

# **Medical Society of Prince Edward Island**

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## **CONSTITUTION AND BYLAWS**

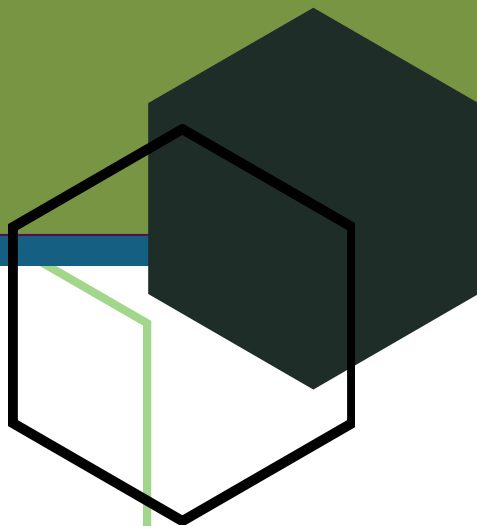


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## PART 1 – CONSTITUTION

The Medical Society of Prince Edward Island, Canadian Medical Association, Prince Edward Island Division (*the “Society”*) was continued on as a body corporate pursuant to Section 2 of the Medical Society Act, R.S.P.E.I. 1988, M-5.1, as amended from time to time, which Act provides as follows (the “Constitution”):

### **2. Society Continued**

*(1) The Medical Society of Prince Edward Island, Canadian Medical Association, Prince Edward Island Division, a body corporate continued under section 2 of the former Act, is continued as the Medical Society of Prince Edward Island, a body corporate.*

### **Objects**

*(2) The objects of the Society are*

- (a) the advancement of medical science in all of its branches, the promotion of health and the improvement of medical services;*
- (b) the prevention of disease in co-operation with health officers and all others engaged in such works;*
- (c) the promotion of the professional interests of its members and of the status of the medical profession;*
- (d) the promotion of harmony and unity of purpose between the medical profession and the various persons responsible for the care of sick or injured persons;*
- (e) the representation of its members in relations with national bodies, government and other health agencies and professional organizations;*
- (f) the provision of a fee guide for members; and*
- (g) the consideration of all matters concerning the good and welfare of members of the Society.*

### **Powers**

*(3) To advance the objects of the Society and carry on its business and affairs, the Society may*

- (a) promote medical science and related arts and sciences;*
- (b) promote measures designed to improve standards of hospital and medical services;*
- (c) establish local and regional districts;*
- (d) fix and collect fees payable to it by its members;*
- (e) publish or promote the publication of journals, newsletters, reports, brochures or other papers relative to its interests;*
- (f) act as an agent within the province of the Canadian Medical Association or other association representing medical practitioners, and may collect and remit fees levied by any such association;*
- (g) act on behalf of any of its members; and*
- (h) exercise the powers conferred on a company incorporated under Part II of the Companies Act R.S.P.E.I. 1988, Cap. C-14, except where those powers are inconsistent with this Act.*

### **Bargaining agent**

*(4) The Society is constituted as the sole bargaining agent on behalf of registrants in negotiations with respect to fees for services rendered in the practice of medicine.*

### **Agreements**

*(5) The Society may enter into agreements, not inconsistent with this Act or the regulations, with the Government or its agents, that bind its members, respecting matters related to the practice of medicine, and for that purpose is constituted as the sole and exclusive bargaining agent for any and all registrants.*

## PART 2 – BYLAWS

In addition to the objects, jurisdiction, rights and responsibilities granted in the Constitution, the Medical Society of Prince Edward Island, Canadian Medical Association, Prince Edward Island Division, enacts the following Bylaws in accordance with the authority specifically afforded in Section 8 of the Medical Society Act, R.S.P.E.I. 1988, M-5.1 (“Medical Society Act”):

### BYLAW 1. INTERPRETATION

“Amendment” with reference to a change proposed to the Bylaws of the Society, means an amendment passed in accordance with Section 8(2) of the Medical Society Act and Bylaw 17 herein;

“Annual Meeting” means the annual general meeting of the Members of the Society;

“*Appointed*” means the process by which an individual is selected for a position or office through the decision of one or more authorized persons or bodies, as defined by these Bylaws.

“Ballot” means a ticket, sheet of paper or form, either in physical or electronic form, used by a Member of the Society to cast a Vote.

