



Canadian Federation of Medical Students (CFMS)

By-laws

**Omnibus By-laws for Adoption by the CFMS General Assembly at the
CFMS Annual General Meeting, September 21st – 23rd, 2018**

**Previously revised:
SGM 2018 Electoral & Governance Changes as per Strategic Plan, Part II
AGM 2017 Initial Governance Changes as per Strategic Plan, Part I**

DEFINITIONS

1. In these By-laws, unless the context otherwise requires:

“Act” means *Canada Not-for-profit Corporations Act*, or successor enactment, as amended from time to time;

“By-laws” has the meaning(s) assigned to it by the Act;

“Board of Directors” and “Executive” have the same meaning and refer to the Board of Directors as herein constituted;

“Board Director” or “Director of the Board” or “Board” refers to those members of the Federation elected to the Board of Directors. All such members serve as Directors of the Federation as such term is contemplated in the Act;

“Federation” means the Canadian Federation of Medical Students/Fédération des étudiants et des étudiantes en médecine du Canada;

“Year” means the fiscal year of the Federation, beginning on July 1, and “Annual” refers to such year;

“Canadian Medical School” means any medical college, medical school, or faculty of medicine within Canada, which is accredited by the Liaison Committee on Medical Education or other authority having jurisdiction;

“Medical Student” means any student enrolled in a doctor of medicine program of study at a Canadian medical school (these students ordinarily referred to as undergraduate medical students, other than interns, residents, or graduate students as those terms are normally defined within the medical profession);

“Medical Student Society” means the corporation, society, unincorporated association, or like organization, whose purpose and object is to represent the interests of undergraduate medical students in attendance at any Canadian medical school.

“Region” means each of (1) Western Canada (British Columbia, Alberta, Saskatchewan and Manitoba); (2) Ontario; (3) Québec; and, (4) the Atlantic Provinces (New Brunswick, Prince Edward Island, Nova Scotia, and Newfoundland and Labrador). The designated Region is defined by the province in which the primary campus of an institutional member is located, or, in the event that a primary campus is not a member of the Federation, the province in which the satellite campus of the campus member is located.

CORPORATE SEAL

2. The Seal as stamped on the front page is hereby adopted as the Seal of the Federation and may be affixed by such methods and by such person or persons as may be either required or authorized by the general By-laws of the Federation or a resolution of the Board of Directors.

HEAD OFFICE

3. Until changed in accordance with the Act, the Head Office of the Federation shall be in the City of Ottawa, in the Province of Ontario.

CONDITIONS OF MEMBERSHIP AND VOTING RIGHTS

4. The membership shall be composed of institutional members, campus members, student members, members-at-large, alumni members and honorary members. All classes of members are entitled to attend general meetings of the Federation. Only the designated representatives, or proxies, of an institutional member, and members of the Board of Directors shall be entitled to vote at general meetings of the Federation. Every institutional member shall have three (3) votes and, subject to Sections 8, 31, and 35, each member of the Board of Directors shall have one (1) vote. No other class of members or members shall have the right to vote at general meetings of the Federation.

Institutional Members

5. One medical student society at each Canadian medical school may apply for institutional membership in the Federation by sending to the President of the Federation a letter expressing their interest in joining the Federation as well as provisions outlining a democratic election process for selection of delegates to the Federation's Annual General Meeting. The Board of Directors may approve such application for institutional membership by a two-thirds majority vote, with such medical student society thereafter known as an "institutional member".
6. Every institutional member shall select by democratic means three (3) representatives to represent the interests of their own medical student society and work with other persons involved in the Federation towards the furtherance of the Federation's mission. One (1) representative shall be the medical student society president. Upon demand, each institutional member shall certify in writing to the Board of Directors before each general meeting, the names of the medical student members authorized to vote on its behalf.
7. An institutional member representative shall cease to hold such a position at the end of the term of office, when a succeeding representative takes office, upon resignation, dismissal or suspension from the Federation, death, or when relieved of duties by a majority vote of the medical student society the person represents.

Campus Members

8. In schools where students at Distributed Medical Education (DME) campuses are represented by a separate medical student society, each campus may join the Federation as a 'campus member'. Campus members retain the same rights and obligations as institutional members but are only given one (1) vote at the Federation's general meetings. In the event where one or more campuses with a student population equal or greater than 50% of the students in the whole school join the Federation, they will be considered an institutional member. Each school

can only hold either one institutional membership or one campus membership regardless of how many campuses join the Federation.

