

## **BYLAWS**

Under the Regulated Health Professions Act



**Effective October 10, 2023**

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## BYLAW I - INTRODUCTION

### ***1.1 Head Office***

The head office of the College of Physicians and Surgeons of Prince Edward Island (the College) shall be located in the City of Charlottetown, Prince Edward Island, wherein the business of the College may be conducted.

### ***1.2 Corporate Seal***

The corporate seal of the College shall be in the form impressed herein.

### ***1.3 Fiscal Year***

The business year of the College shall commence on January 1<sup>st</sup> and shall end on December 31<sup>st</sup> of the same year.

### ***1.4 Execution of Contracts***

*1.4.1* Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the College shall be signed by the CEO and the President, unless Council decides otherwise.

*1.4.2* The Council may, from time to time, direct the manner in which and the person by whom a particular document or type of document shall be executed.

*1.4.3* The CEO or the President may certify a copy of any instrument, resolution, bylaw, or other document of the College to be a true copy thereof.

### ***1.5 Rights of Membership***

*1.5.1* Membership in the College shall include entitlement to:

- i. receive notice of the annual meetings and any other special meetings of the College;
- ii. be eligible for appointment to Council or its committees;
- iii. exercise other rights and privileges given by the Regulated Health Professions Act (RHPA), the Medical Practitioners Regulations, and Bylaws.

*1.5.2* Pursuant to Section 14 of the RHPA

- i. An honorary member is a non practising, non-registered physician member;
- ii. An honorary member has the right to attend the annual meeting and any other special meeting of the College and to receive all member communication from the College;
- iii. An honorary member has the right to use the title of "Honourary Member, College of Physicians and Surgeons of PEI.";
- iv. An honorary member is not entitled to any of the benefits, rights, or privileges of a Registered Medical Practitioner under the provisions of the RHPA and the Medical Practitioners Regulations.

## BYLAW II – COUNCIL

### ***2.1 Introduction***

Each Council member, officer, public representative, or committee member must act honestly, in good faith, and in the best interest of the College.

### ***2.2 Duties of Council***

Each registered Council member, in addition to Council activities, may be required to participate as a committee chair or representative.

### ***2.3 Composition***

The Council of the College shall consist of:

Six members elected by the College and three public representatives appointed by the Lieutenant Governor in Council.

### ***2.4 Term in Office***

The term of office for all members of Council shall be three years with the option to be elected or appointed for a consecutive second term.

### ***2.5 Revocation***

Council may request the revocation of the appointment of a Council member as per clause 9(2) of the RHPA.

### ***2.6 Code of Conduct, Confidentiality Agreement and Conflict of Interest***

Each Council member, officer, staff member, public representative or committee member is required to:

- i. Abide by and sign the Code of Conduct Policy;
- ii. Sign the Confidentiality Agreement;
- iii. Sign the Conflict of Interest Disclosure Form, if necessary.

## BYLAW III – ANNUAL, SPECIAL & COUNCIL MEETINGS

### ***3.1 Annual Meeting***

*3.1.1* The annual meeting of the College shall be held at such place and at such time as determined by Council yearly, for the purpose of:

- i. hearing and receiving the annual reports and financial statements, as laid before the members;
- ii. for the appointment of the public accountant to act as auditor;
- iii. for the election of members to fill vacancies on the Council; and
- iv. for the transaction of such business as may properly be brought before the meeting.

**3.1.2 Quorum** - Twelve members present shall constitute a quorum for the transaction of business at any meeting of the members. Members in attendance shall sign an attendance sheet which shall form part of the record of the meeting and confirming the presence of a quorum.

**3.1.3 Right to Vote** – at each meeting of the members each member shall be entitled to vote. When directed by Council, voting may be done by electronic means.

**3.1.4 Observers** – may be permitted to attend meetings of Council and the annual meeting, at the discretion of Council. Persons entitled to attend meetings of Council, the annual meeting and any special meetings of Council shall be members, honorary members of the College, office staff, legal counsel for the College, public members, auditors, and others who are entitled or required to be present at such meeting.

