

## **BY-LAWS OF**

### **The Saskatchewan College of Family Physicians – a Chapter of the College of Family Physicians of Canada**

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## 1. **DEFINITIONS**

- a) ACT refers to Saskatchewan The Non-profit Corporations Act, 1995.
- b) BOARD means the Board of Directors of the Saskatchewan College of Family Physicians.
- c) BY-LAW means any By-Law of the Saskatchewan College presently in force and effect.
- d) CFPC or NATIONAL COLLEGE means the College of Family Physicians of Canada.
- e) COLLEGE OF MEDICINE means the College of Medicine at the University of Saskatchewan.
- f) SASKATCHEWAN COLLEGE or COLLEGE means the Saskatchewan College of Family Physicians.
- g) COMMITTEE unless otherwise specified means: Committees, Sub Committees, Working Groups and Task Forces.
- h) DIRECTOR means an elected member of the board.
- i) EXECUTIVE means Executive Committee of the Saskatchewan College.
- j) OFFICER means a person elected to one of the Offices established by the By-Laws.
- k) ORDINARY RESOLUTION means a resolution passed by a majority of the votes cast on that resolution.
- l) INTERPRETATION – in these By-Laws where context requires words importing the singular include the plural and vice versa and words importing gender include masculine, feminine and neuter genders.
- m) SPECIAL RESOLUTION means a resolution passed by not less than two-thirds of the votes cast on that resolution by the Members entitled to vote on such resolution at a Meeting of Members duly called for that purpose.

## 2. **NAME**

The name of the Corporation (hereinafter called “the Saskatchewan College”) shall be “The Saskatchewan College of Family Physicians – a Chapter of the College of Family Physicians of Canada”.

## 3. **OBJECTS**

The objects of the Saskatchewan College shall be the same as those for the CFPC.

**4. FISCAL YEAR**

The fiscal year of the Saskatchewan College shall end on the 31<sup>st</sup> day of May in each year.

**5. HEAD OFFICE**

The Head Office of the Saskatchewan College shall be located within Saskatchewan.

**6. COAT OF ARMS, CREST, CORPORATE SEAL AND LOGO**

If the Saskatchewan College possesses a Coat of Arms, Crest, Corporate Seal or Logo they shall each exist in a form approved by the Board. The custody of the Corporate Seal shall be entrusted to the President or designate to be affixed to documents as directed by the Executive, the Board or the President.

**7. CODE OF ETHICS**

The Code of Ethics of the Canadian Medical Association (CMA) shall be adopted as the Code of Ethics of the Saskatchewan College.

**8. INDEMNIFICATION: PROTECTION OF DIRECTORS, OFFICERS, AND OTHERS**

**8.1 Limitation of Liability**

All Directors and Officers of the College in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the College and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, and without limiting any defences available to a Director or an Officer, no Director or Officer shall be liable for:

- a) The acts, omissions, failures, neglects, or defaults of any other Director, Officer, or employee
- b) Any loss, damage, or expense happening to the College through the insufficiency or deficiency of title to any property acquired for or on behalf of the College
- c) The insufficiency or deficiency of any security in or upon which any of the moneys of the College shall be invested
- d) Any loss, damage, or expense arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the moneys, securities, or effects of the College shall be deposited
- e) Any loss, damage, or expense arising from any error of judgment or oversight on the part of such Director or Officer
- f) Any other loss, damage, or expense arising from the execution of the duties of office or in relation thereto.

## **8.2 Indemnity**

The College shall indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the College's request as a Director or Officer or in a similar capacity of another entity, and their heirs and legal representatives, against all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative, or other proceeding in which the individual is involved because of that association with the College or such other entity.

## **8.3 Advance of Costs**

The College shall advance moneys to a Director, Officer or other individual for the costs, charges, and expenses of a proceeding referred. The individual shall repay the moneys if the individual does not fulfill the conditions of acting honestly and in good faith with a view to the best interests of the College.