Student Members

9. The medical student members of any institutional member shall be student members of the Federation.

Members-At-Large

10. The Board of Directors may by resolution accept for membership in the Federation as a member-at-large any medical student registered and in good standing at a Canadian medical school who has applied for membership and who is not a member of an institutional member medical school. Their representation is through their respective regional representative/Board Director, and their fee is to equal the fee charged on behalf of all other student members.

Alumni Members

11. Upon acceptance of a written request for membership and payment of any required dues, any person who is a graduate of a Canadian medical school may become an alumni member, with such rights and privileges as the Board of Directors may from time to time determine. Alumni dues will be determined by resolution of the Board of Directors.

Honorary Members

12. Any person, corporation, society, or unincorporated association or like organization may become an Honorary Member of the Federation by resolution of the Board of Directors, with such rights and privileges as the Board of Directors may from time to time determine.

Membership Idem

13. Members in good standing shall be those persons or organizations admitted to membership, other than honorary members, who have paid all required fees to the Federation and who have not otherwise been suspended or expelled.

Withdrawal from Membership

14. Any member may withdraw from membership at any time by giving notice in writing to the Head Office and the withdrawal shall be effective from the date fixed in such notice for withdrawal, provided that it is no less than ten (10) days from when such notice is received at the Head Office of the Federation. Withdrawal shall not relieve such member from any liability to the Federation for dues or assessments then due and outstanding, and without limiting the generality of the foregoing, any other assessment or financial obligation incurred by such member to the Federation.
15. Should a student member, who is a member of an institutional member, wish to resign, the member may do so as outlined in Section 14. However, this shall not

reduce the fee due from the respective institutional member for that year or any subsequent years.

Discipline of Members

16. The members may, by a two-thirds majority vote of the voting representatives present in-person at a general meeting, suspend, censure, or expel any member whose conduct is, or has been, in the opinion of the members, improper or likely to endanger the interest or reputation of the Federation, or who commits a breach of the By-laws, constitution, or Rules and Regulations of the Federation. No member shall be so suspended, censured, or expelled unless the member has been given twenty-one (21) days' notice, from the date of mailing of such notice, in writing, of the nature of the complaint against them. The said notice shall specify the time and place of the meeting at which the complaint against the said member is to be presented, at which time the said member shall be given an opportunity to be heard by the members.

Reinstatement of Members

17. The members may reinstate any member suspended, censured, or expelled, upon such terms and conditions as they may determine upon resolution passed by a majority of the voting representatives present in-person or by proxy at the meeting at which the resolution for reinstatement is proposed.

Membership Fees

18. Each member shall pay to the Federation such membership dues as calculated on such a basis as shall be determined from time to time by resolution of the Board of Directors and notified to the members at a general meeting.
19. The said membership dues shall be paid in such a manner as may from time to time be determined by resolution of the Board of Directors and notified to the members at a general meeting.
20. The said membership dues shall be paid to the Federation on or before December 31 of each year, or on or before such other date as may be determined by the Board of Directors upon receipt of such request.
21. Failure to pay said membership dues may result in revocation of the voting rights or privileges of the offending institutional or individual member, and other disciplinary action may be taken against the said institutional or individual member upon the discretion of the Board of Directors.

MEMBERS' MEETINGS.

22. As part of Federation business, the Federation shall have an Annual General Meeting (AGM) and a spring meeting of representatives – Spring General Meetings (SGM) – governed by these By-laws and the CFMS General Meeting Policy. A special general meeting of the Federation may be called upon resolution of the Board of Directors or upon petition in writing to the Vice President of Communications signed by half of the institutional members in good standing. The

President shall give notice to each institutional member and Board of Directors member in writing of any special general meeting so called, and shall specify the business to be conducted thereat, at least sixty (60) days prior to the time set for the meeting. The Board of Directors may give such notice to other members as they may decide. Either a form of proxy or a reminder of right to use a proxy will be attached to the notice of meeting. Special general meetings may be conducted in a face-to-face meeting or via some mode of electronic communication or some combination thereof.