### **3.2 Special Meeting**

The Council or the President shall have power, at any time, to call a special meeting of the members of the College to be held at such time and as such place as may be determined by the Council or the President. The President shall call a special meeting of the members of the College upon receiving a request in writing from fifteen or more members of the College.

### **3.3 Regular Council Meetings**

Council shall hold at least four (4) regular meetings per year, at such times and places as shall be determined by the Registrar.

#### *Duties of the Members of Council*

- i. the enactment, the repeal or amendment of the Bylaws, and regulations, subject to the provisions of the Regulated Health Professions Act;
- ii. the formulation, development, and approval of general policy and the overall direction of the College;
- iii. the receipt of the reports of other committees of the College;
- iv. the receipt of the report of the public accountant on the financial statements;
- v. the approval of the budget and the setting of licensing fees and all other fees;
- vi. the appointment of officers and members of committees; and
- vii. such other duties and functions as may be provided in the Regulated Health Professions Act, Regulations and Bylaws.

### **3.4 Notice of Regular Council Meetings**

Notice of the time and place of a Council meeting shall be given to each Council member in advance of a Council meeting, and shall include:

- i. minutes of the previous regular meeting;
- ii. a proposed agenda for the meeting; and
- iii. reference material required for the meeting.

### ***3.5 First Council meeting after the Annual Meeting***

The agenda at the first meeting of the Council following the annual meeting of the College shall include:

- i. confirmation of the appointment of the Registrar;
- ii. election and appointment of Treasurer; election and appointment of officers;
- iii. appointment to committees;
- iv. nominees to the Federation of Medical Regulatory Authorities of Canada; and
- v. schedule of regular meetings.

### ***3.6 Elected Officers***

At the first meeting of the Council after the annual meeting of the College, the Council shall elect from among its members a President and Vice-President. The prior incumbent, if a member of the Council, shall continue to hold office until the election at such meeting and, in default of such election, shall continue to hold office after such meeting. In case the office of President or Vice-President becomes vacant at any time, such vacancy shall be filled by the Council from among its members.

### ***3.7 Special Meetings of Council or Members***

3.7.1 The Council may convene a special meeting by resolution of the Council.

3.7.2 Notice of the time and place of a special meeting of Council shall be given to each in advance of the meeting. The notice shall specify the business to be brought forward.

3.7.3 Unless otherwise directed by the chair, special meetings will follow the Bylaws set forth under regular Council meetings.

3.7.4 No business shall be dealt with except that for which the meeting was called.

### ***3.8 Remuneration of Members of Council***

3.8.1 Members of Council shall receive an honorarium of \$1000.00 for a full day, \$500.00 for a half day, and/or \$125.00 per hour (a meeting under 2 hours is to be paid hourly, 2 hours to 4 hours is paid half day, over 4 hours is paid full day), together with mileage at a rate as determined by policy of Council, for those residing outside a 16 – kilometer radius of the place at which the meeting of Council is to be held.

3.8.2 Members of Council shall also be paid such sums in respect of their out-of-pocket expenses incurred in attending Council, or committee meetings or otherwise in respect of the performance by them of their duties as the Council may from time to time determine.

3.8.3 In addition, the Council may pass a resolution from time to time to award special remuneration out of the funds of the College for services outside the work or services ordinarily required of a member of Council. In particular, members of standing committees of Council are entitled to the same honorarium and mileage as at a regular meeting.



3.8.4 Attendance at Medical Council of Canada Meetings and meetings of the Federation of Medical Regulatory Authorities of Canada or sub-committee thereof, shall entitle Council's appointee to such meetings to receive travel and accommodation expenses plus an honorarium up to \$1000.00 per day for travel and meeting days, if not paid by the sponsoring body. Travel and accommodation expenses for the Registrar and office staff, if not paid by the sponsoring body, shall be paid by the College.

