



Court File No. VLC-S-S-103019

No .
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

Between:

Caroline Wang

Plaintiff

And:

British Columbia Medical Association (Canadian Medical
Association – B.C. Division)

Defendant

WRIT OF SUMMONS

(name and address of each plaintiff)

Caroline Wang
c/o Heenan Blaikie, LLP
2200 – 1055 West Hastings Street
Vancouver, British Columbia
V6E 2E9

(name and address of each defendant)

British Columbia Medical Association (Canadian Medical Association – B.C.
Division)
115 – 1665 West Broadway
Vancouver, British Columbia
V6J 5A4

ELIZABETH THE SECOND, by the Grace of God, of the United Kingdom, Canada and Her other Realms and Territories, Queen, Head of the Commonwealth, Defender of the Faith.

To the defendant(s): British Columbia Medical Association (Canadian Medical Association - B.C. Division)

TAKE NOTICE that this action has been commenced against you by the plaintiff(s) for the claim(s) set out in this writ.

IF YOU INTEND TO DEFEND this action, or if you have a set off or counterclaim that you wish to have taken into account at the trial, YOU MUST

- (a) GIVE NOTICE of your intention by filing a form entitled "Appearance" in the above registry of this court, at the address shown below, within the Time for Appearance provided for below and YOU MUST ALSO DELIVER a copy of the Appearance to the plaintiff's address for delivery, which is set out in this writ, and
- (b) if a statement of claim is provided with this writ of summons or is later served on or delivered to you, FILE a Statement of Defence in the above registry of this court within the Time for Defence provided for below and DELIVER a copy of the Statement of Defence to the plaintiff's address for delivery.

YOU OR YOUR SOLICITOR may file the Appearance and the Statement of Defence. You may obtain a form of Appearance at the registry.

JUDGMENT MAY BE TAKEN AGAINST YOU IF

- (a) YOU FAIL to file the Appearance within the Time for Appearance provided for below, or
- (b) YOU FAIL to file the Statement of Defence within the Time for Defence provided for below.

TIME FOR APPEARANCE

If this writ is served on a person in British Columbia, the time for appearance by that person is 7 days from the service (not including the day of service).

If this writ is served on a person outside British Columbia, the time for appearance by that person after service, is 21 days in the case of a person residing anywhere within Canada, 28 days in the case of a person residing in the United States of America, and 42 days in the case of a person residing elsewhere.

[or, if the time for appearance has been set by order of the court, within that time.]

TIME FOR DEFENCE

A Statement of Defence must be filed and delivered to the plaintiff within 14 days after the later of

- (a) the time that the Statement of Claim is served on you (whether with this writ of summons or otherwise) or is delivered to you in accordance with the Rules of Court, and
- (b) the end of the Time for Appearance provided for above.

[or if the time for defence has been set by order of the court, within that time.]

(1) The address of the registry is: 800 Smithe Street Vancouver, B.C. V6Z 2E1

(2) The plaintiff's ADDRESS FOR DELIVERY is:
--

Heenan Blaikie, LLP
2200 – 1055 West Hastings Street
Vancouver, B.C. V6E 2E9
Attention: **Robert W. Grant**

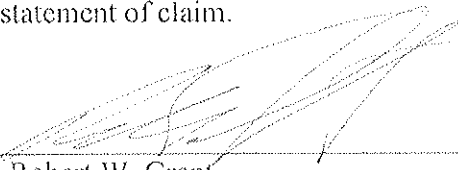
Fax number for delivery (if any): 604-669-5101

(3) The name and office address of the plaintiff's solicitor is:

Heenan Blaikie, LLP
2200 – 1055 West Hastings Street
Vancouver, B.C. V6E 2E9
Attention: **Robert W. Grant**

The plaintiff's claim is set out in the attached statement of claim.