23. Notice of special business to be conducted at the Annual General Meeting or Spring General Meeting or a special general meeting shall contain sufficient information to allow each institutional member and Board of Directors member to make a reasoned decision on the business to be conducted.
24. The voting representatives of institutional members may cast their votes on the business proposed in the notice of such special general meeting, or on business designated for the Annual General Meeting or Spring General Meeting, either in-person or by proxy at the meeting, or by mail or email ballot. Any such mail or email ballot vote shall be as valid as if it had been cast at the special general meeting or the Annual General Meeting or Spring General Meeting, provided always that such ballot shall have been received by the Chair before the call to order of any such meeting, and that the requirements of Section 25 are met.
25. The mail or email ballot is valid provided that the motion on the floor at the meeting is identical to the detailed voting ballot contained in the mail or email ballot, and that the background material provided to the members present at the meeting has been made available to the member exercising their vote by mail or email ballot. Ballots submitted by mail must be sent to the Head Office of the Federation; email ballots must be submitted to the Chair. Ballots must be received at least three (3) days before the first day of the meeting. Absentee ballots must be counted by the Chair when voting takes place at the meeting and must be reported along with in-person votes. The mail or email ballot of a member does not replace a member for quorum purposes.
26. Any proxy holder shall be one of the medical student members of the institutional member and any such proxy must be in writing.
27. No good faith error or omission in the giving of notice as aforesaid of any meeting of the Federation shall invalidate such meeting or any proceedings taken thereat.
28. The quorum at a meeting of the Federation shall be equal to two-thirds of the institutional members in good standing, provided that there is a minimum of one institutional representative in attendance from each Region.
29. The President shall designate a Chair of the Annual General Meeting, Spring General Meeting, and all special general meetings of the Federation. The Chair shall rule on all disputed questions or procedure at any such meeting, provided that any ruling may be appealed. In the event of such an appeal, the question shall be decided by majority vote upon a show of hands of the members present at any such meeting.

30. The position of Parliamentarian shall be filled automatically by the Past-President for the purposes of interpreting rules of order as they relate to disputes that arise during the course of a meeting. This person shall be identified at the start of the meeting by the President. The interpretation of the Parliamentarian shall not have precedence over Section 29. In the absence of the Past-President, the President shall appoint an alternate Parliamentarian at the start of the meeting, recognizing that this person should ideally have extensive experience in chairing meetings and detailed knowledge of rules of order.
31. In the event a Board Director is concurrently designated as a voting representative on behalf of an institutional member, that Board Director is limited to vote in only one capacity at general meetings of the Federation.
32. Every question at a general meeting, meetings of the Board of Directors, and all other committees shall be decided by majority of votes cast unless the Act or these By-laws otherwise provide. Every question shall be decided by a show of hands, or equivalent electronic means, unless a secret ballot is demanded by three (3) of the voting representatives, or proxies, of the institutional members present. Upon a show of hands, and unless a secret ballot is demanded as foresaid, a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting is sufficient evidence of that fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a secret ballot may be withdrawn at any time prior to its occurrence by those institutional member representatives or proxies originally demanding it. In the event of a secret ballot, it is to be conducted in a manner directed by the Chair.
33. In order to make, amend, or repeal By-law provisions dealing with conditions of membership, notice of meetings, transferability of membership or voting, a two-thirds majority vote of the general membership, as per Section 4, is required. The voting procedure is otherwise as described in Section 32. In addition, changes, additions, or repeals of these categories of By-law provisions must be approved through a member vote and cannot be approved through a Board of Directors vote alone.
34. All elections for the Board of Directors shall be decided by a majority vote, as per the Parliamentarian.
35. The Past-President should not vote at any general meeting of the Federation.
36. The Chair presiding at the time of the vote shall not vote, except in the event of a tie. Should the Past-President be the Chair presiding over a vote, the President shall not vote in the initial balloting, but shall cast the deciding vote in the event of a tied vote.

COMMITTEES

37. The Board of Directors holds the fiduciary responsibility for the organization as per the Act; however, pursuant to Sections 74-86, the Board of Directors may from time to time appoint other committees, as they consider necessary or convenient

and delegate duties, responsibilities and authorities, as outlined in the CFMS Delegation of Authority Policy.