## **8.4 Limitation**

The College shall not indemnify an individual unless: a) the individual acted honestly and in good faith with a view to the best interests of the College, or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the College's request; and b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

## **8.5 Additional Circumstances**

The College shall also indemnify an individual referred to in 8.2 in such other circumstances as the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

## **8.6 Insurance**

The College may purchase and maintain insurance for the benefit of Directors and Officers as the Board may from time to time determine.

## **9. *MEMBERSHIP CLASSES, DESIGNATIONS, AND STATUS***

- a) Classes of membership, special designations and requirements for granting, maintaining, suspending, revoking and restoring membership are as established by the National College.
- b) The right to grant new and renewing memberships, assign members to classes of membership, grant and award special designations and remove any or all of the above shall remain at all times with the National College.
- c) In order to remain a member in good standing with the Saskatchewan College an individual must meet the requirements of the class of membership to which he or she

has been assigned, as determined by the National College, continue to be a member in good standing with the National College and maintain their membership fees with the Saskatchewan College.

- d) College Members residing and/or practicing within Saskatchewan and belonging to the following membership classes shall be Members of both the College and the College of Family Physicians of Canada: Active, Life, Resident, Retired, Senior, Student, Sustaining. College membership shall be optional for Members in the following classes: Affiliate Specialist, Associate, Honorary, Public.

## **10. MEMBERSHIP FEES**

- a) Members shall pay annual College of Family Physicians of Canada membership fees as determined by the National Board and College membership fees as determined by the Board of Directors of the Saskatchewan College.
- b) The Saskatchewan College membership fees for members in the Active class shall be determined by the Saskatchewan College. The Saskatchewan College membership fees for all other classes of membership shall bear the same relationship to the Active membership fee as has been established by the CFPC.
- c) Such Saskatchewan College membership fees shall subsequently be ratified by a simple majority of the membership eligible to vote at an Annual Meeting.
- d) Membership fees shall be directed towards the cost of Saskatchewan College.

## **11. BY-LAWS**

- a) **Amendments require National Board approval.** Any amendments to the College's by-laws must first be approved by the College of Family Physicians of Canada's Board of Directors before being presented to the College's members, to ensure that the articles that need to remain consistent with College of Family Physicians of Canada's by-laws do.
- b) **Make, Amend, or Repeal By-laws.** The Board of Directors may by resolution, make, amend, or repeal any By-laws that regulate the activities or affairs of the College. Any such By-law, amendment, or repeal shall be effective from the date that the College of Family Physicians of Canada's Board of Directors approves the resolution of Directors (as per 11(a)) until the next Meeting of Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution. If the By-laws, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The By-law, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.
- c) **Special Resolution.** Special resolutions apply to: increase or decrease the number of or the minimum or maximum number of-Directors; change the statement of the purpose of the College; change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the College; change the manner of giving notice to Members entitled to vote at a Meeting of Members; change the method of voting by Members not in attendance at a Meeting of Members.

- d) **Amendments by the Membership.** Any five (5) or more voting Members in good standing may propose, in writing, an amendment to the By-laws by submitting the same to the Executive Director at least sixty (60) days prior to the meeting of the Members at which the same is to be considered.
- e) **Notice for Proposed Amendments.** Notice of such a proposed amendment shall be communicated by the Executive Director to all Members, together with the time and place of the meeting, at least twenty-one (21) days before the meeting at which the proposed amendment is to be considered.
- f) **Amendments and the By-laws Committee.** Every proposal to amend the By-laws, shall be referred to the By-laws Committee which, in consultation with the proposer, shall amend any such proposal to the extent necessary to satisfy legal requirements and to ensure that any proposed amendment is not inconsistent with any other provision of the By-laws not intended to be amended.
- g) **Amendment and Board Referral.** Any amendment originating by way of these By-laws shall be referred to the Board for its consideration, which may, in consultation with the By-laws Committee, make such revisions to the proposed amendment as it thinks advisable.

