



By-laws

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By-Laws of the Professional Association of Residents and Interns of Manitoba

Introduction

Recognizing that the interests of Manitoba post-graduate physicians-in-training are best served by an officially recognized organization, Residents of Manitoba organize themselves in conformity with the By-laws hereinafter stated. The Professional Association of Residents and Interns of Manitoba is further desirous to be affiliated with the Resident Doctors of Canada (RDoC).

Title

The name of the association is the "Professional Association of Residents and Interns of Manitoba". Hereinafter referred to as "PARIM".

Mission Statement

PARIM is a volunteer, non-profit organization that represents physicians in training. PARIM strives to achieve excellence in medical education.

PARIM works to achieve optimal working conditions so as to maintain a sense of personal well-being for all Residents in Manitoba.

PARIM endeavours to develop and maintain effective liaisons and influence with individuals and organizations within the health care system, to ensure that Residents have input in health policy decisions.

PARIM aims to raise public awareness of the roles and functions of Residents.

PARIM encourages and desires the active participation of our members in the realization of our goals.

PARIM, above all, is committed to promoting excellence in patient care.

Statement of Principles

PARIM endeavours to:

REPRESENT the concerns of all Residents in Manitoba.

PROTECT the physical and mental well-being of PARIM members.

PROVIDE an atmosphere conducive to the study of medicine.

PORTRAY our interests at a national level through the Resident Doctors of Canada (RDoC).

LIAISE with other health care organizations within Manitoba.

EDUCATE the public as to the role of Residents in our health care system.

PROMOTE excellence in patient care.

Bargaining Agent

PARIM is the sole and exclusive bargaining agent for all Residents for the purpose of bargaining collectively and concluding collective agreements.

Article I – Definitions

1.1 "Association" and "PARIM" shall mean the Professional Association of Residents and Interns of Manitoba.

1.2 "Resident" shall mean a postgraduate physician who has a Doctor of Medicine (M.D.) degree, is engaged in a Residency Training Program at the University of Manitoba, and is registered with both the College of Physicians & Surgeons of Manitoba and the Division of Post-Graduate Medical Education of the University of Manitoba.

- 1.3 "Residency Training Program" shall mean a postgraduate program approved and accredited by the Royal College of Physicians & Surgeons of Canada (RCPSC) or the College of Family Physicians of Canada leading to certification in an RCPSC specialty, an RCPSC subspecialty, Family Medicine, or a Certificate of Added Competence in Family Medicine.
- 1.4 "Executive Committee" shall consist of: the President, the Vice-President, the Immediate Past-President, the Secretary, and the Treasurer.
- 1.5 "Board of Directors" and "Board" shall mean the governing body of PARIM and shall consist of officers and directors as outlined in Article V.
- 1.6 "Advisory Council" shall consist of one (1) program representative from each Residency Training Program.
- 1.7 "Program Delegate" shall mean a Resident elected to the Board by Residents of a group of Residency Training Programs as outlined in Article 5.1(b).
- 1.8 "Program Representative" shall mean a Resident elected or appointed to represent the Residents in a Residency Training Program to the Advisory Council.
- 1.9 "RDoC" shall mean the Resident Doctors of Canada.

Article II – Head Office

- 2.1 The Head Office of PARIM shall be situated in the City of Winnipeg, in the Province of Manitoba, and at such place therein as the Board of Directors from time to time may determine. The Board of Directors may establish other offices at such places as the affairs of PARIM may require.

Article III - Members

3.1 General Member

Any Resident who has paid to PARIM the requisite initiation fee(s) and membership dues shall be a General Member of PARIM.

A Resident shall cease to be a General Member of PARIM if his/her postgraduate medical training at the University of Manitoba is discontinued.

A General Member shall automatically be renewed for each academic year, provided he/she remains eligible.

3.2 Associate Member

Any postgraduate physician who is engaged in a postgraduate program but not employed by the Winnipeg Regional Health Authority (or applicable Employer, as defined in the PARIM Collective Agreement from time to time) may make application for limited membership in PARIM as an Associate Member. An Associate Member shall be entitled only to participate in the social aspects of PARIM, as determined by the PARIM Board of Directors from time to time, and shall not be eligible to hold any position on the PARIM Board of Directors or to have any voting rights.