38. The Board of Directors may from time to time appoint individuals from the membership to carry out duties considered by the Board to be necessary or convenient. The duties and responsibilities of such committee members will be established by the Board of Directors as such need arises. Such committee members may be removed from office by a majority vote of the Board of Directors.
39. Any member of the Federation may be appointed to a committee, other than the Board of Directors, by the Chair of the committee or by the Board of Directors. The President shall be an *ex officio* member of all committees.
40. The Chair of each committee, members of the Board of Directors, and the officers of the Federation, shall submit to the Board of Directors, before each general meeting of the Federation, a report of such person's or committee's activities.
41. No remuneration shall be paid to committee members.
42. Various file lead positions may be designated by the Board of Directors each year, on the recommendation of the membership, as per Nominations and Selection processes. The file lead will be appointed by the Board of Directors, and will hold either a one- or two-year position, as pre-designated by the Board of Directors.

BOARD OF DIRECTORS

43. The Board Directors shall serve as such without remuneration and no Board Director shall directly or indirectly receive any profit from holding a position as such; provided that a Board Director may be paid reasonable expenses incurred by the person in the performance of the person's duties. In accordance with Section 75, an award of appreciation may be bestowed upon a Board Director at the completion of the person's term.

Election of the Board of Directors

44. Only individual medical student members and individual members-at-large who have attained the age of eighteen years, are in good standing with the Federation and the federal government as per the Act, and have the capacity to contract shall be eligible for election to the Board of Directors.
45. Notwithstanding Sections 49-51, the Board of Directors are elected according to the following schedule:
 - a) A President-elect shall be elected at the Spring General Meeting and shall be installed as President immediately at the conclusion of the subsequent Annual General Meeting. The President-elect, if not already a Board of Directors member in another capacity, shall become a non-voting member of the Board of Directors following election at the Spring General Meeting. In the event a Spring General Meeting is not held, the President will be elected at the Annual General Meeting and immediately installed at the conclusion of said meeting.

b) The Vice President of Finance, Vice President of Communications, Director of Student Affairs, Director of Education, Director of Global Health, and the Director of Government Affairs shall be elected at the Spring General Meeting and immediately installed at the conclusion of the subsequent Annual General Meeting. In the event a Spring General Meeting is not held, the aforementioned positions will be elected at the Annual General Meeting and immediately installed at the conclusion of said meeting.

c) The Regional Directors shall be elected at the Annual General Meeting and immediately installed at the conclusion of said meeting.

d) Per Section 76, the President shall immediately succeed the Office of the Past-President upon the installment of their successor.

46. The Board of Directors shall be comprised of not less than seven (7) members and not more than fifteen (15) members, and these Directors shall comprise two (2) groups: the Officers of the Organization and Board Directors.

The Officers of the Organization are generally comprised of: the President, Past-President, and Vice Presidents of Finance & Communications.

The Board Directors are generally comprised of:

- The Directors of Student Affairs, Education, Global Health, & Government Affairs; and
 - The Regional Directors who are generally comprised of four to six persons elected to represent their respective Regions. The number and/or distribution of Regional Directors may be altered from the current allotment to meet new regional considerations prior to elections by a two-thirds majority vote at a general meeting. A Notice of Motion to alter the number and/or distribution of Regional Directors must be distributed at least thirty (30) days prior to the general meeting at which the vote will take place. Only individual medical student members and individual members-at-large of the Region shall be eligible to serve as a Regional Director for that Region.
47. A Nominating Committee may be formed for each general meeting and then dissolved at the conclusion of said general meeting. This Committee shall consist of the immediate Past-President and such other members as the immediate Past-President may determine. The Nominating Committee shall receive nominations from institutional member representatives and proxies and shall verify the willingness of nominated individuals to potentially serve in the position they have been nominated for. Nominations received by the Nominating Committee shall not be secret at any time and any candidate shall be free to withdraw at any time prior to the commencement of voting. Positions for which there are no nominees shall remain vacant and may either be filled as per organizational policy or the accordant responsibilities be divided among the newly elected Board.
48. The Past-President shall preside over the entirety of election voting and conduct the election as they see fit in accordance with the CFMS Election Policy, subject to

override by a majority vote at a general meeting. In the absence of the Past-President, the Chair of a general meeting will preside over election voting.

