

BY-LAW NO. 4

being a by-law to amend the Bylaws of **ONTARIO ASSOCIATION OF GENERAL SURGEONS** (the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

QUALIFICATIONS AND CONDITIONS

REPEAL – Paragraph 2 of Bylaw No. 1 with respect to the qualifications and conditions of membership be revoked and replaced with the following, and any other by-laws inconsistent herewith be repealed:

2. The qualifications and conditions of membership in each class shall be as follows:

(a) Active Members

The Active Members shall consist of those general surgeons who fulfil the requirements for membership in the OMA Section of General Surgery, and whose applications for membership in the Corporation are approved by the Board of directors. Each Active Member shall be entitled to one vote at all meetings of the members and shall be eligible for election to the board of directors and to serve as officers of the Corporation.

(b) Associate Members

The Associate Members shall consist of physicians duly licenced in Ontario, who have training and qualifications in General Surgery acceptable to the Board, and whose applications for membership in the Corporation are approved by the Board of directors. The Associate Members shall have the same rights and privileges as Active Members.

(c) Resident Members

The Resident Members shall consist of individuals who are registered in an approved general surgical training program in the Province of Ontario and whose applications for membership in the Corporation are approved by the board of directors. The Resident Members shall not be entitled to vote at, but shall be entitled to notice of and to attend all meetings of the members of the Corporation. The Resident Members shall not be entitled to hold any office in the Corporation either as a director or officer of the Corporation, but shall be eligible to serve on any committee of the Corporation except as otherwise provided in this bylaw

(d) Honourary Members

The Honourary Members shall consist of such physicians as may be appointed by and approved by the board of directors from time to time. The Honourary Members shall not be entitled to vote at, but may, at the discretion of the board

of directors, be entitled to notice of and to attend all meetings of the members of the Corporation. The Honourary Members shall not be entitled to hold any office in the Corporation either as a director or officer of the Corporation, but shall be eligible to serve on any committee of the Corporation except as otherwise provided in this bylaw.

Applications for membership in any class except for Honourary Members shall be made in writing to the board of directors in such manner and in such form as may be prescribed by the board of directors from time to time. Applications for membership shall first be considered by a member of the Membership Committee and forwarded for the approval of the board of directors.

BOARD OF DIRECTORS

REPEAL –By-law No. 3 will be revoked and replaced with the following, and any other by-laws inconsistent herewith are hereby repealed:

10. The affairs of the Corporation shall be managed by the board of directors, each of whom shall be an Active or Associate Member of the Corporation throughout his or her term of office.

The Nominating Committee shall provide to the members, prior to each annual meeting, a list of individuals with the skills and desire to sit on the board of directors. In addition, any member may, at any general meeting, run for election to the board by presenting to the secretary of the Corporation or the meeting, either before or at the meeting, a notice of his/her intention to run for a position on the board of directors signed by him or her, together with the signed sponsorship of two other members indicating their support for the member as a candidate for the board of directors. The directors of the Corporation shall be elected for terms of one or two years, and shall retire in rotation, as follows:

(a) seven members of the existing board shall be elected at the 2004 annual general meeting of the Corporation, to serve for a one year term expiring at the annual general meeting of the Corporation to be held in 2005. At such meeting, seven directors shall be elected for a term of two years to fill the vacancies created by the directors whose terms have expired;

(b) seven directors shall be elected at the 2004 annual general meeting of the Corporation, to serve for a two year term expiring at the annual general meeting of the Corporation to be held in 2006. At such meeting, seven directors shall be elected for a term of two years to fill the vacancies created by the directors whose terms have expired; and

(c) at each annual meeting of the Corporation, after the meeting to be held in 2006, those directors whose terms have expired shall retire and there shall be elected for a term of two years in every case, the requisite number of directors to fill the vacancies created by directors whose terms have expired.

A director whose term has expired shall be eligible for re-election, up to a maximum of five (5) consecutive terms. This term limit does not apply to officers of the Board, who may serve in an officer position for up to a maximum of four (4) years per position, irrespective of how long they have already served on the Board. These term limits can be extended by the Board, at their discretion, in exceptional circumstances.

The election may be by a show of hands, unless a poll or a ballot be demanded by any member.

PASSED by the board the **12th day of May, 2012.**

Jeff Kolbasnik , OAGS President

Dr. Peter Willard, Secretary

CONFIRMED by the members in accordance with the Corporations Act (Ontario)
the **3rd day of November, 2012.**

Dr. Peter Willard, Secretary