“Board” means the Board of Directors of the Society, as elected or appointed, pursuant to the Bylaws, as amended from time to time, which is comprised of the Officers and Directors of the Society and which is responsible for governing, controlling and administering the affairs of the Society;

“Bylaws” means these Bylaws and any other Bylaws enacted by the Society, as amended from time to time, which are in force and effect;

“Chief Executive Officer” or “CEO” means an individual employed by the Board, in accordance with Policies of the Society, to manage the operations of the Society;

“CMA” means the Canadian Medical Association;

“College” or “CPSPEI” means the College of Physicians and Surgeons of Prince Edward Island as constituted pursuant to the *Regulated Health Professionals Act, Medical Practitioner Regulations*;

“Committee” means any committee of the Society;

“Constitution” means the objects, jurisdiction, rights and responsibilities granted in the *Medical Society Act*, as it relates to the continuing on of the Society as a body corporate, and any amendments or regulations thereto, in effect from time to time;

“Director” means an individual elected to the Board or appointed to the Board in the case of a vacancy, resignation or removal, in accordance with the Bylaws. *This includes both members and may include a limited number of non-members of the Society as set out in Section 5.2, to ensure a wide range of expertise and perspectives are represented on the Board. Non-member Directors shall have full voting rights but shall not serve as Executive Officers, except for the Chair and Treasurer.*”;

“*Elected*” means the process by which individuals are selected for a position or office through a voting process by a designated body or the general membership of the Society, as defined by these Bylaws.

“Ex-Officio Member” means a position or office that is granted to an individual because that person holds another specified position or office. For clarity and unless otherwise provided, all Ex-Officio positions or offices are non-voting for the purposes of the Bylaws;

“Executive Officer” means each of the Chair, Past-President, President, President-Elect and Treasurer and “Executive Officers” means all five Executive Officers;

“External Committee” refers to committee referenced in Bylaw 7.5 herein;

“

“Mail” means any information sent by post, fax or electronic mail such as that a written copy may be produced;

“Mailing Address” means the mailing and/or e-mail address specified by a Member, by notice to the Society, as the address at which the Member wishes to receive all notices, special resolutions, ballots and other correspondences from the Society;

“Membership Year” means the membership and fiscal year of the Society which aligns with the standard calendar year;

“Member” means an individual who as applied for membership, paid the applicable fees and has been approved by the Board of Directors as a member under a class of membership defined in Section 4.5 *or Section 4.6* of these Bylaws;

“Membership” collectively means those individuals who are or who become, and who continue to be, Members in good standing in accordance with the Bylaws; individually means the grant of membership given to a Member;

“Notice” means to be made aware by delivery, mail, fax, electronic mail or other electronic means that produces a written copy;

“Officer” means an individual authorized by the Members to act on behalf the Society, in the case of Executive Officers, or an individual invested with the character of an Officer by the Board, in the case of the CEO or otherwise;

“Ordinary Resolution” with reference to a resolution of the Members, members of a Committee, or the Board, means a resolution passed by a simple or bare majority vote (i.e. more than fifty percent (50%) of the vote of the Members who vote on a ballot put to Members entitled to vote) either at a convened meeting or by circulating a resolution for signature;

“Policies” means the policies and procedures enacted by the Board or Society and any amendments thereto;

“Practice Location” means the Province where a Member carries on the majority of their medical practice;

“Quorum” means the minimum number of voting Members, members of a committee, or Directors of the Board that must be present at a meeting before it can officially begin and before official decisions can be made. *Notwithstanding the aforementioned, quorum shall not be achieved if at any time it is constituted by a majority of non-members. This ensures that decisions critical to the governance and direction of the Society always reflect the majority perspective of its members.*

“Registrant” means an individual who is registered in a register for medicine pursuant to the *Regulated Health Professionals Act, Medical Practitioner Regulations*;

“Restricted Member” means a Restricted Member as per Bylaw 4.5 herein;

“Special Meeting” means a meeting called in accordance with Bylaw 11.2 herein;

“Special Resolution” with reference to a resolution of the Members, members of a committee, or the Board, means a resolution passed by not less than seventy-five percent (75%) of the votes of the Members, members of a committee, or Board, as the case may be, present and entitled to vote at the Special Meeting;

“Standing Committee” means a committee established in accordance with Bylaw 7.2 herein and “Standing Committees” means all committees established therein;

“Special Committee” means a group organized by the Board for a specific purpose and, where appropriate, for a time-limited period. This could include a committee, task force, advisory board or team, for example, Health Care and Promotion.

“Writing” means any communication recorded in writing, including in electronic form;

“Vote” means the expression of the voter’s wish, desire, will, preference or choice in regard to any measure formally manifested by casting a ballot manually, by mail, or through electronic means;

Except as otherwise provided, the definitions in the *Medical Society Act* and the *Regulated Health Professionals Act, Medical Practitioner Regulations* as enacted from time to time and all amendments thereto, shall apply to the Bylaws. Additionally, where practical, the rules of construction contained in the *Interpretation Act, R.S.P.E.I. 1988, I-8*, as enacted from time to time and all amendments thereto, shall also apply to the interpretation of the Bylaws.

## BYLAW 2. NAME, REGISTERED OFFICE, SEAL, CMA AFFILIATION

### 2.1 Name

The Medical Society of Prince Edward Island, Canadian Medical Association, Prince Edward Island Division, shall be known as the “Medical Society of Prince Edward Island”, “Society” or “MSPEI”, interchangeably. Furthermore, while the Medical Society continues as an affiliated medical body of the CMA, the words “CMA Prince Edward Island Division” or “CMA PEI Division” may also be used in or in place of its name.