3.3 Honourary Member

Any person who has rendered service to PARIM, or is otherwise worthy of the honour as determined by the PARIM Board of Directors from time to time, may be designated as Honourary Member and shall not be eligible to hold any position on the PARIM Board of Directors or to have any voting rights.

3.4 Non-Physician Trainees

Non-physician post-graduate trainees with the University of Manitoba may, at the discretion of PARIM, be required to pay a fee as set by the Board of Directors. They are not eligible to hold any position on the Board of Directors or Executive Committee, shall not have any voting rights, and shall not be eligible for any PARIM membership rights or services.

3.5 In the event that any General Member or Associate Member fails to pay the requisite fees and/or dues, as determined by PARIM from time to time, for a period of sixty days after the same is due, he/she shall cease to be a member of PARIM, unless otherwise determined by the Board.

3.6 Where membership has lapsed for more than one (1) year, an applicant may be reinstated upon payment of all fees and/or dues in arrears and upon such other terms and conditions as determined by the Board.

Article IV – Executive Committee

4.1 The Executive Committee shall consist of: the President, the Vice-President, the Immediate Past-President, the Secretary, and the Treasurer.

4.2 The Executive Committee, with the exception of that of the Immediate Past-President, shall be elected by the General Members at the Annual General Meeting (AGM).

4.3 The President shall have the general powers and duties of supervision and management of PARIM and shall have such other powers and duties as may from time to time be assigned to them by the membership or the Board of Directors. The President shall be the primary external spokesperson for the organization to all stakeholder groups. He/she shall serve as chair of the Executive Committee and Advisory Council. The President shall serve as, or assign a designate to serve as, PARIM representative to Doctors Manitoba Board of Directors, Resident Doctors of Canada Board of Directors, WRHA committees, Rady College of Medicine Faculty Executive and Postgraduate Medical Education (PGME) Committees. If the President is absent or unable to act, his/her duties and powers shall be exercised by the Vice-President. The President, along with the Vice-President, shall sit on all PARIM internal committees as an ex-officio member.

4.4 The Vice-President shall assist the President in all his/her duties. He/she shall also serve as, or assign a delegate to serve as, PARIM representative to WRHA committees, Rady College of Medicine Faculty Executive, and PGME committees where a second representative is requested in addition to the President. The Vice-President shall serve as Chair of the Board of Directors. The Vice-President, along with the President, shall sit on all PARIM internal committees as an ex-officio member. The Vice President shall become Acting President in the event that the President position is vacated (see 13.3). He/she shall perform such other duties as may be from time to time determined by the Board of Directors.

4.5 The Secretary shall be the clerk and communications officer of the Executive Committee and the Board of Directors. The Secretary shall attend all meetings of the Executive Committee and of the Board of Directors and of the Members and record or cause to be recorded all votes and minutes of the proceedings in a book kept for that purpose. The Secretary shall give, or cause to be given, all notices required to be given to the Executive Committee, Board of Directors and Members. The Secretary shall be custodian of the PARIM seal and of all books, papers, records, documents, contracts and other instruments, belonging to PARIM. The Secretary shall chair the Membership Outreach and Communications committee(s) and shall be responsible or delegate responsibility for management of communications and outreach strategies with the general membership and public, including Resident Awareness activities. He/she shall perform such other duties as may be from time to time determined by the Board of Directors.

4.6 The Treasurer shall be responsible for, and assist in directing, PARIM's financial activities. The Treasurer shall ensure full and accurate accounts of all receipts and disbursements of PARIM

in proper books of account, and shall deposit, or cause to be deposited, all moneys or other valuable effects in the name and to the credit of PARIM in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of PARIM under the direction of the Executive Committee or the Board of Directors, taking proper vouchers therefore, and shall render to the Executive Committee and the Board of Directors at all regular meetings thereof or whenever required, an account of all transactions and of the financial position of the Association. The Treasurer shall be a member of the Finance, Audit and Risk Committee (FARC). The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