## 12. **MEETINGS**

- a) The Annual Meeting of Members shall be held at a time and place decided by the Chapter Board on recommendation of the Executive Committee.
- b) The maximum lapsed time between Annual Meetings of Members shall be fifteen (15) months.
- c) Whenever possible the Annual Meeting of Members should be held to coincide with the Family Medicine Conference of the Chapter.
- d) Special meetings of the Saskatchewan College may be called by the President at direction of the Executive Committee or at the written request of (10) or more members. Only such business as appeared on the notice of meeting may be considered at a Special Meeting.
- e) Notice of all Annual Meetings of Members shall be e-mailed to all members at least twenty-one (21) days prior to the meetings or posted on the College website at least thirty (30) days prior to the meetings. A copy of the audited annual report must be sent to Members no less than twenty-one (21) days prior to the Annual Meeting.
- f) In the event that the President and the President-Elect are both absent, a member of the Executive Committee shall be elected to preside at the meetings.
- g) Quorum for all Annual Meetings of Members shall be twenty-five (25) members.
- h) Quorum for all Executive Meetings shall be a majority of the Executive Committee.
- i) College members in good standing are entitled to attend and vote at Annual or Special Meetings in keeping with the rights defined by their classes of membership.

- j) Observers/guests may attend at the invitation of the Chair and may only speak at the invitation of the Chair but shall not vote.
- k) The conduct of meetings shall be governed by the latest revised edition of Bourinot's Rules of Order.
- l) Minutes of all Annual Meetings of Members and Board Meetings will be recorded and circulated with the agenda for the next meeting.

### **13. ELECTION OF OFFICERS AND DIRECTORS**

- a) The Officers and Directors of the Saskatchewan College shall be elected by the membership during an Annual Meeting of Members.
- b) The Nominating Committee shall put forward nominations for each vacancy and allow for nominations from the floor of the Annual Meeting of Members, with the exception of the President and Past-President positions, for which there will be no additional nominations accepted. Any position for which there is more than one nomination shall be decided by poll of all Members present at the Annual Meeting who are eligible to vote. The successful candidate shall be the one receiving the most votes. All matters relating to the conduct and administration of elections including the appointment of scrutineers and the counting of ballots shall be governed by regulations established by resolution of the Board and administered by the Treasurer.

### **14. BOARD OF DIRECTORS**

- a) Composition of Board of Directors  
The Board of Directors of the Saskatchewan College shall be composed of:
  - (i) The Officers of the Chapter;
    - (a) the President;
    - (b) the Past-President;
    - (c) the President-Elect; and
    - (d) the Treasurer.
  - (ii) Six (6) elected Members at Large.
  - (iv) The Chair of the Academic Family Medicine Program;
  - (v) Two (2) Family Medicine Residents, which shall be the residents serving as the University of Saskatchewan members of the Section of Residents Council, and they shall have a combined single vote. If they vote in opposition of each other, their vote is nullified.
  - (vi) Two (2) Family Medicine Club Students enrolled in the College Of Medicine attend as observers only

- b) Terms of Directors shall be two years for the Executive members and two years for members at large
- c) The duties of the Directors shall be to:
  - (i) manage the activities and affairs of the Saskatchewan College;
  - (ii) ensure the Chapter meets the National College's Objects and Purpose;
  - (iii) ensure the Chapter fulfills its roles and responsibilities in the implementation of the policies, programs and activities of both the Chapter and the National College; and
  - (iv) establish committees, develop policies, carry out activities and employ staff to meet the needs of its members and to fulfill its requirements as a Chapter of the National College.
  - (v) Only the Board has the authority to submit to the Members any question or matter requiring the approval of Members: filling a vacancy among the Directors or in the office of Public Accountant or appoint additional Directors; issuing debt obligations except as authorized by the Directors; approving any financial statements; adopting, amending or repealing By-laws; or establishing contributions to be made, or dues to be paid, by Members.
  - (vi) A Director of the College shall disclose to the College, any interest that such Director has in a material contract or transaction, whether made or proposed, with the College, if such Director a) is a party to the contract or transaction, b) is a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction, or c) has a material interest in a party to the contract or transaction. Such Director shall not vote on any resolution to approve the same except as outlined by the Board.

d) Meetings of Board of Directors

The board of Directors shall meet immediately preceding each Annual Meeting of Members and at such other times and at such places as determined by the Executive Committee. A majority of members of the Saskatchewan College Board of Directors present shall constitute a quorum.

