian Academy of Geriatric Psychiatry

Canadian Academy of Sport and Exercise Medicine

Canadian Anesthesiologists' Society

Canadian Association of Emergency Physicians

Canadian Association of Gastroenterology

Canadian Association of General Surgeons

Canadian Association of Medical Biochemists

Canadian Association of Nuclear Medicine

Canadian Association of Paediatric Surgeons

Canadian Association of Pathologists

Canadian Association of Physical Medicine and Rehabilitation

Canadian Association of Radiation Oncology

Canadian Association of Radiologists

Canadian Association of Thoracic Surgeons

Canadian Cardiovascular Society

Canadian Critical Care Society

Canadian Dermatology Association

Canadian Federation of Medical Students

Canadian Geriatrics Society

Canadian Neurological Society

Canadian Neurosurgical Society

Canadian Ophthalmological Society

Canadian Orthopaedic Association

Canadian Paediatric Society

Canadian Psychiatric Association

Canadian Rheumatology Association

Canadian Society for Vascular Surgery

Canadian Society of Allergy and Clinical Immunology

Canadian Society of Cardiac Surgeons

Canadian Society of Colon and Rectal Surgeons

Canadian Society of Endocrinology and Metabolism

Canadian Society of Internal Medicine

Canadian Society of Otolaryngology — Head and Neck Surgery

Canadian Society of Palliative Care Physicians

Canadian Society of Plastic Surgeons

Canadian Thoracic Society

Canadian Urological Association

Occupational Medicine Specialists of Canada

Public Health Physicians of Canada

Resident Doctors of Canada

Society of Gynecologic Oncologists of Canada

Society of Obstetricians and Gynaecologists of Canada

Trauma Association of Canada

Appendix C: CMA Associated Societies

Canadian Association of Physicians for the Environment

Canadian Association of Physician Innovators and Entrepreneurs

Canadian Association of Physicians with Disabilities

Canadian Life Insurance Medical Officers Association

Canadian Medical Protective Association

Canadian Society of Addiction Medicine

Canadian Society of Clinical Neurophysiologists

Canadian Society of Physician Leaders

Canadian Spine Society

Federation of Medical Regulatory Authorities of Canada

Federation of Medical Women of Canada

Occupational & Environmental Medical Association of Canada

Society of Rural Physicians of Canada