Dated: April 30, 2010



Robert W. Grant
Heenan Blaikie, LLP
Solicitor for the Plaintiff

No
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA

Between:

Caroline Wang

Plaintiff

And:

British Columbia Medical Association (Canadian Medical
Association - B.C. Division)

Defendant

STATEMENT OF CLAIM

The Parties

1. The Plaintiff Caroline Wang (“Wang”) is a medical doctor who at all material times maintained an office for her practice in Richmond, British Columbia.
2. The Defendant British Columbia Medical Association (Canadian Medical Association – B.C. Division) (“BCMA”) is a society within the meaning of the *Society Act*, R.S.B.C. 1996, c. 433 as amended, and has an address at 115-1665 West Broadway, Vancouver, British Columbia V6J 5A4. The society has over 11,000 members including medical doctors, medical residents and medical students.
3. Pursuant to the BCMA Constitution and Bylaws, the Board of Directors of the BCMA (the “Board”) exercises all of the powers of the Association, and has the power to manage and/or supervise the management of the affairs of the Association. In between meetings of the Board, the Executive Committee of the Board (the “Executive Committee”) exercises the powers and functions of the Board, subject to any restrictions placed on it by the Board. The President of the BCMA is the official spokesperson of the Association.

Facts

4. On or around 1986, Wang became a member of the British Columbia Medical Association (the “BCMA”) by completing an application for membership, and paying the annual membership dues to the BCMA. Upon acceptance of Wang’s membership application and membership dues in 1986, the BCMA entered into a contractual relationship with Wang. At all material times, by the continued payment by Wang and acceptance by the BCMA of her annual membership dues, the contractual relationship between Wang and the BCMA has continued.

5. The express terms of the contract between the BCMA and its members include, but are not limited to, the following:

- a. The operation of the BCMA will be governed by the *Society Act*, the Constitution and Bylaws of the BCMA, and the rules, policies and procedures adopted by the BCMA, including the Code of Conduct.
- b. The conduct of the Board, and each member thereof, will be governed by the *Society Act*, the Constitution and Bylaws of the BCMA, and the rules, policies, and procedures adopted by the BCMA, including the Code of Conduct.
- c. The Board will exercise only the power and authority granted to it by the *Society Act*, the Constitution and Bylaws of the BCMA, and the rules, policies, and procedures adopted by the BCMA, including the Code of Conduct.

6. The implied terms of the contract between the BCMA and its members include, but are not limited to, the following:

- a. The BCMA will conduct itself with the utmost good faith in its dealings with its members, including its dealings with any subset of its members, such as its Officers and/or Directors;
- b. The BCMA will abide by the requirements of procedural fairness and natural justice in its dealings with its members, including its dealings with any subset of

its members, such as its Officers and/or Directors;

- c. The BCMA will afford its members -- including any subset of its members, such as its Officers and/or Directors -- all of the protections of procedural fairness and natural justice in its dealings with them, including in the conduct, and operation of its Board Meetings, and/or Executive Committee Meetings;
- d. The BCMA will afford its members -- including any subset of its members, such as its Officers and/or Directors -- all of the protections of procedural fairness and natural justice in its dealings with them, including in the creation, conduct, and operation of its ad hoc and/or special committees;
- e. The BCMA will afford its members -- including any subset of its members, such as its Officers and Directors -- all of the protections of procedural fairness and natural justice in its dealings with them, including in the imposition of its disciplinary procedures; and
- f. The BCMA will conduct its elections in a manner that is free and fair, and without undue influence or interference by BCMA leadership for or against any candidate for office.

7. The Bylaws of the BCMA include the following express provisions:

- a. Bylaw 7.4(a) provides that “[s]ubject to the Society Act and the provisions of the Constitution and Bylaws, the Board has the power to manage or supervise the management of the affairs of the Association and exercise all of the powers of the Association.”
- b. Bylaw 7.6 provides that “Directors ...may be reimbursed for reasonable expenses incurred by them in the performance of their duties.”
- c. Bylaw 10.3(a) provides that a special resolution for the removal of an Officer of the Board shall be initiated, *inter alia*, “by ordinary resolution of the members at a Special Meeting called for that purpose.”