Any Director may participate in a meeting of the Board by means of conference telephone or other communication facility that permits satisfactory communication and response among all participants. A Director participating in accordance with these Bylaws shall be deemed to be present at the meeting.

A motion or resolution approved in writing, including electronically-transmitted text, by all of the Directors shall be as valid and effective as if it had been passed at a meeting of the Board, duly called and constituted. Such resolution shall be filed with the minutes of the proceedings of the Board and shall be effective on the date stated thereon or on the latest date stated on any counterpart.



- e) The Board shall have the power to appoint a replacement for any office that becomes vacated due to death, illness, and resignation or otherwise of the member. Such appointee is to serve for the unexpired term.
- f) The Board shall ensure that proper funds and records are kept and arrange for an annual audit of the financial affairs of the Saskatchewan College.
- g) The Board shall set the date, place, and time of the Annual Meeting of Members.
- h) Reimbursement of Expenses  
The Directors may be reimbursed for expenses incurred in attending meetings of the Board in accordance with current Board Policy.

**15. THE EXECUTIVE COMMITTEE**

- a) The Executive Committee shall be composed of the Officers of the Chapter. The Executive Committee shall act on behalf of the Board of Directors and take such actions as it deems advisable whenever the business of the Saskatchewan College demands prompt action between meetings of the Board.
- b) The Executive Committee shall direct and integrate the work of all Committees.
- c) The Executive Committee shall prepare the Agenda for Meetings of the Board of Directors.
- d) The Executive Committee shall set the dates of the meetings of the Board of Directors.
- e) Actions of the Executive Committee shall be ratified by the Board at the first meeting following.
- f) A majority of the Executive Committee shall constitute a quorum.
- g) The Executive Committee shall submit a comprehensive report at the Annual Meeting of Members.
- h) The members of the Executive Committee shall continue in the performance of their duties in their respective offices until their successors are elected and installed.

**16. SUSPENSION/REMOVAL OF DIRECTORS**

Subject to the Act, the Members may by ordinary resolution passed at a Special Meeting of members, remove any Director from office. The vacancy created by such removal may be filled at the same Meeting of Members, failing which it may be filled by the Board. A Director shall be expected to attend at least 75% of regularly scheduled meetings of the Board and of each committee of which such director is a member, unless the Board is advised of a valid reason why a Director cannot attend. Each Director shall be bound by such rules of conduct and standards of performance for directors as the Board may from time to time prescribe. Failure to attend the prescribed number of meetings or to act in accordance with the rules of conduct or standards of performance for Directors of the Corporation may result in removal from the Board.

## 17. **DUTIES AND TERMS OF OFFICE**

- a) The **President** serves a term of two (2) years, or until a successor is elected.
- b) The President shall call meetings of the Executive Committee and preside at meetings of the Executive Committee, Board, and at Annual Meetings of Members.
- c) The President shall call for reports, sign all documents requiring his/her signature, vote to break a tie, announce results of such votes and be eligible to participate in all committees but only be eligible to vote when specifically included in the terms of reference of the committee.
- d) The President shall conduct all meetings according to the recognized rules of Canadian parliamentary procedure.
- e) The President shall appoint all committees not provided for by the Board of Directors.
- f) The President shall carry out or supervise correspondence within the Saskatchewan College as well as communication between the Saskatchewan College and the various bodies.
- g) The President shall be designated as the official spokesperson for the Saskatchewan College.
- h) The **President-Elect** is elected at the Annual Meeting of Members and serves a term of two (2) years, or until he/she succeeds to the Presidency.
- i) The President-Elect shall assist the President in his/her duties and in the absence, withdrawal, or death of the President he/she shall assume all duties and authority of the President.
- j) The President-Elect shall succeed to the Office of President at the expiration of the President's term.
- k) The President-Elect shall be Chair of the Resolution Committee.
- l) The Honorary Secretary-**Treasurer** is elected at an Annual Meeting of Members for a term of two (2) years.
- m) The Honorary Secretary-Treasurer shall ensure the proper receipt and disbursement of all funds by the Saskatchewan Chapter and maintain or cause to maintain adequate records.
- n) The Honorary Secretary-Treasurer shall render to the Executive Committee and Board, whenever they may request, an account to all its transactions and of the financial condition of the Saskatchewan College.
- o) The Honorary Secretary-Treasurer shall present the financial condition of the Saskatchewan College to the Annual Meeting of Members.