### ***3.9 Declaration of Interest***

Declaration of Interest – it shall be the duty, of every member of Council, the CEO and office staff, who is in any way, whether directly or indirectly, interested in or have privileged knowledge about

- i. a contract or arrangement with the College, or
- ii. a discipline matter when it is being considered by Council

to declare such interest or such knowledge, to leave the Council room during the discussion, and to refrain from voting in respect of the contract or arrangement, or the discipline matter.

### ***3.10 Indemnity of Members of Council and Officers***

Every member of Council or officer of the College and their heirs, executors, administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the College from and against:

- i. all costs, charges, and expenses whatsoever which such member or officer of the College sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against them or in respect of any act, deed, matter, or thing whatsoever, made, done, or permitted by them, or about the execution of the duties of their office;
- ii. all other costs, charges, and expenses which the member sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

### ***3.11 Manner of Meeting***

Unless the President determines otherwise, regular Council meetings shall be held at the head office in Charlottetown in person, or, in exceptional circumstances, Council may allow attendance at regular Council meetings by electronic means such as conference call, video conference or the like. Additional meetings, if required, may be held in person, by conference call, video conferencing, or other methods that permit members of the Council to participate in the meeting.

### ***3.12 Quorum and Attendance***

3.12.1 A majority of the members of the Council, with at least one being a public representative, shall constitute a quorum.

3.12.2 The CEO shall ensure an attendance record of all Council members is kept.

### **3.13 Council Motions**

3.13.1 Motions shall be decided by a majority of elected or appointed members of Council in attendance.

3.13.2 In the event of a tie vote the President shall vote to break the tie. If the President is absent, unable, or unwilling to vote, the Vice-President may break the tie by casting a second vote.

### **3.14 Order of Business**

3.14.1 At any regular Council meeting the order of business shall be:

- i. approval of the minutes of the previous regular meeting and considerations of the business arising therefrom;
- ii. unfinished business;
- iii. other items of business, at the discretion of the President.

3.14.2 Proceedings at meetings of the College and the Council shall be guided by the rules set down in “Robert’s Rules of Order Newly Revised – 11th edition” in all cases not specifically provided for in the Act, the regulations or in these Bylaws.

3.14.3 Agenda items not provided in advance of the distribution of the meeting material may be added to the agenda under new business, at the discretion of the President, at the time of the meeting and will be addressed if time permits. Items not addressed will be deferred to the next regular meeting.

### **3.15 Minutes**

3.15.1 Minutes of a meeting of Council, shall:

- i. be taken and include a record of all motions, recommendations, and decisions;
- ii. be circulated to all Council members; and
- iii. be approved at a subsequent meeting of Council.

3.15.2 Meetings may be recorded electronically for reference purposes. The electronic recording of any such meetings shall be retained for a minimum of 2 years. All members of Council must be made aware prior to the use of a recording device.

3.15.3 Council may permit a member of the College to view the minutes of a regular Council meeting at the office of the College, in exceptional circumstances and upon application in writing by the member, with the approval of the majority of Council members. Council may redact any unrelated, confidential information from the minutes.

### **3.16 Adjournments**

Meetings of the Council may be adjourned from time to time by a motion supported by a majority of the members of Council present.

## BYLAW IV – NOMINATIONS AND APPOINTMENTS

### **4.1 Eligibility**

4.1.1 Only members in good standing shall be eligible to nominate or be appointed to the Council.

4.1.2 Members of the College are not eligible for appointment to Council if:

- i. they are a director or officer of the Medical Society of PEI, a Medical Director of Health PEI, or a member of the Board of the Canadian Medical Protective Association;
- ii. they have already served two consecutive terms on Council, unless the member completing their second term is at the time also a member of the Medical Council of Canada, in which case the member would be eligible for election to a third consecutive term on Council;
- iii. the member has been declared mentally incompetent or incapable of managing their personal affairs;
- iv. the member has failed to attend three Council meetings without reasonable cause;
- v. the member has been convicted of an offence under the Criminal Code.