- d. Bylaw 19 provides that “[e]xcept where otherwise specifically provided in these Bylaws, the current edition of Robert’s Rules of Order Newly Revised shall govern all procedural matters at all meetings of the Association, the Board, the Executive Committee and all committees.”
8. The Code of Conduct of the BCMA includes the following express provisions:
- a. This Code of Conduct sets out the minimum standard of conduct required of all Directors of the BCMA and is based on the duties and obligations imposed on Directors by law;
 - b. Directors must act honestly, in good faith, and with a view to the best interests of the Association as a whole and must exercise the care, diligence and skill of a reasonably prudent person in exercising their powers and performing their functions as Directors;
 - c. Directors shall observe confidentiality of discussions and dynamics at Board meetings. Preserving the confidentiality of Board meetings promotes free and full discussion of matters and effective decision-making;
 - d. Directors shall comply with all applicable laws and regulations and with the Constitution and Bylaws of the Association and the policies of the Association adopted by the Board from time to time, including this Code of Conduct; and
 - e. Any complaint of non-compliance with this Code of Conduct shall be referred to a committee comprised of the immediate Past President, a Director who is not a member of the Executive Committee and a non-Director Parliamentarian (or such other committee as the Board of Directors may constitute), who shall investigate the matter with respect and impartiality and report to the Board with their recommendation.
 - f. Consequences for non-compliance with this Code of Conduct will be as determined by the Board and may include any one or more of the following:

- Censure;
- Exclusion from debate on any matter related to the non-compliance;
- Letter to the director;
- Request for resignation;
- Recommendation of a special resolution to remove the Director.

9. In or around 1998, Wang was elected a Delegate for District 8, representing BCMA members registered in Richmond / Delta, and therefore held the position of Director of the Association and member of the Board. Beginning in 1998, Wang was elected as a Delegate for District 8 for five consecutive terms. In or around 2007, Wang was elected by the general membership of the BCMA to the Executive position of Honourary Secretary-Treasurer. Beginning in 2007, as Honourary Secretary-Treasurer, Wang was an Officer and Director of the BCMA, and member of the Board, and the Executive Committee of the Board.

10. Prior to the meeting of the Board scheduled to take place from February 1-2, 2008 (the "February 2008 Board Meeting"), Wang formally complained to the Chair of the Board, Dr. Robin Saunders, that certain Board members had breached the provisions of the Code of Conduct with respect to confidentiality of Board discussions, and requested that the issue of those breaches be put on the agenda and addressed at the February 2008 Board Meeting.

11. During the February 2008 Board Meeting, during the period on the agenda set aside at Wang's request for the discussion of her complaints regarding breaches of the Code of Conduct by certain Board members, the Board failed to address the complaints raised by Wang.

12. Instead, the Board engaged in a discussion criticizing email communications sent by Wang to members of a listserv for B.C. doctors known as "Doclounge" advising them of a decision that had been made by the Executive Committee at their meeting of January 18, 2008 on a motion proposed by Wang based on input by Doclounge members (the "Executive Committee Decision"). Dr. Carole Williams was an active participant in the discussions, and expressed strong opinions critical of Dr. Wang.

13. Wang was not given any advance notice that there were any complaints about her

communication of the Executive Committee Decision to Doeloung, or that the issue would be raised for discussion at the February 2008 Board Meeting.

14. When the issue of her communication of the Executive Committee Decision to Doeloung was raised for discussion at the February 2008 Board Meeting, Wang requested, and was denied, the opportunity to consult with legal counsel prior to the discussions.

15. At the February 2008 Board Meeting, notwithstanding the lack of notice to Wang that her communication of the Executive Committee Decision would be the subject of discussions by the Board, and notwithstanding Wang's request to adjourn the discussion until she could consult with legal counsel, the Board debated and passed, *in camera*, a resolution in which it purported to invoke its authority under the Code of Conduct to establish a committee to review Wang's conduct in disclosing the Executive Committee Decision, and in particular, resolved "that the matter ... be referred to the Code of Conduct Committee."

16. After passage of the resolution establishing a committee to review Wang's conduct (the "Code of Conduct Committee"), Wang was asked to step down from her elected position as Honourary Secretary-Treasurer and Director pending the completion of the conduct review by the Code of Conduct Committee. No justification for this request was provided, and Wang declined to do so.

