



**PROFESSIONAL ASSOCIATION OF
RESIDENT PHYSICIANS OF ALBERTA**

Bylaws of the Professional Association of Resident Physicians of Alberta

Approved: February 2025

Article 1 - Preamble and Name of the Society

Article 2 - Definitions and Interpretations title

Article 3 - Membership

Article 4 - Members Meetings

Article 5 - Method of Voting by Members

Article 6 - Board of Directors

Article 7 - Director Roles and Responsibilities

Article 8 - Conduct of Business at Board Meetings

Article 9 - Advisory Council

Article 10 - Association Components

Article 11 - Administration and Finance

Article 12 - Rules and Regulations

Article 13 - Amendments to Bylaws

Article 14 - Dissolution

Article 1 - Preamble and Name of the Society

1.1 Society Name

The name of the society shall be the “**Professional Association of Resident Physicians of Alberta**” (“PARA”) and shall be referred to hereafter as the “**Association**”.

1.2 Operation of the Association

The Association is incorporated for the purpose (“**Objects**”) set out in the Association’s application to form a society, as may be amended from time to time.

The operation of the Association shall be carried out without specific purpose of gain or profit for its Members.

Article 2 – Definitions And Interpretations

2.1 Definitions

In these Bylaws, the following words have these meanings.

“**Act**” means the *Societies Act* of Alberta and the regulations made thereunder, as from time to time amended;

“**Advisory Council**” means a council comprised of regional and practice-specific representatives that represents members’ interests and provides input to the Board regarding strategic direction;

“**Annual General Meeting**” means an annual meeting of the Members of the Association. It may be referred to as the AGM;

“**Articles**” means the letters patent of the Association as amended from time to time;

“**Association**” has the meaning ascribed thereto in Section 1.1;

“**Board**” means the Board of Directors of the Association;

“**Bylaws**” means the rules described herein which are passed by the Association and approved as described under the Act;

“**CEO**” means the Chief Executive Officer of the Association;

“**Chair**” means the chair of the Board;

“**College**” means the regulatory body of the physicians in Alberta which is the College of Physicians and Surgeons of Alberta;

PARA | BYLAWS

“Director” means a director of the Association and includes *ex-officio* Director(s);

“Dues” means fees and/or levies approved by the Board;

“General Meeting” means a general meeting of Members including an Annual General Meeting;

“Member” means a member of the Association and includes Voting Members and Non-Voting Members;

“Voting Member” means a Member who is part of the membership class who shall be entitled to vote at any meeting of the Members;

“Non-Voting Member” means a Member who is part of that membership class;

“Objects” means the purpose of the Association and may include, but is not limited to, organizational visions, mission and mandate;

“Officer” means an individual who has been appointed by the Board to carry out the operations of the Association;

“Past President” means the immediate past president of the Association;

“Registrar” means the Registrar of Corporations, as defined by the *Business Corporations Act* of Alberta;

“Resident Physician” means a physician who is in a post-graduate trainee training program in the province of Alberta;

“Rules” means the policies, rules and regulations made by the Board from time to time pursuant to Article 12 of the Bylaws;

“Special Resolution” means a resolution passed by not less than 75% of the votes cast on that resolution;

“Vice-Chair” means delegated Board member who may act on behalf of the Chair as requested.

2.2 Interpretations

In these Bylaws, unless the context otherwise requires,

- words in the singular include the plural and words in the plural include the singular,
- gender specific terms include all genders,
- the word "person" includes an individual or a corporation and

PARA | BYLAWS

- the words “include”, “includes” or “including” when used, are deemed to be followed by the words “without limitation”.
- where used herein, “good standing” refers to a Member that is up to date in the payment of all dues of the Association.

The division of these Bylaws into parts and sections and the use of headings are for reference only;

Unless otherwise provided, each reference to a section is to the corresponding section of these Bylaws; and;

All terms contained in the Bylaws which are defined in the Act and not separately defined herein shall have the meanings given to such terms in the Act.

