

SUMMARY OF PROPOSED BYLAW AMENDMENTS

The Board of Directors is proposing that the Bylaws be amended by special resolution to be voted on at the Annual General Meeting to be held on October 14, 2021. Please see the summary below which sets out the reasons for the proposed amendments.

7.6 Term of Directors

PROPOSED AMENDMENTS:

The term of office of Directors will normally be three (3) years. However, the Board may by Board Resolution determine that some or all vacant Directors' positions will have a term of less than three (3) years, the length of such term to be determined by the Directors in their discretion.

For purposes of calculating the duration of a Director's term of office, the term will be deemed to commence at the close of the annual general meeting at which such Director was elected. If, however, the Director was elected at an extraordinary general meeting his or her term of office will be deemed to have commenced at the close of the annual general meeting next following such extraordinary general meeting. The term of office of an Associate Member Director shall not be shortened or deemed to have expired by reason of such Associate Member having transitioned to becoming a General Member during such term, and such Associate Member Director shall continue to hold office as an Associate Member Director, and not as a General Member Director, until the expiry of his or her term of office.

COMMENTARY:

- 1. It is being proposed that Director terms of office be increased from 2 years to 3 years. Experience has shown that 2 years is not a sufficient amount of time for new Directors to become well-informed about the operation of the Division and to make a meaningful contribution to the Board. It is therefore being proposed to increase Director terms of office to 3 years.*
- 2. Given that the Division values the contribution of Residents who may serve as Directors, and the subsequent insights from a newly graduated Family Physician, it is being proposed that the change in membership category from Resident (Associate Member) to qualified physician (General Member) during such Director's term of office not result in the shortening of his or her term as an Associate Member Director.*
- 3. If approved by the Members, the amendments to the Bylaws will not be effective until a certified copy of a Bylaw Alteration Application is filed with the BC Registrar of Companies, which will be after the conclusion of this year's Director elections and the AGM. Accordingly, the Bylaw amendments will not apply to this year's proceedings.*

7.7 Consecutive Terms and Term Limits

PROPOSED AMENDMENT:

Except as provided in section 7.8, directors may be elected for up to six (6) consecutive years, by any combination of terms. A Person who has served as a Director for six (6) consecutive years may not be re-elected for at least one (1) year following the expiry of his or her latest term.

COMMENTARY: This amendment is required due to the proposed amendment to section 7.8 below.

7.8 Extension of Term to Maintain Minimum Number of Directors

PROPOSED AMENDMENTS:

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires, provided that (a) if insufficient successors are elected and the result is that the total number of Directors would fall below five (5), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected; and (b) notwithstanding anything contained in these Bylaws to the contrary, if such Director is serving as Chair and has only completed one (1) year of such Director's term as Chair, then such Director's term of office as a Director shall automatically be extended for one (1) additional year to enable such Director to complete his or her term as Chair.

COMMENTARY:

It is important for effective leadership and continuity that the Division Chair be able to complete his or her full 2 year term as Chair. It is also important that a Board member gain sufficient experience by having served as a Director at Large, committee member, and on the Division Executive prior to becoming Chair. It is therefore foreseeable that a Director could become Chair in his or her 6th year as a Director, which, under the current Bylaws, would not permit the Chair to complete a full 2 year term as Chair. The proposed amendment would allow the Chair to remain a Director for one additional year to complete his or her 2 year term as Chair.