17. At that point, the Chair, Dr. Saunders, purporting to rely on paragraph three, page two of the BCMA Code of Conduct, ruled that Wang was required to leave the February 2008 Board Meeting. The portion of the Code of Conduct the Chair purported to rely upon was the following passage:

A conflict of interest is any direct or indirect interest in any matter that may influence or appear to a reasonable person to influence the ability of a Director to act in the best interests of the Association. A conflict of interest, which includes the appearance of a conflict of interest, may exist due to personal or professional activities, memberships or positions, financial or business interests, or an interest in a contract or transaction involving or potentially involving the Association. A Director who has a conflict of interest may be required to leave a Board Meeting during any period when the matter in which the Director has a conflict of interest is being discussed and/or abstain from any vote on such

matter.

18. Wang requested an explanation as to how she had a conflict of interest as set out in the Code of Conduct, and was not provided with any such explanation. Accordingly, she declined to leave the February 2008 Board Meeting.

19. The Board then resolved, *in camera*, that legal counsel and senior staff should “prepare Terms of Reference for the Code of Conduct committee and they be distributed by confidential mail within ten days,” and that “the President seek assistance from legal counsel to bring this matter to an appropriate conclusion.”

20. During the second day of the February 2008 Board Meeting, the Board passed a resolution directing the President “to inform the membership that a committee has been appointed pursuant to the Code of Conduct to review allegations relating to Dr. Wang.”

21. Specifically, the Board resolved “[t]hat the President is directed to advise the members that a committee has been appointed to investigate allegations of breach of the Code of Conduct by Dr. Caroline Wang, the committee being constituted of Drs Golbey and Shukin, and a parliamentarian, and that in so advising the members, the President otherwise maintains the confidentiality of the proceedings.”

22. The Board also passed resolutions (i) affirming “the decision of the Chair on February 1, 2008 to ask Dr. Wang to leave the meeting,” and (ii) “deplor[ing] the actions of Dr. Wang in refusing to abide by the Bylaws of the Association in refusing to abide by the authority of the Board Chair in accordance with Roberts’ Rules of Order.”

23. Prior to the adjournment of the February 2008 Board Meeting, Dr. Geoff Appleton, in his capacity as BCMA President, issued a letter dated February 2, 2008, to the members of the BCMA in which he announced that the Board “had initiated action to review the conduct” of Wang, and invoked the authority of the BCMA Board, under the Code of Conduct, to launch an investigation into and review of the actions of Wang “relative to her duties as a Board and Executive Committee member.”

24. In his February 2, 2008 letter, BCMA President Dr. Appleton also announced to

the members of the BCMA that “the Board requested that Dr. Wang step aside from her position as Honourary Secretary Treasurer while the review is being conducted,” but that Wang “has elected not to do so.”

25. Immediately following the adjournment of the February 2008 Board Meeting on February 2, 2008, Wang objected to the composition of the Code of Conduct Committee. In particular, she told the CEO of the BCMA, Mark Schonfeld, that the presence of Dr. Golbey on the Code of Conduct Committee gave rise to a reasonable apprehension of bias, because of his previous disagreements with Wang, including expressions of animus towards her.

26. On or about February 22, 2008, the Board adopted Terms of Reference for the Code of Conduct Committee, which it now sought to designate as a “Special Committee”. The Terms of Reference noted that the Code of Conduct Committee was created to “complete an independent review (the ‘Conduct Review’) of the facts and circumstances surrounding the conduct of one of its directors and officers, Dr. Caroline Wang, with a view to determining what action, if any, is necessary or desirable to be undertaken by the board of directors in connection with such conduct.”

27. On or about February 28, 2008, the Board finalized the composition of the Code of Conduct Committee as Dr. Michael Golbey, Dr. Evelyn Shukin and Dr. Carole Williams, along with Parliamentarian Eli Mina.

28. The Code of Conduct Committee was directed in the Terms of Reference to provide a report and recommendation to the board of directors with respect to, *inter alia*, “the facts and circumstances with respect to the conduct of Dr. Wang underlying the Conduct Review.”

29. Under the provisions of the Code of Conduct governing the “Consequences of Non-Compliance with [the] Code of Conduct,” the Board’s authority and obligation to refer the issue of the conduct of a board member to a committee constituted pursuant to the Code of Conduct arises upon receipt of “any complaint of non-compliance with the Code of Conduct.”

30. The Board has never provided any evidence that it received any complaint of non-compliance with the Code of Conduct in relation to the conduct of Wang as a Director of the

BCMA, or otherwise.