Article 3 – Membership

The term of membership as a Voting Member shall be annual, subject to renewal in accordance with the policies of the Association.

As set out in these Bylaws, each category of **Member** is entitled to receive notice of and attend all meetings of Members. Each category of **Voting Member** is entitled to receive notice of, attend and vote at all meetings of Members and each Voting Member shall be entitled to one (1) vote at such meetings.

3.1 Eligibility for Membership

PARA Members are all resident physicians, as defined in Article 2 “Definitions,” who are enrolled in a training program affiliated with the University of Alberta or University of Calgary.

If a Resident Physician does not pay their dues, then the Member ceases to be in good standing and at the Board’s discretion, acting reasonably, may suspend or expel the member from the Association. Upon payment of outstanding dues and if not expelled or suspended, the Member shall resume their status as being in good standing.

If a Resident Physician is dismissed, withdraws or terminated from their residency training program, then the individual is no longer a Member of the Association.

Upon the recommendation of the Advisory Council, a person who renders service to the Association or is otherwise recognized may be designated as a non-voting, Honourary Member of the Association. Honourary memberships recommended by the Advisory Council will be approved by the Board.

In the event that the Past President is no longer a Member as defined above in this Article, that person shall automatically be an Honourary Member, for one year with voting privileges and subject to the Association’s policies and Code of Conduct.

3.2 Categories of Membership

- (a) Full Membership
 - i. This category applies to Resident Physicians in Alberta.
 - ii. Full Members are eligible to hold office, are entitled to all benefits provided by the Association and have the right to vote.
- (b) Honourary Membership
 - i. This category applies to Members who do not meet the criteria under 3.2(a). Honourary Members are admitted at the discretion of the Board.
 - ii. Honourary Members are eligible to hold office, are entitled to benefits as determined by the Board and have the right to vote.
- (c) Affiliate Membership
 - i. This category applies to Members who do not meet the criteria under 3.2(a). Affiliate Members are admitted at the discretion of the Board.
 - ii. Affiliate Members are not eligible to hold office, are entitled to benefits as determined by the Board and do not have the right to vote.

3.3 Membership Dues

All Members shall remit membership dues equal to a percentage of their Resident Physician salary and stipends, at a percentage rate established annually by the Board. Any increase in the percentage rate must be initiated by the Board and requires a consultation period of at least two months with the Advisory Council prior to the Board's final decision.

The dues of Members shall be paid by way of payroll deduction in accordance with the pay periods of the employers. The dues shall be distributed to the accounts of the Association as specified by the Board.

In the event that dues cannot be submitted by way of payroll deduction, direct payment to the Association will be arranged on a case-by-case basis.

Subject to the Advisory Council identifying special circumstances, Honourary Members pay no dues and receive no direct benefits provided by the Association.

Members in good standing are eligible to vote in Advisory Council elections and at all meetings of the Association.

3.4 Employees

Employees of the Association who meet membership requirements may be members of the Association but shall not be eligible to hold office or vote.

3.5 Resignation, Suspension, Expulsion and Discipline

No person whose license or registration is suspended or revoked by a competent regulatory board or tribunal or by a court of competent jurisdiction for disciplinary reasons is eligible to be a member. An Affiliate Member may be suspended or expelled from the Association or otherwise disciplined by the Board in accordance with policies and procedures approved by the Board.

Article 4 - Members Meetings

4.1 Annual General Meeting

- (a) The Annual General Meeting (AGM) shall be held within six (6) months of the fiscal year-end unless otherwise determined by the Board.
- (b) The AGM shall be held in-person in Alberta, virtually or a hybrid of the two, in such place and on such day as the Board shall determine. The location and format shall be indicated in the notice to members of the meeting.

4.2 Special Meetings

- (a) Special Meetings may be called at any time by the Board at such time and place as it may designate. A Special Meeting shall be called upon the written request of 10% of the voting Members.
- (b) The notice of the meeting shall state the purpose of the meeting.