Cessation of Board of Directors Membership

49. Directors of the Board shall cease to hold their positions upon installation of their successor at the Annual General Meeting. Board Directors other than the President may also cease to hold their position upon resignation or dismissal from their position. Such Board Directors may be dismissed by a two-thirds majority vote of the Board or by petition signed by a two-thirds majority of all institutional members. The subject of a dismissal motion shall not be allowed to vote on the motion, but shall be allowed to speak to it. A vote on a dismissal motion shall occur by secret ballot. A petition for dismissal shall be submitted to the President.
50. Notwithstanding Section 54, it is at the discretion of the President, in consultation with the entire Board of Directors, whether a new Board Director must be elected by appointment or by-election, to fill the position of a departed Board Director or whether the accordant responsibilities of the former Board Director may be divided among the remaining Board Directors.
51. The President of the Federation shall cease to hold Office upon installation of a new President at the Annual General Meeting, resignation, impeachment, or death. The President cannot be suspended or expelled from the Federation per Section 16 while in office; the President must be impeached first. Upon a premature end to a President's term of Office, the Board of Directors shall immediately vote amongst themselves for one of their number to assume the Office of Interim President. In the event the original President's term of Office ends less than sixty (60) days prior to the Annual General Meeting, this Interim President shall serve until a new President is elected and installed in the normal fashion at the normal time per Section 45. In the event the original President's term of Office ends at least sixty (60) days prior to the Annual General Meeting, a new election for President must be held as soon as possible by a special general meeting.
52. The President may be impeached by one of two methods:
 - a) Two (2) Board Directors may deliver to the Past-President a document containing a motion of impeachment with an appendix describing the grounds for impeachment. The Past-President, upon receipt of such documentation, must immediately inform all Directors of the Board (including the President) of this Notice of Motion. The Past-President must then arrange as quickly as possible (preferably within seven (7) days) a special meeting of the Board at which the two (2) Board Directors shall make their case against the President and the President shall have the opportunity to respond. The President is then required to leave the meeting and the Past-President shall preside over the impeachment vote while the remaining Board Directors vote. A two-thirds majority is required for the impeachment vote to be successful, at which point the President shall be relieved of duties and cease to be a Director of the Board. The Board of Directors shall then select an Interim President as outlined in Section 51.
 - b) Four (4) institutional member representatives may deliver to the Past-President a document containing a motion of impeachment with an appendix

- describing the grounds for impeachment. The Past-President, upon receipt of such documentation, must immediately inform all Directors of the Board (including the President) and all institutional member representatives of this Notice of Motion. The Past-President must then arrange as quickly as possible (preferably within fourteen (14) days) a special general meeting at which the four (4) institutional member representatives shall make their case against the President and the President shall have the opportunity to respond. The President is then required to leave the meeting and the Past-President shall preside over the impeachment vote while the remaining Board Directors and institutional member representatives vote. A two-thirds majority is required for the impeachment vote to be successful, at which point the President shall be relieved of duties and cease to be a Director of the Board. The Board of Directors and institutional member representatives shall then carry out an election for the position of President as outlined in Section 51.
53. All meetings conducted for the purposes of considering impeachment of a Board Director or the President must be conducted in a real-time environment, whether in a face-to-face meeting or via some mode of electronic communication or some combination thereof.
54. Upon the occurrence of a vacancy in the office of a Regional Director, the voting institutional member representatives in that Region may elect a replacement prior to the next general meeting. The Past-President must be aware, and voting may take place either at a meeting of the institutional member representatives called for such purpose or by mail or electronic ballot as organized by the Past-President on behalf of the Board of Directors.

POWERS OF DIRECTORS (BOARD OF DIRECTORS)

55. All members of the Board of Directors shall fulfill such duties as may be assigned to them from time to time by the Board of Directors or at a general meeting. Further, they shall be authorized, within reasonable discretion, to undertake projects to further the goals of the Federation, as outlined in the Board of Director Terms of Reference.
56. The establishment of the Federation's professional staff position(s), the General Manager or Executive Director, shall be approved by a vote at a general meeting.
57. Appointments to fill the role of General Manager or Executive Director shall be made by the Board of Directors, and the remuneration and terms of service shall be stated in contracts between the Federation and those appointed and shall fall within drafted or approved budgets.
58. All other staff employees shall be recruited, selected and hired by the Federation's professional staff. The duties of all staff employees shall be stated in a specific job description for each position. These job descriptions shall be approved by the General Manager or Executive Director, ratified by the Board of Directors, and may be modified from time to time by mutual agreement between the Board and the staff concerned. These job descriptions may include some of the duties assigned elsewhere in these By-laws to one or more of the members of the Federation.