### **4.2 Nominations**

4.2.1 To be valid, a nomination must be in writing to the College and must be received by the CEO no later than the date fixed for receiving nominations.

4.2.2 At least 30 days before the date fixed by the Council for receiving nominations, the CEO shall publish or send to every member of the College eligible to nominate candidates a notice:

- i. advising of the nomination date;
- ii. seeking nominations;
- iii. advising of the last date for receiving nominations.

4.2.3 A nominee for appointment to the Council may, at any time prior to their appointment give notice in writing to the CEO of the nominee's wish to withdraw their name. The withdrawal becomes effective upon receipt of the notice.

4.2.4 The CEO shall provide the list of nominated candidates to Council for consideration and appointment.

4.2.5 Where the number of candidates nominated equals the number of Council members required, that candidate or those candidates shall be appointed. The President shall notify the candidate(s) confirming their appointment, once made.

### **4.3 Insufficient Number of Candidates**

4.3.1 If the call for nominations does not produce enough eligible nominees to fill the vacancies on Council, members of the College shall be so advised, and invited to resubmit nominations.

4.3.2 If the number of candidates nominated remains less than the number of Council members required, a Nominations Committee shall be appointed by Council, and shall nominate from amongst the eligible members a

sufficient number of consenting candidates so that the total nominations will be at least equal to the vacancies but not greater than twice the number of vacancies.

#### ***4.4 Taking Office***

4.4.1 Appointed Council members shall take office on the first Council meeting after the Annual General Meeting, or as soon thereafter as possible, in the year of their appointment.

4.4.2 Council members appointed in mid-term to fill a vacancy shall take office forthwith.

#### ***4.5 Cease to be a Council Member***

4.5.1 Any Council member may resign with a preferred 30 day written notice to the President.

4.5.2 Any Council member ceases to be a Council member if they:

- i. no longer resides in the province;
- ii. resign;
- iii. become an employee of the College.

4.5.3 Where any Council member

- i. whose conduct has been found to be Professional Misconduct or Incompetence, or
- ii. is convicted of an indictable offence or is sentenced to a term of imprisonment

they shall cease to be a member of the Council unless Council determines by resolution that the circumstances of the case do not require the member to be removed.

4.5.4 When a person ceases to be a Council member, all Council and committee appointments held by that person shall be vacated.

#### ***4.6 Mid-term Vacancy on the Council***

4.6.1 Where a mid-term vacancy occurs on the Council, notice shall be sent to members of the College to seek nominations to fill that vacancy and the member shall hold office during the unexpired term of the vacancy.

4.6.2 Where a mid-term vacancy occurs in the office of the President, the Vice President shall succeed as President and a new Vice President shall be elected by the Council from among the registered members of Council.

4.6.3 Where the mid-term vacancy is a public representative Council member appointed by the Lieutenant Governor in Council, the Lieutenant Governor in Council shall be notified so a replacement can be appointed to hold office for the balance of the unexpired term of the vacancy.

## BYLAW V – OFFICERS

### ***5.1 President***

5.1.1 The President of Council shall be elected by the Council having had a minimum of one year on Council.

5.1.2 The President, if present, shall;

- i. preside at and chair all meetings of the Council;
- ii. be a member ex officio of all committees of Council with the exception of the Investigative and Hearing Committees;
  - a. have a vote, only in the event of a tie, but may express opinions during debate;
  - b. general supervision of the business and affairs of the College;
  - c. perform such other duties as may be assigned by Council;
  - d. meet regularly with the CEO and Registrar at mutually agreed times and locations.

### ***5.2 Vice President***

5.2.1 The Vice President of Council shall be elected by the Council having had a minimum of one year on Council.

5.2.2 In the absence of the President, the Vice President, if present, shall preside at and chair all meetings of the Council. The Vice President shall be responsible for the performance of such duties as are set out in these Bylaws and as may from time to time be assigned by the Council.