4.3 Notice of Meetings of Members

- (a) Notice of the Annual General Meeting of the Association shall be given in writing or in electronic form at least thirty (30) days before the date of the meeting.
- (b) Notice of Special Meetings shall be given in writing or in electronic form at least twenty-one (21) days prior to the date of the meeting.
- (c) Failure of one or more members to receive notice of a meeting shall not invalidate any proceeding taken at the meeting.

4.4 Rules of Procedure

Unless otherwise stated in the Bylaws or Rules of the Association, Members Meetings shall be in accordance with Roberts Rules of Order.

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4.5 Quorum

No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

Subject to the provisions of this Section 4.5, five percent (5%) of the Voting Members in good standing shall constitute quorum at any meeting of the Members.

Fifty per cent (50%) plus one of the Board members in office shall constitute quorum at any meeting of the Board.

In the case of an Annual General Meeting, if at appointed time a quorum is not present, then the meeting shall be adjourned to such a time and place as fixed by the majority of the Voting Members present. At the re-scheduled meeting, the Voting Members present shall constitute quorum.

In the case of a Special Meeting, if within thirty minutes of the appointed time a quorum is not present, then the meeting shall be dissolved.

4.6 Voting

All members who have voting rights have the right to vote in-person at Special Meetings and in-person at Annual General Meetings, subject to Article Five (5) of these Bylaws and voting procedures established by the Board. This right shall be referred to in the notice of meeting. "In-person" shall include voting members who are present at virtual meetings, where authorized and approved.

4.7 Minutes

The Board shall be responsible for ensuring that minutes are kept of all Annual, Special and Board meetings.

Article 5 - Method of Voting by Members

5.1 In-Person

Voting may be by show of hands, unless a ballot is requested by a majority vote.

5.2 Virtual meetings

Where members attend virtually, the method of voting may be by show of hands or by electronic means. The method of voting shall be communicated at the start of each meeting.

Article 6 - Board of Directors

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6.1 Board

The affairs of the Association shall be managed by a Board of Directors, each member of which at the time of election or appointment and throughout the term of office shall be a member of the Association. The Board shall not exceed twelve (12) members nor be less than eight (8) members.

6.2 Composition of Board

- (a) The Board shall be composed of a minimum of eight (8) Directors who should represent fairly the diverse characteristics of the membership, including geographic disbursement and university. There shall be a minimum of one Director from each university.
- (b) Other positions as provided for by the Board

Should any Board position not be filled via the annual election process or by virtue of a resignation or other removal of a Director, the Board is not required to appoint a replacement person to such position, however the Board shall have the discretion to make appointments to fill such vacancies until the next election.

Directors who represent fairly the diverse characteristics of the membership, including geographic disbursement and university and in accordance with Article 7.1, shall be elected by the members for a one-year term. Other positions shall be appointed by the Board of Directors as required.

6.3 Duties and Responsibilities

- (a) The Board of Directors shall oversee the affairs and business of the Association. The Board may adopt such Rules as may be deemed advisable to carry out the purpose of these Bylaws and actively pursue the object, mission and goals of the Association.
- (b) The Board shall hire a CEO and shall delegate to such person the responsibility and accompanying authority for the management of the Association. The CEO shall be the primary staff liaison to the Board. The Board may remove the CEO from office.
- (c) The Board may establish standing and special committees and appoint the chairs and members of such committees. The Board may remove the chair or other members of committees from office. The Board may delegate to any committee or Officer any or all power, duties, authority of the Board which may be lawfully delegated.

6.4 Term of Office

Unless specified otherwise in these Bylaws, all terms for Directors shall be one year. Directors are eligible to extend their term for one additional year without the need for election. All subsequent

service will require re-election.

6.5 Nominations

- (a) The Governance Committee shall be responsible for solicitation and receipt of nominations for the Association to complete the term of office elected positions.
- (b) Closing date for receipt of nominations shall be established by the Board.
- (c) The Governance Committee shall submit a list of nominees and their biographies to all members via electronic ballot. The voting period shall be no less than seven (7 days) or as determined by the Board.