59. Paid staff of the Federation may attend meetings of the Federation and its committees, as observers or support, at the discretion of the Chair at that meeting.
60. Directors of the Board and officers of the Federation may continue in that position, notwithstanding the fact that they may no longer be medical students, provided that they were medical students at the time of their installation.
61. For the purposes of Section 60 only, the Past-President shall be considered to be installed to the aforesaid position immediately upon the election of their successor President-elect.
62. The Board of Directors may prescribe such Rules and Regulations not inconsistent with these By-laws relating to the management and operation of the Federation as they deem expedient, and where appropriate, in consultation with the Governance Committee.

Fiscal Year

63. A statement of the accounts of the past financial year shall be prepared by the Board of Directors for approval at the Annual General Meeting of the Federation.
64. All expenditures of funds for items in excess of five hundred (\$500.00) that are not included in the budget for the current year shall require approval by resolution of the Board of Directors. All expenditures of funds for items in excess of five thousand (\$5000.00) that are not included in the budget for the current year shall require approval by resolution of the General Assembly, in accordance with the CFMS Financial Policy.
65. The Federation shall not incur debts by borrowing money unless prior approval for such an action has been obtained by resolution at a general meeting, in accordance with the CFMS Financial Policy. Thirty (30) days' notice must be given in advance of voting on such a resolution to the voting delegates of the institutional members.

BOARD OF DIRECTORS MEETINGS

66. Seven (7) Directors of the Board constitute a quorum for a Board of Directors meeting. A decision or resolution of the majority of the Board of Directors present and constituting a quorum is a decision or resolution of the Board except where otherwise provided.
67. Every Board Director except the Past-President has one vote. If the votes of the Board of Directors are equally divided, the Past-President, as Chair, has the deciding vote.
68. A meeting of the Board of Directors shall be held at least twice per year, and may be held at any time at the call of the Past-President or President or upon the request of any two (2) Board Directors. Reasonable notice of the meeting shall be given to all members of the Board.

69. Subject to Section 70, meetings of the Board may be held at the Head Office of the Federation or at any such other place as the Past-President or President may from time to time determine.
70. A Board Director may participate in a meeting of the Board by means of conference telephones, videoconferencing, or other communications facilities by means of which all Board Directors participating in the meeting can communicate with each other adequately and provided that all such Board Directors agree to such participation.
71. A Board Director participating in a meeting in accordance with Section 70, shall be deemed to be present at the meeting and to have so agreed and shall be counted in the quorum therefore and be entitled to speak and vote thereat.
72. Voting at Board of Directors meetings shall be conducted by a show of hands, or by another appropriate method determined by the Past-President at the beginning of the meeting and such method shall be communicated to all Board Directors who are present or deemed present. The Vice President of Communications shall ensure a recording of votes at all Board of Directors meetings.
73. Voting by Directors of the Board who cannot attend a Board meeting in-person or through the use of technology approved by the Board pursuant to Section 70 may be allowed by mail or e-mail ballot provided that the motion on the floor at the meeting is identical to the detailed voting ballot contained in the mail ballot, and that the background material provided to the Board of Directors in present at the meeting has been made available to the Board Director exercising the vote by mail or e-mail ballot. The use of the mail or e-mail ballots shall not replace a Board of Directors meeting and the mail ballot of a Board Director does not replace a Board Director for quorum purposes.

DUTIES OF DIRECTORS OF THE BOARD

74. The Officers of the Organization is generally comprised: the President, Past-President, and Vice-Presidents of Finance & Communication, or such other or substituted vice-presidential roles as may be determined by the Board of Directors pursuant to Section 46.
75. No officers of the Federation shall receive any remuneration, provided that the person may be paid reasonable expenses incurred by the person in the performance of the person's duties. However, Directors of the Board may be granted an award of appreciation at the completion of their term, as approved in the budget.
76. The President shall:
 - a) Hold the Office of President, be the official spokesperson of the Federation, and serve *ex officio* on all committees of the organization; and
 - b) Appoint the Chairs of all committees except as otherwise provided; and
 - c) Appoint an Executive Vice President from among the Board of Directors; and