- p) The Honorary Secretary-Treasurer shall prepare an annual budget to present to the Executive Committee, board, and to the Annual Meeting of Members.
- q) The immediate **Past-President** shall remain on the Executive Committee for two (2) years beginning at the conclusion of his/her term as President.
- r) The Past-President shall carry out such functions as may be delegated to him/her.
- s) The Past-President shall be Chair of the Nomination Committee.

**18. EXECUTIVE DIRECTOR**

- a) An Executive Director may be appointed by the Executive Committee, if need is shown.
- b) The Executive Director shall be maintained in a permanent location, which shall also serve as the permanent address of the Saskatchewan College. All official correspondence of the Saskatchewan College shall originate and terminate from this location.
- c) The Executive Director shall carry out the duties assigned by the Executive Committee and Board.
- d) The Executive Director shall attend all meetings of the Executive Committee, Board and the Annual Meeting of Members.
- e) The remuneration of the Executive Director shall be decided by the Board on recommendation of the Executive Committee of the Saskatchewan College.
- f) The Executive Director shall be bonded.

**19. FUNDS**

- a) Disbursements must be made by cheque with two signatures, credit card, online banking, or direct deposit. The signing officers are to be any two of the President, Treasurer, President-Elect, Past-President, and Executive Director.
- b) The Board shall ensure that all necessary records of the Saskatchewan College required by the By-laws or by any applicable statute or regulations are regularly and promptly kept.

**20. COMMITTEES**

- a) **Executive Committee.** The College shall have an Executive Committee comprised of the Past President; the President; the President Elect; the Honorary Secretary Treasurer.
- b) **Committees of the Board.** The Board may appoint one (1) or more Committees of the Board, however designated, and delegate to any such Committee any of the powers of the Board except those which pertain to actions which, a Committee of the

Board has no authority to exercise. The Board may from time to time appoint such advisory bodies as it may deem advisable.

- c) **Transaction of Business.** The powers of a Committee of the Board may be exercised by a meeting at which a quorum is present or by resolution in writing signed by all Members of such Committee who would have been entitled to vote on that resolution at a meeting of such Committee.
- d) **Quorum and Procedure.** Unless otherwise determined by the Board, each Committee and advisory body shall have power to fix its quorum at not less than a majority of its Members, and to regulate its procedure.

## 21. EFFECTIVE DATE AND REPEAL

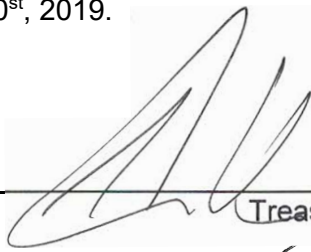
### 21.1 Effective Date.

This By-law shall come into force when made by the Board.


### 21.2 Repeal of By-laws.

All previous By-laws are repealed as of the coming into force of This By-law. Such repeal shall not affect the previous operation of any By-law so repealed or affect the validity of any act done or right, privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or predecessor charter documents of the College obtained pursuant to, any such By-law prior to its repeal. All Officers and persons acting under any By-law so repealed shall continue to act as if appointed under the provisions of This By-law and all resolutions of the Members or the Board or a Committee of the Board with continuing effect passed under any repealed By-law shall continue to be good and valid except to the extent inconsistent with This By-law and until amended or repealed.

This By-law was made by the Directors of the College on , and was confirmed without variation by the Members of the Corporation on September 20<sup>st</sup>, 2019.



Treasurer



President