- 4.7 The Immediate Past President shall be an ex-officio officer of the Executive Committee and Board of Directors, without voting rights, and will act in an advisory capacity to the President, Executive Committee and Board of Directors. He/she shall act as Parliamentarian for the Board and interpret rules of order, although final ruling in all such regulations shall reside with the Chair of the meeting. The Immediate Past-President shall also ensure the proper upkeep and transition of the archives, records, past documentation and knowledge of the Board of Directors. Unless running for a new position, the Past-President shall oversee the election process for the Board of Directors including the Executive Officers. The Past-President, or their designate, shall serve as chair of the HR committee. Where the Past-President is unable to assume these roles, the responsibility therein will fall to the President or a designate as determined by the Board of Directors.
- 4.8 All Executive Officer positions shall retire annually and, with the exception of the Immediate Past-President, be eligible for re-election at the Annual General Meeting. The terms of all Executive Committee positions shall be from July 1 immediately following their election and expire June 30 of the following calendar year.

Article V – Board of Directors

5.1 The Board of Directors shall consist of:

- a) The Executive Committee;
- b) Program Delegates from each of the following groups of Residency Training Programs:
 - i) One (1) Delegate from ‘Primary Care’ grouping including Urban Family Medicine, Family Medicine – Enhanced, Emergency Medicine, Pediatric Emergency Medicine and Public Health and Preventative Medicine programs.
 - ii) Two (2) Delegates from ‘Medicine’ grouping including core Internal Medicine, Medicine Subspecialties (offered to residents via Medicine Subspecialty Match following completion of Core Internal Medicine including Palliative Medicine, but excluding Critical Care), Neurology, Physical Medicine and Rehabilitation, Pediatrics, Pediatric Subspecialties (offered to residents via Pediatric Subspecialty Match, but excluding Pediatric Emergency Medicine), Psychiatry, Geriatric Psychiatry, and Child and Adolescent Psychiatry,
 - iii) Two (2) delegates from ‘Peri-operative’ grouping including General Surgery, Urology, Neurosurgery, Ophthalmology, Vascular Surgery, Cardiac Surgery, Orthopedic Surgery, Otolaryngology, Plastic Surgery, Thoracic Surgery, Obstetrics and Gynecology, Gynecologic Oncology, Maternal Fetal Medicine, Anesthesiology, and Critical Care programs.
 - iv) One (1) Delegate from ‘Diagnostics’ grouping including General Pathology, Anatomical Pathology, Diagnostic Radiology, Medical Microbiology, Medical Genetics, Nuclear Medicine, and Radiation Oncology programs.
 - v) One (1) Delegate from ‘Rural’ grouping which includes all Rural Family Medicine programs.
 - vi) The above groupings may be re-organized at the Board’s discretion, from time-to-time as needed, based on the distribution of residents registered in each program, disagreements as to the appropriate placement of a program within a grouping as defined above, and changes that may occur to the Residency Training Programs offered at the University of Manitoba. The total number of Program Delegates may not exceed seven (7).

- c) One (1) Director-at-Large elected by General Members at the PARIM AGM. A second Director-at-Large position may be created at the discretion of the Board of Directors to fill an area of need on the Board.
 - d) One (1) representative to the RDoC Board of Directors elected by General Members at the PARIM AGM.
 - e) One (1) ex-officio, non-voting representative from the Manitoba Medical Students' Association (MMSA), elected or appointed by the MMSA.
 - f) The PARIM Executive Director, who shall serve as an ex-officio, non-voting Board member.
- 5.2 Each Program Delegate shall liaise with members of the programs of which he/she is a delegate as well as with the general membership and the Board of Directors.
- 5.3 Each Program Delegate shall be familiar with the terms of the Collective Agreement in order to consult with members, and shall bring any concerns regarding problems within their program grouping, breaches of the Collective Agreement or otherwise, to the attention of the Board of Directors.
- 5.4 A Director-at-Large shall perform duties as may be from time to time determined by the Board of Directors.