- d) Succeed to the Office of Past-President upon the installation of their successor; and
 - e) Be responsible for the general supervision and direction of the business of the Federation, and direct any Board Director or Committee Chair duties.
77. The Past-President shall:
- a) Hold the Office of Chair of the Board of Directors; and
 - b) Advise the President & Directors; and
 - c) Act as Parliamentarian.
78. The Executive Vice President shall, in addition to the person's other duties within the Board:
- a) Have the powers and perform the duties of the President in the absence or incapacity of the President; and
 - b) Have such other powers and perform such other duties as may be assigned to the Executive Vice President from time to time by the Board of Directors; and
 - c) Seek approval of the Minister responsible for administering the Act for all amendments to the By-laws and make all other required reports to the Minister.
79. The Vice President of Finance shall, in addition to the person's other duties within the Board, oversee the financial operations of the Federation. This includes but is not limited to:
- a) Be responsible for and keep proper records for the receipt, custody, banking, and disbursements of the funds of the Federation; and
 - b) Be responsible for preparing and presenting the CFMS Annual Budget for membership approval at the Annual General Meeting; and
 - c) Develop and maintain sponsor partnerships that provide financial support to the organization; and
 - d) Be Chair of any Finance, Audit & HR Committee which may be struck by the Board; and
 - e) Report to the Minister responsible for administering the Act on all required financial matters; and
 - f) Oversee the work of committees under the Finance portfolio.
80. The Vice President of Communications shall, in addition to the person's other duties within the Board, publicize the activities of the Federation and facilitate communications within the Federation. This includes but is not limited to:

- a) Keep or cause to be kept minutes of all meetings of the Board of Directors and of the Federation; and
 - b) Issue or cause to be issued any and all notices required by these By-laws or by Law; and
 - c) Supervise the custody of all records, other than financial records, and correspondence pertaining to the business of the Federation; and
 - d) Keep custody of the corporate Seal; and
 - e) Provide oversight to the online activities of the Federation; and
 - f) Oversee the work of committees under the Communications portfolio.
81. The Director of Student Affairs shall, in addition to the person's other duties within the Board, oversee sponsorships and member services. This includes but is not limited to:
- a) Develop and maintain partnerships that will provide services to student members, as well as administer and oversee internally created member services; and
 - b) Work with the Vice President of Communications to promote the CFMS and its services; and
 - c) Work with the National Wellness Officer to oversee CFMS wellness initiatives; and
 - d) Oversee the work of task committees under the Student Affairs portfolio.
82. The Director of Education shall, in addition to the person's other duties within the Board, be responsible for academic issues of importance to Canadian medical students. This includes but is not limited to:
- a) Represent the Federation at such forums where concerns of a primarily educational nature shall be discussed; and
 - b) Lead member-mandated projects related to medical education; and
 - c) Coordinate efforts aimed towards advancement of medical education within the Federation and beyond in an effort to achieve desired outcomes. This includes active collaboration with the Director of Government Affairs on issues related to education that require political involvement; and
 - d) Oversee the work of committees under the Education portfolio.
83. The Director of Global Health shall, in addition to the person's other duties within the Board, direct the delivery of the Global Health Program and support the activities of the constituency on matters pertaining to global health, international development, and public health. This includes but is not limited to:

- a) Lead the team of Global Health Program National Officer portfolios; and
 - b) Represent the CFMS internationally, acting as National Member Organization (NMO) President to the International Federation of Medical Students' Associations (IFMSA); and
 - c) Collaborate with the Director of Government Affairs to organize the annual Federal Lobby Day; and
 - d) Oversee the work of committees under the Global Health portfolio.
84. The Director of Government Affairs shall, in addition to the person's other duties within the Board, represent the Federation at such forums where concerns of a primarily political nature shall be discussed. This includes but is not limited to:
- a) Lead the organization of the annual Federal Day of Action; and
 - b) Lead ongoing lobby efforts on political issues of importance to students that require interaction with government; and
 - c) Actively collaborate with the Director of Education on issues related to education that require political involvement; and
 - d) Oversee the approval of new guiding documents and ensuring that past guiding documents are updated as necessary; and
 - e) Oversee the work of committees under the Government Affairs portfolio.
85. The Regional Directors shall, in addition to their other duties within the Board, be cross-appointed in the Federation's dyad governance model, as specified in the Board of Directors Terms of Reference and individual Board Directors' position Terms of Reference.
86. All Board Directors of the Federation and Committee Chairs may be assigned other duties to advance the mission, vision, and strategic priorities of the Federation as outlined in the CFMS Delegation of Authority Policy.