6.6 Election Procedures

- (a) The Directors shall be elected by the members. The election process shall be determined by the Board in accordance with the voting methods established in these Bylaws and shall be communicated to the members prior to the election.
- (b) The Association will take measures to ensure that all its members are able to participate in the election and make accommodations as needed.
- (c) The nominee receiving the majority vote of the members shall be declared elected.
- (d) Where there is only one (1) nominee for any position, election shall be by acclamation.

6.7 Vacancies

So long as there is the required minimum number of Directors in office required under the Act, a vacancy on the Board of Directors may be filled by appointment of a member by the Board to complete the Term of Office unless otherwise specified in these Bylaws. Selection and appointment shall be made by a simple majority vote of the Board of Directors.

6.8 Removal

The members of the Society may by ordinary resolution at a special meeting called for that purpose remove any Director from office before the expiration of such person's term of office and may, by a majority of votes cast at the meeting, elect any person in such person's stead for the remainder of such person's term.

Article 7 – Director Roles and Responsibilities

7.1 The Board shall be composed as follows:

- i. President
- ii. Past President
- iii. Director, Finance
- iv. Director, Calgary and Southern Alberta
- v. Director, Edmonton and Northern Alberta

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- vi. Director, Resident Affairs
- vii. Up to six (6) other Director roles to support the governance of the organization
- viii. Such other members as the Board determines to be necessary for the efficient operation of the Association.

7.2 The President shall be Chair of the Board and shall only vote on Board business in the event of a tie.

7.3 If the position of the President becomes vacant, it shall be filled by another Director selected by the Board amongst its members.

7.4 Board Members shall be elected pursuant to Articles 6.6 and 6.7.

7.5 Any member of the Board who ceases to be a member of the Association during their term must either be granted honorary membership and be subject to PARA's policies and Code of Conduct or resign from the Board.

7.6 The officers of the Association shall be

- i. President
- ii. Past-President
- iii. Director, Finance
- iv. CEO

7.7 Specific roles and responsibilities for each position on the Board of Directors shall be set out in a Position Description. Position Descriptions will be reviewed and updated from time to time and approved by the Board of Directors.

Article 8 - Conduct of Business at Board Meetings

8.1 Meetings

The Board shall meet at least four (4) times a year at a place or virtually and time named by the President.

8.2 Notice

- (a) Notice of meetings shall be given at least three (3) days in advance by telephone or electronic transmission, or at least seven (7) days in advance by mail. A Director may at any time waive notice of any meeting and may ratify any proceeding taken at a meeting.
- (b) Failure of a Director to receive notice of a meeting shall not invalidate any proceeding taken at the meeting,

8.3 Participation

Board meetings may be held by teleconference, virtually or other communication facilities which permit all persons participating in the meeting to hear or otherwise concurrently communicate with each other and a Director participating in such a meeting by such means is deemed to be present at the meeting.

PARA | BYLAWS

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

Voting shall be by a show of hands unless a ballot is requested by a majority vote.

Article 9 – Advisory Council

9.1 The Advisory Council is comprised of regional and practice-specific representatives. The Advisory Council represents Members' interests and provides input to the Board regarding strategic direction.

The Advisory Council shall consist of members who represent fairly the diverse characteristics of the membership, including:

- a. Program representation
 - (i) Programs with fewer than 30 residents are eligible for one representative
 - (ii) Programs with greater than 30 residents are eligible for two representatives
- b. Member at Large positions to ensure comprehensive representation of the membership
- c. The composition of the Advisory Council shall be re-evaluated from time to time

9.2 Additional Members and Honourary Members may attend Advisory Council meetings as observers at the discretion of the Advisory Council. These observers shall not have voting status at Advisory Council meetings.

9.3 The term of office for Delegates shall run for one year, unless otherwise extended. The term shall run from the time of the annual Advisory Council election to June 30 of the same academic year in which the election took place.