Article VI – Board of Directors Duties & Responsibilities

- 6.1 The Board of Directors of PARIM shall:
- a) conduct the day-to-day business and affairs of PARIM;
 - b) enforce these Bylaws; and in such manner and on such terms and conditions as it deems appropriate;
 - c) enter into any contract in PARIM's name which PARIM may lawfully make;
 - d) acquire or dispose of the assets of PARIM;
 - e) except where otherwise and expressly prohibited by these Bylaws, delegate its powers to any person or committee;
 - f) do all other things that are necessary for the efficient and responsible operation of PARIM;
 - g) act as an advocate for all PARIM members;
 - h) attend all PARIM Board and relevant committee meetings and inform Staff and the Secretary if unable to attend;
 - i) carry out individual assignments made by the Board on a timely basis and accept and follow through on assignments, respecting deadlines and parameters of assignments;
 - j) review all relevant material and agenda before meetings, be active in all discussions, make contributions and voice opinions for the good of the whole;
 - k) respect the confidential nature of all PARIM matter.
- 6.2 The Board of Directors may, unless otherwise provided for in these Bylaws, exercise all other powers and do all acts and things as PARIM by its Bylaws may exercise and do.

- 6.3 The Board of Directors is the governing body of PARIM when the Annual General Meeting is not in session, subject to the provisions of these Bylaws.
- 6.4 The Board of Directors may, at its discretion, empower the Executive Committee to manage the affairs of PARIM or any aspects thereof, subject to the provision of these Bylaws. In that circumstance, the Executive Committee shall have all rights, powers and authorities conferred in the Board of Directors of PARIM.
- 6.5 PARIM may employ such persons and maintain such facilities as are considered necessary by the Board of Directors.
- 6.6 The Board of Directors may, from time to time, vary, add to, or limit the powers and duties of any member of the Board of Directors of PARIM.
- 6.7 In the case of the absence or inability to act of any member of the Board of Directors of PARIM or any other reason that the Board may deem sufficient, the Board may delegate all or any of the powers of such member of the Board of Directors to any other member of the Board of Directors for the period of such absence or inability to act.
- 6.8 Each member of the Board of Directors shall:
- a) carry out the basic fiduciary duties of care, loyalty and due diligence to provide quality governance for PARIM;
 - b) act honestly and in good faith with a view to the best interests of PARIM;
 - c) exercise the level of care that someone with their personal level of expertise would be reasonably expected to provide;
 - d) make every effort to be informed about PARIM business and issues;
 - e) not improperly delegate their duties;
 - f) not profit from their position;
 - g) avoid conflicts of interest and disclose them promptly should one arise;
 - h) keep all PARIM matters confidential;
 - i) serve on or chair at least one PARIM committee.
- 6.9 The Board of Directors shall meet at least once every three months.

Article VII – Meetings of the Board of Directors

- 7.1 Meetings of the Board of Directors may be formally called by the President, Vice-President or by any four (4) other Members of the Board of Directors or by the Secretary on the direction of the Executive Committee. Meetings of the Board of Directors may be held either at the head office of PARIM or at any place as the Board of Directors may from time to time determine.
- 7.2 Upon a formal meeting of the Board of Directors being called, the President, Vice President, or the Secretary shall send, or cause to be sent, notice to the Board of Directors of any such meeting.

Notice of any meeting of the Board of Directors shall be delivered by courier, regular mail, fax or electronic mail to each member of the Board of Directors not less than fourteen (14) days before the meeting is to take place. The Board of Directors may appoint a day of any month for regular meetings at an hour to be named.

- 7.3 The first meeting of the Board of Directors shall be held no later than the first September following an Annual General Meeting.
- 7.4 50% plus one (1) of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors.
- 7.5 A question arising at any meeting of the Board of Directors shall be decided by a majority vote. Any motion voted on shall be by way of show of hands unless a motion is approved otherwise. Where a motion is voted on by way of show of hands, a declaration by the Chair that the motion has been carried or carried unanimously or defeated shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion, unless a poll is demanded by a member of the Board of Directors in which case the results of the vote shall be counted and recorded.
- 7.6 Any resolution which the Board of Directors may pass at the meeting may also be passed in written form signed by all of the members of the Board of Directors entitled to vote on that resolution at the meeting of the Board.
- 7.7 Minutes of all Board of Directors and Executive Committee meetings are confidential. They shall be kept by the Secretary and shall be open for viewing at the PARIM head office only by PARIM members, unless the Board of Directors agrees otherwise. Copies of the Minutes will be circulated to all members of the Board of Directors for each meeting held during their term of office.
- 7.8 Only members of the Board of Directors may vote at a meeting of the Board of Directors. Subject to the provisions herein, any member of the Board of Directors shall carry one (1) vote.
- 7.9 The Vice - President of PARIM or their designate shall be Chair of the meeting and shall not vote except to decide in the case of a tie decision by the Board of Directors.