31. The Board has never identified any violation of the Code of Conduct by Wang.

32. In or around March 2008, Wang's legal counsel requested copies of the tape recordings of the proceedings of the Board Meeting held on November 30 and December 1, 2007, and the February 2008 Board Meeting. The Board, through its President Dr. Appleton, refused to provide the requested copies and responded that pursuant to a Board resolution, "no transcripts or tapes of BCMA Board Meetings will be provided to any individual unless subpoenaed by the Court." The President also noted that the Code of Conduct Committee was also not being provided with transcripts or tapes of Board Meetings. The Board has, to date, refused to provide Wang with a copy of the transcript of the February 2008 Board Meeting.

33. On or about March 17, 2008, Dr. Evelyn Shukin, Chair of the Code of Conduct Committee invited Wang to meet with the Committee to discuss the matters within the Terms of Reference of the Committee.

34. On or about March 18, 2008, Wang's legal counsel provided notice to Dr. Shukin, Chair of the Code of Conduct Committee, that they believed the composition of the Code of Conduct Committee gave rise to a reasonable apprehension of bias against Wang. The composition of the Code of Conduct Committee was not revisited to address this concern.

35. On or about April 4, 2008, Wang and her legal counsel attended a meeting with the Code of Conduct Committee, as per the Committee's request. Although Wang had requested that a court reporter attend the meeting, the Code of Conduct Committee refused that request, and no tape of the meeting was made, nor transcript of the meeting prepared.

36. At the meeting, Code of Conduct Committee member Dr. Golbey was not in attendance. The Code of Conduct Committee confirmed that Dr. Golbey would participate in the deliberations of the Committee despite his absence from the meeting with Wang, and despite the lack of a transcript of the meeting with Wang that he could review.

37. The Code of Conduct Committee notified Wang at the April 4, 2008 meeting that there was no complaint of a violation by her of the Code of Conduct.

38. Under the provisions of the Bylaws of the BCMA, Wang was entitled to be “reimbursed for reasonable expenses incurred” by her in defending herself in the Code of Conduct proceedings, and otherwise responding to the activities of the Code of Conduct Committee, all of which constitute expenses incurred in the performance of her duties as a Director of the BCMA. On or about March 6, 2008, the BCMA acknowledged its contractual obligation to provide such reimbursement to Wang when the President of the BCMA, Dr. Appleton, stated that Wang’s legal costs in the Code of Conduct Review would be covered by the BCMA.

39. Wang has requested reimbursement for her reasonable expenses incurred, including legal expenses incurred in defending herself in the Code of Conduct proceedings, but to date the BCMA has refused to reimburse her for these expenses.

40. In or around March 2008, the BCMA accepted nominations for candidates for certain Executive positions on the Board, all of which were to be voted on by members in May 2008 (the “May 2008 BCMA Election”). Wang was nominated to stand for election for the position of Chair of the General Assembly (an Officer and Director of the BCMA, and a member of the Executive Committee).

41. On or about April 28, 2008, pursuant to the Bylaws and policies of the BCMA, ballots for the May 2008 BCMA Election were circulated to BCMA members along with election materials prepared by the candidates for Executive positions, including election materials prepared by Wang and her opponent for Chair of the General Assembly, Dr. Ian Gillespie, a Delegate from District 1 – Victoria .

42. On or about April 28, 2008, the President of the BCMA, Dr. Appleton, sent out a 2 page letter to all BCMA members, the entire content of which was focused on criticism of Wang and her election materials (the “April 28, 2008 President’s Letter”).

43. In the April 28, 2008 President’s Letter, Dr. Appleton, purporting to respond to statements made by Wang in her election materials, disclosed to members the Terms of Reference of the Code of Conduct Committee, stated that “Dr. Wang’s conduct is being considered by the special committee according to its terms of reference,” and generally defended

the establishment, composition and operation of the Code of Conduct Committee as being properly constituted, independent, impartial, and fair to Wang.

44. The April 28, 2008 President's Letter also stated that the Code of Conduct Committee "did its work, including its own enquiries and investigations, and prepared a report for presentation to the Board. Prior to this report being submitted to the Board, however, Dr. Wang filed a petition in the BC Supreme Court to dissolve the committee and stop its work."