9.4 A Delegate may extend term by one additional year without election. Any subsequent service must require re-election.

Article 10 - Association Components

10.1 The Board shall establish provisions for the existence of committees, task forces, interest groups and other such components of, or relationships with the Association as it deems necessary.

10.2 The standing committees of the board include:

- a. Finance and Audit
- b. Governance
- c. Human Resources/Executive

Article 11 - Administration and Finance

11.1 Indemnification of Directors

- (a) Subject to the Societies Act, every Director, committee member or employee of the Association, or other person who undertakes any liability on behalf of the Association, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against:
 - (i) all costs, charges and expenses which such persons sustain or incur in or about any action, suit or proceedings which is brought, commenced or prosecuted against such person for or in respect of any act deed, matter or thing whatsoever, made, done or permitted by such person, in or about the execution of the duties of the person's office or in respect of any such liability; except such costs, charges or expenses as are occasioned by such person's own willful neglect or default;
 - (ii) all other costs, charges and expenses which such person sustains or incurs in or about, or in relation to the affairs of the Association; except such costs, charges or expenses as are occasioned by such person's own willful neglect or default.
- (b) The Association will acquire insurance for the benefit of any Director, Officer, committee member, employee, or other person against such liabilities and in such amounts as the Board may from time to time determine.

11.2 Remuneration of Directors and Committee Members

Directors and committee members are volunteers. The Board may from time to time determine that key volunteers may receive financial recognition for time spent on Association business. Such remuneration shall be in accordance with rules established by the Board.

11.3 Fiscal Year

The fiscal year of the Association shall be from July 1 to June 30.

11.4 Audit

- (a) The accounts and annual financial statement of the Association shall be audited by a duly qualified accountant or by two (2) Members of the Association appointed for that purpose at the AGM pursuant to the Act.
- (b) The audited financial statements of the Association shall be presented to the AGM.

11.5 Banking and Investment

- (a) All monies received by the Association shall be invested as determined from time to time by the Board with due regard to security and return on investment.

PARA | BYLAWS

(b) The signing authorities of the Association shall be determined by the Board

11.6 Borrowing and Lending

For the purpose of carrying out its Objects, the Association may borrow or raise or secure the payment of money in such manner as it sees fit and at the discretion of the Board.

11.7 Corporate Seal

The Association may have a corporate seal, however the use of the seal is not required.

11.8 Inspection of Records

The Directors shall determine to what extent and at what times and places and under what conditions or regulations the books and records of the Association shall be open to the inspection of members not being Directors and to the public, as may be conferred by law or authorized by the Directors.

Article 12 - Rules and Regulations

12.1 Authority of the Board to Make Rules

The Board may from time to time prescribe and make such Rules and Regulations as are consistent with these Bylaws and relate to the management of the Association

12.2 Approval of Rules

A majority vote of the Directors present and voting at the Board Meeting shall be required to amend the Rules and Regulations.

Article 13 - Amendments to Bylaws

13.1 Amendments

Amendments to the Bylaws may be made at any Members Meeting of the Association.

13.2 Amending Procedure

(a) Amendments to the Bylaws may be proposed only by the Board of Directors. Members may recommend amendments to the Board.

(b) The proposed amendments shall be included in the notice of the Members Meeting at which they are to be considered.

PARA | BYLAWS

- (c) An affirmative vote passed by a majority of not less than three-quarters (75%) of the members entitled to vote as are present in person, at a Members Meeting of which twenty-one (21) days' written notice specifying the intention to propose the resolution as a special resolution is required to approve the proposed amendments to these Bylaws.
- (d) Upon approval of the Registrar pursuant to the Societies Act, changes to these Bylaws repeal and supersede any previous Bylaws of the Association.

Article 14 – Dissolution

The Association is funded primarily by its members to carry on activities for the benefit of its Members. Upon the dissolution of the Association and upon payment of all debts and liabilities, the remaining assets of the Association shall be disposed of at the discretion of the Board. Any dispute between a Member, Director or Officer and the Association will be referred to arbitration.