### ***5.3 Chief Executive Officer and Registrar***

5.3.1 The CEO and Registrar shall perform all duties prescribed for them by the Act, Regulations, Bylaws, and policies.

5.3.2 The CEO and Registrar shall represent the College on the Board of Directors of the Federation of Medical Regulatory Authorities of Canada.

## BYLAW VI – EXECUTIVE APPOINTMENTS

### ***6.1 Chief Executive Officer***

6.1.1 The Chief Executive Officer shall be appointed by and accountable to Council. The CEO's responsibilities and remuneration shall be reviewed by the Council following an employee performance review annually, performed by the President, Vice President, and the COO and Registration Coordinator.

6.1.2 The CEO is responsible for planning and implementing the programs of the College in accordance with policies and objectives approved by Council, including overseeing the financial affairs and internal staffing, managing the office of the College and any additional functions and duties as assigned by Council.

## **6.2 Registrar**

6.2.1 The Chief Executive Officer may be appointed as Registrar for the purposes of Section 10(2) of the Regulated Health Professions Act (the Act), provided that one person is able to fulfill the responsibilities of both positions.

6.2.2 The Registrar shall be a registered member appointed by and accountable to Council. The Registrar's responsibilities and remuneration shall be reviewed by the Council following an employee performance review annually. Council will establish the terms of a contract as needed.

6.2.3 The Registrar shall have the general management and direction, subject to the authority of the Council and the supervision of the President, of the College's business and affairs.

6.2.4 In addition to the duties required by the Act, Regulations, and Bylaws, the Registrar shall perform other functions and duties as assigned by the Council.

## **6.3 Deputy Registrar**

6.3.1 The Deputy Registrar shall be appointed by Council. The Deputy Registrar's responsibilities and remuneration shall be reviewed by the Council following an employee performance review annually. Council will establish the terms of a contract as needed.

6.3.2 The Deputy Registrar shall take direction from the Registrar and assist in the general function of the office and shall report to the Registrar and CEO.

## **6.4 Chief Operating Officer**

6.4.1 The COO is responsible for the day to day operations of the office. Including but not limited to; monitoring the state of repair of the office property, to be the operational financial manager, hiring, performance appraisals, approval of vacation time, scheduling and coordinating all Council and Committee meetings, coordinating work assignments, review of remuneration, aid the statutory Committees of Council as needed, and feedback to Council. The COO is to be the chief liaison person with complainants and physicians in discipline matters. The COO shall report to the Registrar and CEO.

6.4.2 The COO is responsible to review all staff communication going to the Council, the President, or an individual Council member.

## **6.5 Registration Coordinator**

6.5.1 The Registration Coordinator shall assist in the registration process for applicants who apply for registration.

6.5.2 The Registration Coordinator shall report to the COO.

## **6.6 Administrative Assistant**

6.6.1 The Administrative Assistant shall attend the Council and Annual meetings and shall keep minutes of all proceedings of such meetings.

6.6.2 The Administrative Assistant shall report to the COO.

## **6.7 Treasurer**

The Treasurer shall be a member of Council who comes to the College office to oversee the financials, as required.

## **6.8 Other Officers**

The duties of all other officers of the College shall be such as the terms of their engagement call for or the Council requires of them.

## **BYLAW VII – COMMITTEES AND REPRESENTATIVES**

### **7.1 Committees of the Council**

7.1.1 The statutory committees of the Council are:

- i. the Investigation Committee, and
- ii. the Hearing Committee

7.1.2 The Council may establish other committees for the execution of the College's responsibilities. The committees may recommend actions to Council and ultimately Council shall make the decisions.

7.1.3 The Council shall establish the terms of reference and composition of all committees created by Council. The committees of the Council shall be:

- i. the Nominations Committee, which shall be established consisting of three past presidents of Council who are current members of the College; their function is to provide a list of nominated members of the College to fill vacancies on Council or its committees; and any additional functions as determined by Council; and
- ii. the Finance Committee, which shall review and provide recommendations to Council on the annual Budget and salaries of staff, and any other functions determined by Council.