Article VIII – Advisory Council

- 8.1 The Advisory Council shall consist of one (1) program representative from each residency training program at the University of Manitoba.
- 8.2 The Advisory Council is not a decision-making body and as such no voting shall take place. Rather, it serves an information gathering and sharing purpose and allows for advisement and feedback to the Board. The Advisory Council is an entity separate from the Board, but meetings of the Advisory Council may take place with the Board present.
- 8.3 The Advisory Council shall be chaired by the President.
- 8.4 The Advisory Council shall meet at least twice per year, the first such meeting taking place by the end of October each academic year.

Article IX - Committees

9.1 **Board Committees**

The Board of Directors or the Executive Committee shall have authority to appoint any member of PARIM to serve on any standing, ad hoc, or such other committee of the Board as they may from time to time deem necessary for the governance and operation of PARIM. The Board of Directors or the Executive Committee shall establish the duration of all such appointments.

9.2 **Standing PARIM Board Committees** include, but are not exclusive to:

- a) Executive Committee
- b) Governance Committee
- c) Social and Wellness Committee
- d) Communications and Membership Outreach Committee
- e) Human Resources Committee
- f) Awards Committee
- g) Finance Audit and Risk Committee

9.3 The purpose, membership, meeting schedule, and operations shall be established by Terms of Reference for each committee as determined by the Board of Directors.

9.4 **External Committees**

The Board of Directors or the Executive Committee shall establish the priorities, representation on, and involvement in, external committees for each year. The Board of Directors or the Executive Committee shall have authority to appoint any member of PARIM to serve on any such Committee. Appointed members may represent PARIM on committees involving agencies or individuals outside the framework of PARIM.

9.5 The President and Vice-President are each an ex-officio member of every standing Board committee with voting rights.

9.6 PARIM staff, as designated by the Board of Directors, is/are an ex-officio member of every standing Board committee without voting rights.

Article X – Execution of Documents

10.1 Contracts, documents, or any instruments in writing requiring the signature of PARIM shall be signed by the President and any one of the Vice-President, Treasurer, or Secretary. All contracts, documents, and instruments in writing properly executed shall be binding upon PARIM. The Board of Directors shall have power, from time to time, by resolution to authorize on a limited basis a member of the Board of Directors to sign specific contracts, documents, and instruments in writing.

Article XI – Meetings of Members

Annual General Meeting

11.1 PARIM shall convene an Annual General Meeting (AGM) between April 15 and June 15 each year. Within that time frame, the place and date of the AGM shall be fixed by the Board of Directors.

11.2 Notice of the AGM shall be sent to all Members not less than fourteen (14) days before the said meeting and include an agenda of business to be transacted.

11.3 Quorum for the AGM shall be the lesser of twenty (20) General Members of PARIM or five percent (5%) of the total PARIM General Members.

11.4 Unless otherwise herein provided, all resolutions or questions coming before an AGM shall be decided by a majority vote of the General Members present.

Special Meeting

- 11.5 A Special Meeting of PARIM shall forthwith be called by the President, Vice-President or by the Secretary upon the receipt of a written request to convene such a Special Meeting signed by at least twenty percent (20%) of the General Members of PARIM. If the President, Vice-President or Secretary fails to send out notice for such a Special Meeting within ten (10) working days on the receipt of such request, any two of the requisite number desiring to call the meeting may themselves send out a notice calling it for such time and place as they may decide.
- 11.6 Notice of a Special Meeting shall be sent to all Members not less than fourteen (14) days before the said meeting and include an agenda of business to be transacted.
- 11.7 Quorum for a Special Meeting shall be the lesser of forty (40) General Members of PARIM or ten percent (10%) of the total PARIM General Members.
- 11.8 Unless otherwise herein provided, all resolutions or questions coming before a Special Meeting shall be decided by a sixty percent (60%) vote of the General Members present.
- 11.9 The Chair of an AGM or Special Meeting shall not vote on any resolution or motion except in the case of a tie, in which case the Chair shall cast one vote.
- 11.10 There shall be no proxy votes at an AGM or Special Meeting.
- 11.11 At any AGM or Special Meeting, unless a poll is demanded by a General Member, a declaration by the Chair that a resolution has been carried or carried unanimously or lost shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion
- 11.12 Where the Board of Directors unanimously deems a meeting of the membership to be of an emergency nature, the said fourteen-day notice for a Special Meeting may be waived or abridged and the Board of Directors shall instead provide as much notice as possible.