INDEMNITIES TO DIRECTORS AND OTHERS

87. Every Director of the Board, other committee member, officer and institutional member representative of the Federation is deemed to have assumed office on the express understanding, agreement and condition that every such person and the person's heirs, executors, administrators, and estate, respectively, shall at all times be indemnified and saved harmless out of the funds of the Federation from and against all costs, charges and expenses whatsoever sustained or incurred in or about any action, suit or proceeding which is brought, commenced or prosecuted against the person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by the person or any other Board member in or about the execution of the duties of their office, and also from and against all other costs, charges and expenses which the person sustains or incurs in or about or in relation to the affairs thereof.

EXECUTION OF DOCUMENTS

88. Contracts in the ordinary course of business of the Federation may be entered into on behalf of the Federation by the President or any Officer of the Organization in writing.
89. The Officers, per Section 46, shall serve as signing officers of the Federation; any one of whom shall have the authority to co-sign documents with the President.
90. The Officers, per Section 46, shall have the authority to appoint any member of the Board of Directors, or any staff member, to certify a specific document.
91. The Seal of the Federation adopted in Section 2 hereof shall not be used except in pursuance of a resolution of the Board of Directors. Unless such resolution of the Board of Directors requires otherwise, the Seal shall be affixed in the presence of the Vice President of Communications and the President, or Vice President of Finance. The Vice President of Communications shall ensure safe custody of the corporate Seal.
92. Minutes shall be recorded for all Board, Committee, and working group meetings of the Federation; these minutes will be stored at the Head Office of the Federation, or by other electronic means as seen fit by the Board, and available to members upon request.

AMENDMENT OF BY-LAWS

93. By-laws of the Federation may be enacted, amended, or repealed by a majority of the Board of Directors and the approval of no less than a two-thirds majority of Institutional and Campus Members present in-person or by proxy at a general meeting. By-laws will take effect only upon the approval by the Ministry as per the Act.

AUDITORS

94. The members shall, at each Annual General Meeting, appoint an individual or firm to execute a review engagement or audit of the accounts and annual financial statements of the Federation for report to the members at the next Annual General Meeting. The individual or firm shall hold the office until the next Annual General Meeting provided that the Board of Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

INTERPRETATION

95. In these By-laws, and in all other By-laws of the Federation hereafter passed unless the context otherwise requires, words in the singular include the plural and vice-versa, words in one gender include all genders, and references to persons shall include individuals, firms, and corporations.

MISCELLANEOUS

96. All questions affecting the interpretation of the provisions of the articles of continuance and By-laws shall be decided by the Board of Directors and such decisions shall be final and binding.

Rules of Order

97. At all meetings of the Board of Directors or at a general meeting, the source reference for rules of order shall be determined by the Chair, typically Robert's Rules, and in compliance with the Federation's Board of Directors Terms of Reference and CFMS General Meeting Policy respectively.

Winding Up

98. The Federation may be disbanded and wound-up by the vote of two-thirds of the institutional members and Board of Directors at a general meeting. In that event, the assets of the Federation shall be distributed in accordance with the Act. Unless otherwise prohibited by the Act, assets will first be used to pay off any outstanding debts or liabilities, with any residual funds or property disposed of at the discretion of the Board of Directors, who shall continue until they have expeditiously disposed of the assets of the Federation.

Text

99. Every effort shall be made to have both an English and a French text of these By-laws. In the event that the texts of the English and French versions do not agree, the English text shall prevail.

Notice

100. Except as otherwise provided, a notice required to be given by these By-laws is duly given to a member if hand delivered to the member or if sent by facsimile or electronic transmission or by prepaid regular mail to the business or home address or facsimile number or email address of the member as shown in the records of the Federation and when so sent shall be deemed to have been received by the member (a) if hand delivered, on the date of delivery, or (b) if sent by facsimile or email, on the next business day following the date (with proof) of transmission, or (c) if mailed, on the third business day following the date of mailing.