45. Finally, the April 28, 2008 President's Letter closed by urging members casting a vote in the election, "to think carefully about what you are hearing and what stands up to reason, logic and the actual experience you have had of how this organization works for you."

46. On or about May 21, 2008, Wang was defeated in the election for the position of Chair of the General Assembly by Dr. Gillespie. Wang's term as Honourary Secretary-Treasurer expired at the conclusion of the 2008 BCMA Annual General Meeting.

Liability of the BCMA

47. The BCMA breached the express and implied terms of its contract with Wang when:

- a. The Board initiated a discussion of the conduct of Wang at the February 2008 Board Meeting without providing Wang with notice of the allegations or that this matter was on the agenda for the meeting, and without providing Wang with time to prepare a defence, as required by the Disciplinary Procedures set out in s. 61 of Robert's Rules of Order Newly Revised, and the principles of procedural fairness and natural justice;
- b. The Board resolved to establish a Code of Conduct Committee to investigate allegations concerning the Plaintiff's conduct pursuant to the terms of the Code of Conduct, notwithstanding the fact that no complaint that Wang had violated the Code of Conduct was ever received, contrary to the requirements of the Code of Conduct of the BCMA;
- c. The Board directed legal counsel and senior staff to prepare Terms of Reference

for the Code of Conduct Committee, notwithstanding the fact that no complaint that Wang had violated the Code of Conduct was ever received, contrary to the requirements of the Code of Conduct of the BCMA;

- d. The Board failed to establish a Code of Conduct Committee to investigate Wang's complaint that the confidentiality requirements of the Code of Conduct had been breached by other Board members, notwithstanding the requirements of the Code of Conduct that such a complaint of non-compliance *shall be referred* to a committee;
- e. The Chair, Dr. Saunders, ruled that Wang must leave the February 2008 Board Meeting purportedly on the basis of alleged conduct that took place outside of the meeting, where no trial, hearing or other proceeding had taken place, and where no finding of a violation of Code of Conduct or other wrongdoing had been made, all of which constituted acts of bad faith contrary to the Code of Conduct, the principles of procedural fairness and natural justice, and notwithstanding the fact that Robert's Rules of Order Newly Revised states that "[i]f improper conduct by a member of a society occurs elsewhere than in a meeting, ... if discipline is to be taken, charges must be preferred and a format trial held before the assembly of the society or before a committee -- standing or special -- which should be required to report its findings and recommendation to the assembly for action";
- f. The Chair, Dr. Saunders, ruled that Wang must leave the February 2008 Board Meeting, purportedly on the basis of an alleged conflict of interest, where no such conflict of interest existed, all of which constituted acts of bad faith contrary to the Code of Conduct, and the principles of procedural fairness and natural justice;
- g. The Chair, Dr. Saunders, ruled that Wang must leave the February 2008 Board Meeting without reasonable grounds, and under circumstances where Wang was not disobeying a legitimate order by the Chair, being disruptive, or otherwise misconducting herself in the meeting, and notwithstanding the fact that Robert's Rules of Order Newly Revised states that "the chair has no authority to impose a penalty or to order the offending member to be removed from the hall," all of

which constituted acts of bad faith contrary to the principles of procedural fairness and natural justice;

- h. The Board condemned Wang's failure to comply with the Chair's ruling that she leave the February 2008 Board Meeting, notwithstanding the fact that Robert's Rules of Order Newly Revised states that "the chair has no authority to impose a penalty or to order the offending member to be removed from the hall";
- i. The Board denied Wang's request for an adjournment of the discussion of her conduct so that she could obtain legal counsel with respect to her rights, duties, and obligations arising out of the discussion, and with respect to the resolutions to eject her from the meeting, all of which constituted acts of bad faith, and violated the principles of natural justice, and the duty of procedural fairness owed to Wang;
- j. The Board breached the confidentiality requirements of the Code of Conduct by issuing public statements that (i) disclosed the establishment of a Code of Conduct committee to investigate Wang's conduct; (ii) disclosed the fact that the Board had requested that Wang step down from her position as Honourary Secretary-Treasurer while the investigation takes place; and (iii) alerted the membership of the BCMA that a special meeting of the BCMA membership at large – a procedure by which removal of Officers is initiated – may be required to be called, although no finding of wrongdoing had been made, all of which constituted acts of bad faith contrary to the principles of natural justice, and the duty of procedural fairness owed to Wang;
- k. The Board prejudged Wang's alleged misconduct, without any findings of wrongdoing having been made, by (i) requesting that Wang step down from her position as Honourary Secretary-Treasurer while the investigation took place; (ii) issuing a public statement disclosing the establishment of a Code of Conduct committee purportedly to investigate Wang's conduct, and in particular what was described as "a series of events over a considerable period of time," and condemning Wang for failing to step down from her position pending the