Article XII - Elections

Executive Committee

- 12.1 Election of President
- a) The President shall be elected no later than the last week of March by the general membership.
 - b) The nomination and campaign period shall take place six (6) weeks prior to the election.
 - c) The newly elected President will hold the position of President-Elect from April 1st until June 30th (3 months). This transition period will overlap the current President, whose term finishes in June of that year.
 - d) The President-Elect may attend all meetings (subject to approval for external stakeholders) and shadow all activities of the incumbent President; however, he/she does not have the rights, responsibilities or voting privileges of the incumbent President.
 - e) The term of President begins on July 1st and ends on June 30th of the next year.
- 12.2 Election of Vice President, Secretary, and Treasurer:
- a) The Vice President, Secretary, and Treasurer shall be elected by the general membership at the AGM.
 - b) The nomination and campaign period shall take place six (6) weeks prior to the election

Directors-at-Large and RDoC representative

- 12.3 a) The Director-at-Large and Representative to the RDoC Board of Directors shall be elected by the general membership at the AGM.
b) The nomination and campaign period shall take place six (6) weeks prior to the election.
- 12.4 A second Director-at-Large position may be added at the Board's discretion as a supernumerary position to fill a particular area of representative need or skill (eg. PGY-1) on the Board as determined by the Board. The selection of the appropriate candidate should take place after all other Director positions are filled, and the process by which they are chosen will be determined by the Board.

Program Delegates

- 12.5 Following the AGM each year, a call for nominations for Program Delegates from each of the program groupings outlined in Article 5.1 (b) will be sent to all PARIM general members. The nomination period will begin immediately following the AGM and shall close at a date determined by the Board no later than July 15.
- 12.6 Elections will take place via electronic voting or paper ballot. Members will only participate in the Election of a Program Delegate from the program grouping to which their own training program belongs unless otherwise established by the Board. All ballots will be collected and elections shall close within one month of the close of nominations.

Program Representatives

- 12.7 In July of each year, a notice shall be sent to all General Members of PARIM informing them of their eligibility and opportunity to be a Program Representative to the Advisory Council.
- 12.8 Within two (2) months of start of a residency training program's academic year, General Members of PARIM within each respective residency training program shall elect or appoint a Program Representative.
- 12.9 Any Program Representative position unfilled within two (2) months of start of a residency training program's academic year shall be filled at the discretion of the Executive Committee or Board of Directors. Program Representatives term begins at the first Advisory Council meeting immediately following their election or appointment. This term ends June 30th of the following calendar year. Program Representatives may be re-appointed.

General Procedures

- 12.10 Chief Electoral Officer:
- a) Shall be the Past-President or designate as assigned by the Board.
 - b) If the Past-President is standing for election the Chief Electoral Officer shall be a designate as assigned by the Board.
 - c) Shall oversee the Executive and Board elections.
 - d) Shall be responsible for determining the timing of nomination and election periods pursuant to Article XII.
 - e) Shall be responsible for ensuring communication of nomination periods, election dates and election dates to the General Membership.
- 12.11 Candidates:
- a) Any General Member in good standing may be nominated for Executive Committee, Member-at-Large, or RDoC Representative.
 - b) A General Member may not be nominated for more than one Board position at the same time.
- 12.12 Electorate:
- a) Each General Member is entitled to cast one vote.
 - b) The Chief Electoral Officer shall not vote.

12.13 Election of a Candidate:

In cases with more than one nominated candidate, the candidate with the most votes will be elected. In cases with only one nominated candidate, a confidence vote shall take place whereby the candidate will be elected by simple majority.

12.14 Tie-Breaking:

- a) The Chief Electoral Officer shall rank the order of candidates for each position before the election period starts.
- b) If two candidates receive the same number of votes, the Chief Electoral Officer's ranking of candidates shall serve as the tie-breaker.