7.1.4 The Council may appoint members to Council committees and shall prescribe in policy the terms of reference for any such committee including the composition, powers, and duties of the committee.

7.1.5 The Council may dissolve any Council committee by resolution at any time.

7.1.6 Committee members shall be:

- i. a member in good standing of the College; or
- ii. a Councilor; and
- iii. appointed by Council.

7.1.7 The Council shall appoint the chair of each committee.

7.1.8 Quorum for a committee shall be a majority of the committee members present at any meeting.

7.1.9 Unless otherwise stated in these Bylaws, or in the terms of reference for a committee, decisions of any committee shall be by majority vote of those members of the committee present at a duly constituted meeting.

## **7.2 Revocation of Committee Members**

Council may revoke the appointment of a committee member where the person:

- i. fails to attend three meetings without, in the opinion of the Council, good reason;
- ii. is convicted of an offence that, in the opinion of the Council, renders the member unsuitable to continue to hold office as a member;
- iii. commits an act, other than one referred to in clause (ii), that in the opinion of the members of the Council, undermines the ability of the member to act credibly as a committee member;
- iv. contravenes these Bylaws or established policies;
- v. is, in the opinion of the Council, unlikely to be able to fulfill the member's duties due to incapacity; or
- vi. where the committee member submits a letter of resignation.

## **BYLAW VIII – CONFIDENTIALITY**

### **8 Confidentiality**

Meetings and proceedings of the Council shall be held in camera and shall be confidential unless Council determines otherwise.

## **BYLAW IX – FEES**

### **9.1 Fees**

9.1.1 The following fees and charges applicable for a given fiscal year shall be set by Council in a schedule to be published to the membership annually. Annual membership fees are due and payable to the College on or before the expiry of registration.

No membership shall be renewed until any and all outstanding fees, levies, assessments, charges and/or penalties, have been paid in full.

- i. Credentialing fee
- ii. Administration fee
- iii. General Registration fee
- iv. Provisional Registration fee



- v. Special Registration fee
- vi. Honourary Membership fee
- vii. Late Penalty fee
- viii. Reinstatement fee
- ix. Jurisprudence Examination fee
- x. Certificate of Professional Conduct fee
- xi. College Seal fee
- xii. Change of Status fee
- xiii. Post Graduate Medical Trainee fee
- xiv. Initial Medical Corporation fee
- xv. Annual Medical Corporation fee

9.1.2 All members who have a Medical Corporation must provide annual forms and an annual fee to the College office, by March 1<sup>st</sup> of each year.

## **9.2 Collection of Fees**

9.2.1 All forms and fees related to the annual registration renewal must be received at the College office no later than March 1<sup>st</sup> each year.

9.2.2 All forms and fees related to the annual registration renewal not received by March 15<sup>th</sup> of each year shall be subject to a late penalty.

9.2.3 Any member with unpaid fees or penalties not received in full by the College prior to March 31<sup>st</sup> will be suspended effective April 1<sup>st</sup>.

9.2.4 All fees shall be paid by credit card, cash, or cheque.

## **BYLAW X – CARE OF FUNDS**

### **10.1 Budget**

10.1.1 The CEO and COO will prepare an estimate of the budget for the upcoming year. The annual budget will include an estimation of, but not limited to the following as determined by Council:

- i. salaries and benefits;
- ii. rent and/or mortgage;
- iii. utilities;
- iv. office supplies and associated costs;
- v. banking fees;
- vi. insurance fees;
- vii. professional fees;
- viii. maintenance fees;
- ix. advertising;
- x. affiliation fees;
- xi. amortization;
- xii. Council and Committee honoraria, including the President;
- xiii. professional conduct review costs;

- xiv. travel costs for Council members, staff representatives or committee members; and
- xv. revenue from registration fees;
- xvi. other revenue.

*10.1.2* The budget for the upcoming year will be presented for discussion by the Finance Committee and CEO at the Fall Council meeting.

*10.1.3* With the adoption of the annual budget by Council, expenses outlined in the annual budget are considered approved.