investigation; and (iii) alerting the membership of the BCMA that a special meeting of the BCMA membership at large – a procedure by which removal of Officers is initiated – may be required to be called; all of which constituted acts of bad faith contrary to the principles of natural justice, and the duty of procedural fairness owed to Wang;

- l. The Board adopted terms of reference purporting to authorize the Code of Conduct Committee to complete a review of Wang's conduct, notwithstanding the fact that no complaint that Wang had violated the Code of Conduct was ever received, contrary to the requirements of the Code of Conduct of the BCMA;
- m. The Board appointed Drs Golbey and Williams as members of the Code of Conduct Committee, where (i) they were not and could not be impartial with respect to Wang and the matters to be investigated, having displayed animus against or expressed opinions with regard to Wang and/or the subject matter of the investigation; or (ii) their presence on and involvement in the committee gave rise to a reasonable apprehension of bias based on the fact that both were known to have previously displayed animus against or expressed opinions with regard to Wang and/or the subject matter of the investigation, all of which constituted acts of bad faith contrary to the requirements of the Code of Conduct, and in violation of the principles of natural justice and procedural fairness;
- n. The Board and the Code of Conduct Committee refused to provide Wang and her legal counsel with a copy of the tape recordings and transcripts of the Board Meeting held on November 30 and December 1, 2007 and the February 2008 Board Meeting, to allow her to prepare her defence to accusations about her conduct as set out in the Terms of Reference of the Code of Conduct Committee, all of which constituted acts of bad faith contrary to the requirements of the Code of Conduct and in violation of the principles of natural justice and procedural fairness;
- o. The Code of Conduct Committee permitted Dr. Golbey to participate in the deliberations and discussions of the Committee, despite the fact that he was not in

attendance when Wang and her legal counsel appeared before the Committee, and despite the fact that no recording or transcript of the proceedings were prepared on that date for later use by the Committee, all of which constituted acts of bad faith contrary to the principles of natural justice and procedural fairness;

- p. The President of the BCMA, Dr. Appleton, exerted undue influence and improperly interfered in the May 2008 BCMA Elections by sending out a 2 page letter to BCMA members during the election period in which he strongly criticized Wang and her election materials, all of which constituted acts of bad faith; and
- q. The BCMA refused to reimburse her for her reasonable legal expenses incurred in the Code of Conduct proceedings.

48. The actions of the BCMA, including through its President, Dr. Appleton, Chair, Dr. Saunders, and Board, as set out above, and in particular, in paragraph 47, constituted, in whole or in part, omissions, defects, errors, and/or irregularities in the conduct of the affairs of the BCMA as set out in section 85 of the *Society Act*.

Damages

49. Prior to the creation of the Code of Conduct Committee, Wang was a long-term Director of the BCMA and member of the Board, and an Officer and member of the Executive Committee.

50. The history of BCMA elections reveal that there is a virtually automatic progression within the hierarchy of Officers of the BCMA, such that in the history of BCMA elections, every person elected by the members as Honourary Secretary-Treasurer in one election, is subsequently virtually always elected by the members to the office of Chair of the General Assembly the following year. Similarly, every person holding the office of Chair of the General Assembly is subsequently virtually always elected by the members to the position of President-Elect, the following year. The person holding the office of President-Elect, by operation of the constitution of the BCMA, automatically takes the office of President upon the completion of the term of the previous office-holder.