Article XIII - Vacancies

13.1 A position on the Board of Directors or Executive Committee shall be vacated if the Board Member:

- resigns by delivering a written resignation to the Secretary of PARIM;
- ceases to be a Member of PARIM;
- dies or is permanently incapacitated;
- is removed by a majority vote of the Board of Directors;
- or is removed by a majority vote of the General Members of PARIM

13.2 In the event of a vacancy occurring in a Program Delegate position on the Board of Directors, the vacant position shall be filled on an interim basis at the discretion of the Executive Committee until such time as the respective residency program grouping can elect or appoint a new delegate.

13.3 In the event that the position of President becomes vacant, the following will occur:

- a) A member of the existing Executive Committee will immediately assume the role of Acting President. The Acting President will have all the same powers and responsibilities of the President. The Acting President will also continue to hold their previously elected position. Holding the position of Acting President does not grant the member an additional vote.
- b) If there is a Vice President on the Executive Committee, that member must assume the role of Acting President (See Section 4.4).
- c) If there is no Vice President, the Secretary will assume the role of Acting President. If neither a Vice President or Secretary exist, the Treasurer will assume the role of Acting President.
- d) If all positions on the Executive Committee are vacant, the remaining Board of Directors will appoint a member to the position of Acting President within fourteen (14) days.
- e) The Acting President position will be terminated when another member is elected to the position of President, when the member's existing term is completed, or when the member vacates the position.

13.4 In the event of a vacancy occurring in an Executive Committee, RDoC representative or Director-at-large position not including the President, the vacant position shall be filled on an interim basis at the discretion of the Board of Directors. The appointed member may continue to hold any positions of which they were previously elected. These appointments terminate at the end of term (June 30th) that follows the next upcoming General Election.

13.5 More than one member may be appointed to fill any vacant position on the Board of Directors. However, each position will continue to receive one (1) vote, irrespective of how many members have been appointed. Members who hold multiple positions will also only receive no more than one (1) vote.

13.4 In the event of a vacancy occurring in a Program Representative position to the Advisory Council, the program may provide an alternative representative at their own discretion.

By-Elections

- 13.7 In the event of a vacancy occurring in an Executive Committee, RDoC or Director-at-Large position, a by-election will be called by the Chief Electoral Officer within four (4) weeks of the vacancy, EXCEPT:
- i) If the position becomes vacant within twelve (12) weeks prior to an upcoming general election for that position;
 - ii) If the position becomes vacant after a general election but before June 30th.
- 13.8 In the event of a vacancy occurring in an Executive Committee,(including President-Elect), RDoC or Director-at-Large position after a general election:
- i) The vacant position shall be filled no later than four (4) weeks after the election.
 - ii) The Chief Electoral Officer shall solicit the electorate for applicants for all vacant positions after the election.
 - iii) If there are one or more eligible applicants to the position, the Chief Electoral Officer shall conduct an election according to the General Procedures.
 - iv) If there are no applicants to the position, and the vacant position is President/President-Elect, the newly elected Vice President will assume the position of President for the term they were elected.
 - v) If there are no applicants for positions other than President, or if both President and Vice President positions remain unfilled, the Chief Electoral Officer shall defer to the existing Board of Directors to appoint a member to the position for the upcoming term.
- 13.9 In the event that a situation occurs that is not described in the preceding bylaws with regards to vacancies or by-elections of executive officers, a decision on how to proceed may be made by the existing Board of Directors.

Article XIV – Protection of Directors, Officers and Others

- 14.1 Subject to the fiduciary and legal duties outlined in Article V, no member of the Board of Directors or Executive Committee shall be liable for the acts, receipts, neglects, or defaults of any other member of the Board of Directors or Executive Committee or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to PARIM through the insufficiency or deficiency of any security in or upon which any of the monies of PARIM shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities, or effects of PARIM shall be deposited, or for any loss occasioned by any error of judgment or oversight on his/her part, or for any other loss, damage, or misfortune which shall happen in the execution of the duties of his/her office or in relation thereto; provided that nothing herein shall relieve any member of the Board of Directors or Executive Committee from the duty to act in accordance with the law or from liability for any breach thereof.