*10.1.4* Council can approve expenditures not outlined in the budget with a two-thirds majority vote of Council members present.

## ***10.2 Auditor's Reports***

*10.2.1* Council shall require the Financial Auditor, after receiving the financial records of the College, to prepare an Auditor's Statement of Income and Expenses of the College in accordance with generally accepted accounting principles and auditing standards. The statement shall be provided to the Council by the CEO and Finance Committee at the Spring or Fall regular meetings of Council.

*10.2.2* Council shall require the Financial Auditor, after receiving the financial records of the College, to prepare an Auditor's Annual Report and Statement of Financial Position of the College in accordance with generally accepted accounting principles and auditing standards. The CEO shall distribute the Annual Auditor's Report to Council, and Financial Statements to the members at the Annual General Meeting.

## ***10.3 Banking***

*10.3.1* The Council, and the staff of the College, shall ensure that all money received on behalf of the College is deposited in the name of the College in a bank.

*10.3.2* The College shall utilize a credit card for the purpose of purchases, which are not able to be invoiced to the College such as, supplies, equipment, furniture, gifts, meals, mailing/courier fees, monthly services, annual fees, conference fees, course registrations, advertising, flight expenses for staff and Council members or other members travelling on College business, hotel expenses for staff travelling on College business.

*10.3.3* The College credit card can be used for expenses made under the supervision of the CEO.

## ***10.4 Signing Authority***

*10.4.1* The signing officers of the College with respect to contracts, leases, bills of exchange, investments, memoranda of understanding and other agreements binding the College shall be: the CEO, the President, the Treasurer, and the COO.

*10.4.2* Signing authority for financial matters shall be any two of the four signing officers.

## ***10.5 Investments***

The Council shall make all reasonable efforts to ensure that when funds of the College are invested, they are protected through means set out in policies and procedures approved by Council.

## ***10.6 Insurance***

*10.6.1* Council shall make all reasonable efforts to ensure that the College maintains security arrangements and insurance coverage against loss of funds that the College may sustain resulting from employee dishonesty, destruction, disappearance, forgery, or other wrongful conduct.

*10.6.2* Council shall make all reasonable efforts to ensure that the College maintains insurance coverage for office contents, liability insurance for staff and officers and omissions and errors insurance.

## **BYLAW XI – OMISSIONS AND ERRORS**

### ***11 Omissions and Errors***

The accidental omission to give notice to members, Council members, or officers or the non-receipt of any notice by any member, Council member or officer or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

## **BYLAW XII – WAIVER OF NOTICE**

### ***12 Waiver of Notice***

Any member, Council member or officer may waive any notice required to be given under any provision of the Regulated Health Professions Act or Bylaws of the College and such waiver whether given before or after the meeting or any other event of which notice is required to be given shall cure any default in giving such notice.

## **BYLAW XIII – GRAMMATICAL PROVISIONS**

### ***13 Grammatical Provisions***

In these Bylaws, words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine gender and vice versa; the words importing personas shall include companies, corporations, partnerships, and any other aggregate of persons.

## **BYLAW XIV – BYLAWS**

### ***14.1 Bylaw Validity***

A bylaw is validly made if;

- i. it is read and discussed by the Council members;

- ii. at the next Council meeting, it is formally approved and adopted by resolution of the Council; and
- iii. it is;
  - a. signed by the President and the Chief Executive Officer, and
  - b. sealed with the corporate seal of the College.

### ***14.2 New Bylaws***

New Bylaws or changes in the Bylaws may be enacted from time to time by the Council.

### ***14.3 Notice of Bylaws***


Notice to all members of new Bylaws or changes to Bylaws will be provided on the College website.

### ***14.4 Copies of Bylaws***

Copies of the Bylaws shall be open for inspection by any person as determined by Council.

  
\_\_\_\_\_  
CEO, Registrar

Dated October 10, 2023

  
\_\_\_\_\_  
President

Dated October 10, 2023