51. Prior to the creation of the Code of Conduct Committee, Wang, as Honourary Secretary-Treasurer, was the presumed successor to the office of Chair of the General Assembly in 2008, the presumed successor to the office of President-Elect in 2009, and the presumed successor to the office of President of the BCMA in 2010.

52. After the creation of the Code of Conduct Committee, the disclosure to the membership of confidential information concerning its establishment and operation, and the intervention in the May 2008 BCMA Election campaign by BCMA President Dr. Appleton, Wang lost the election for Chair of the General Assembly to Dr. Ian Gillespie. In the 2009 BCMA election, Dr. Gillespie was elected to the office of President-Elect, and will succeed to the office of President of the BCMA in June 2010 at the BCMA Annual General Meeting.

53. As a result of the breach by the BCMA of express and implied terms of their contract with Wang, and as a result of the omissions, defects, errors and/or irregularities in the conduct of the affairs of the BCMA, Wang has suffered injuries and damages, full particulars of which are not yet known, but which include:

- a. Loss of opportunity to be elected to higher Executive Office within the BCMA;
- b. Irreparable damage to her reputation within the medical community, and within the community at large;
- c. The costs of defending herself in the Code of Conduct proceedings;
- d. Loss of income; and
- e. Loss of future earnings,

all of which Wang continues to suffer as a result of the continued conduct of the BCMA.

54. Wang further pleads that the actions of the BCMA, including through its President, Board and Chair, as described above, constituted willful and bad faith violations of Wang's rights, and were intentionally carried out with a wanton disregard for those rights, all of which entitles Wang to an order of aggravated and punitive damages.

WHEREFORE the Plaintiff, Wang, claims:

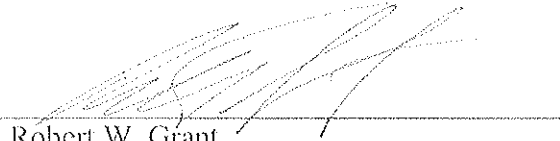
1. A Declaration, pursuant to s. 85 of the *Society Act*, or otherwise, that the Board exceeded its jurisdiction when it purported to establish a Code of Conduct Committee on or about February 1-2, 2008 to review the conduct of Wang, where no complaint that Wang had violated the Code of Conduct was ever received;
2. A Declaration, pursuant to s. 85 of the *Society Act*, or otherwise, that the creation and operation of the Code of Conduct Committee violated the Constitution and Bylaws of the BCMA, the rules, policies and procedures adopted by the BCMA, including the Code of Conduct, and the principles of natural justice and procedural fairness;
3. An Order, pursuant to s. 85 of the *Society Act*, or otherwise, dissolving or directing the Board to dissolve the Code of Conduct Committee;
4. An Order, pursuant to s. 85 of the *Society Act*, or otherwise, restraining the Code of Conduct Committee from exercising or purporting to exercise any powers of the Committee as set out in the Terms of Reference or otherwise;
5. An Order, pursuant to s. 85 of the *Society Act*, or otherwise, restraining the Code of Conduct Committee from making any findings or issuing any judgments, reports, reasons or recommendations pertaining to Wang;
6. An Order, pursuant to s. 85 of the *Society Act*, or otherwise, restraining the BCMA, by its directors, officers, servants, or otherwise, from receiving or considering any judgments, reports, reasons or recommendations pertaining to Wang from the Code of Conduct Committee;
7. An Order, pursuant to s. 85 of the *Society Act*, or otherwise, restraining the BCMA, by its directors, officers, servants, or otherwise, from communicating to any person the content of any judgments, reports, reasons, or recommendations from the Code of Conduct Committee;
8. An Order, pursuant to s. 85 of the *Society Act*, or otherwise, requiring the BCMA

to reimburse Wang for her reasonable expenses incurred in the performance of her duties as Director, including the legal costs incurred in the Code of Conduct proceedings;

9. Damages for breach of contract;
10. Special damages, including the reasonable expenses incurred in the Code of Conduct proceedings;
11. Aggravated and punitive damages;
12. Costs; and
13. Such further and other relief as this Honourable Court may deem proper.

Place of Trial: Vancouver, British Columbia

Dated at Vancouver, B.C., April 30, 2010



Robert W. Grant
Heenan Blaikie, LLP
Solicitor for the Plaintiff

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