Article XV – Amendment of By-Laws

- 15.1 Amendments to the By-laws of PARIM shall be proposed in writing by the Board of Directors or by ten percent (10%) of the General Members, and addressed and delivered to the Secretary. To become effective, a proposed amendment must be approved by a vote of at least two-thirds (66%) of the General Members present at a Special Meeting or AGM.

Article XVI – Financial Affairs

- 16.1 The revenues and income of PARIM shall be applied to the aims and objectives of PARIM.
- 16.2 The annual or special dues or fees payable by each Member shall from time to time be fixed by the Board of Directors.
- 16.3 The fiscal year of PARIM shall end on the 30th day of June in each year.
- 16.4 The bank of PARIM shall be such bank, trust company or other financial institution as the Board of Directors or the Executive Committee may from time to time determine after consulting with PARIM's external auditors.
- 16.5 All money, cheques, and drafts of PARIM shall be deposited to its credit in its bank promptly after receipt thereof.
- 16.6 Cheques drawn on PARIM's account, or cheques or drafts for deposit to PARIM's credit shall be signed by any two of the President, Vice-President, the Treasurer and the Secretary.
- 16.7 The Treasurer shall ensure there are receipts for all monies paid to or paid by PARIM respectively and shall keep one of such copies on file and at all times available to the Board of Directors.
- 16.8 Any securities held by PARIM are to be placed in a safety deposit box, or in other safekeeping, subject to access only by the Executive Officers and PARIM Staff.
- 16.9 The Board of Directors may authorize and cause PARIM to invest any of the funds of PARIM not required for current expenditures in accordance with PARIM's Investment Policy Statement (IPS).
- 16.10 PARIM Investment Policy Statement shall be reviewed by the Board of Directors every two years and make revisions as it deems necessary.
- 16.11 The Board of Directors may by resolution require that members of the Board of Directors or employees of PARIM, or any of them, be bonded.
- 16.12 Upon approval of the Board of Directors, PARIM may from time to time:
 - a) Borrow money upon the credit of PARIM for the purposes of PARIM in such amounts and upon such terms as may be deemed necessary;
 - b) Issue bonds, debentures, debenture stock or other like liabilities of PARIM whether constituting a charge on the property of PARIM or not, for such amounts and upon such terms as may be deemed expedient and pledge or sell the same for such sums and at such prices as the Board of Directors may determine;
 - c) Charge, mortgage, hypothecate, or pledge all or any of the real or personal property of PARIM, present or future, including book debts and unpaid calls, rights, powers, franchises and undertaking to secure any such bonds, debentures, debenture stock or other like liabilities or any money borrowed or other debt or any other obligation or liability of PARIM.

Article XVII - Auditors

- 17.1 The external auditors of PARIM shall be appointed by the Board of Directors, in consultation with the Finance Audit and Risk Committee.
- 17.2 The Treasurer shall submit the financial position, including all current account statements, of PARIM to the Executive Committee at each meeting of the Executive Committee and at the Annual General Meeting.
- 17.3 The Treasurer shall submit a report on the external audit of PARIM to the first Board of Directors meeting and to the first Annual General Meeting after the completion of the external audit.

Article XVIII - Remuneration

- 18.1 The Board of Directors may, at their discretion, pay an honorarium to the President and/or Vice-President in recognition of his/her service to PARIM.
- 18.2 Any member of the Board of Directors and/or of any duly constituted committee of the Board of Directors shall be reimbursed, upon production of official receipt, for any reasonable expense incurred on behalf of or in performing service for PARIM at the request of the Board of Directors.

Article XIX - Interpretation

- 19.1 In all the By-laws of PARIM, the singular shall include the plural and the plural the singular, the word "person" shall include firms and Associations, and the masculine shall include the feminine. Whenever reference is made in any By-law of PARIM to any statute or section thereof, such reference shall be deemed to extend and apply to any amendment or re-enactment of such statute or section thereof, as the case may be.

ENACTED this 16th day of May 2013

AMENDED THIS 12th day of May, 2015

AMENDED THIS 25th day of APRIL 2017

AMENDED THIS 22nd day of MAY 2019

WITNESS the corporate seal of PARIM:

"Original Signed By"

Dr. Mellissa Ward, MD
President, PARIM