### 2.2 Registered Office

The Registered Office of the Society shall be located at *Carr, Stevenson & MacKay, 65 Queen Street, Charlottetown*, Prince Edward Island, Canada, or such other address as determined by Ordinary Resolution of the Board.

### 2.3 Seal

The seal of the Society, the design of which shall be approved by the Board, shall remain in the custody of the Chief Executive Officer and shall be affixed by the CEO or their delegate, or by a person selected by an Ordinary Resolution of the Board, to all documents required to be sealed.

### 2.4 CMA Affiliation

The Society is a division of the CMA representing the medical profession of the Province of Prince Edward Island. “CMA Delegates” *from Prince Edward Island* for election to the CMA Board of Directors and/or other CMA positions *shall be determined* in accordance with the bylaws and/or policies of the CMA in effect from time to time.

CMA Delegates shall receive instructions from and shall report to the CMA. Accordingly, the Society shall not, in any way, be liable or responsible for the actions and/or liabilities of the CMA as it relates to CMA Delegates or otherwise and all Members agree to waive any cause of action against the Society relating to the actions and/or liabilities of the CMA.

## BYLAW 3. ETHICS AND PROFESSIONAL CONDUCT

### 3.1 Code of Ethics

The code of ethics of the Society shall be the Code of Ethics of the CMA (“Code of Ethics”).

## BYLAW 4. MEMBERSHIP

### 4.1 Membership Generally

Every person who has paid the applicable membership fee and is registered in the register for medicine pursuant to the Regulated Health Professionals Act, Medical Practitioner Regulations (a “registrant”) is eligible to become a Member of the Society pursuant to Section 3 of the Medical Society Act. In addition, the Society has created and may admit persons who have paid the applicable fees to different classes of membership in the Society as per the authority granted to it pursuant to Section 3(3) of the Medical Society Act.

### 4.2 Application for Membership

To apply to become a Member, or to reapply as the case may be, individuals must submit an application annually seeking membership in one of the classes set-out below in Bylaw 4.5. Application must be made by submitting the prescribed form to the Registered Office of the Society, together with the prescribed membership fee, which prescribed fee and payment terms applicable thereto shall be established by the Board of Directors (“Board”), from time to time, in accordance with the Bylaws.

### 4.3 Registrant Membership, Fees, Suspension and Penalty

#### A. Fees

Every registrant shall pay either the applicable membership fee or an amount equal to that membership fee to the Society

- (a) immediately on becoming registered; and
- (b) in each year thereafter, immediately upon receiving an invoice from the Society for fees due.

#### B. Suspension

The Society may, in accordance with these bylaws, suspend the membership of any registrant who fails to comply with Section 4.3 A) of these bylaws.

#### C. Penalty

The Society may impose a penalty in an amount approved by the Board of Directors, and in any case, no more than the applicable membership fee or an amount equal to that membership fee due to the Society



from the registrant, on any registrant who fails to comply with Section 4.3 A) of these bylaws within 90 days.

#### **D. Rights, Privileges and Benefits**

The Society may suspend, withhold or terminate any right, privilege or benefit governed by the Society to which a registrant is entitled, including the right to receive any payment owed by the Society to the registrant, where the registrant fails to pay either the applicable membership fee or an amount equal to that membership fee to the Society as set out in Section 4.3 A).

#### **E. Debts**

Amounts payable pursuant to this section are debts due to the Society, which may be recovered by the Society from the debtor or the debtor's estate.

#### **F. Non-Member Registrants**

A Non-Member Registrant is an individual who is registered on the register for medicine pursuant to the Regulated Health Professionals Act, Medical Practitioner Regulations but has not applied for membership with the Society. As set out in Section 4.3 A), Non-Member Registrants shall pay an amount equal to that of the membership fee associated with the class of membership to which their circumstances apply. Non-Member Registrants shall be ineligible to vote, hold office or participate on Society committees.

### **4.4 Membership Pledge**

As an implied condition to being granted membership, each Member agrees as follows:

- a) to accept the Code of Ethics as a guide to professional conduct;
- b) to accept, uphold and be governed by the Constitution, Bylaws and Policies of the Society;
- c) to recognize the Society as the sole bargaining agent on behalf of Members in all negotiations with respect to fees for services rendered in the practice of medicine in Prince Edward Island;
- d) to notify the Society in the event any of the conditions listed in Bylaw 4.5(K)(a) through (d) occur.

### **4.5 Categories of Membership**

The Society may admit persons to different *categories* of membership in the Society. *Within each member category the Board may designate different classifications* and levy different membership fees per classification. On a regular basis and at least every three years, the Board will review and determine the rights and privileges which shall apply to each *category and classification* of membership, subject always to the contractual rights and privileges of all registrants and members pursuant to the *Physician Services Agreement*, regardless of the individual's membership status with the Society. The Society will, by ordinary resolution of the Board of Directors, set membership fee amounts for the various classifications of membership. Information regarding fees, rights and privileges for each classification of membership shall be available from the Society's office upon request.

The membership categories of the Society are as follows:

*A: Regular Members: A Regular Member is an individual who applies for membership, pays the membership fee associated with their dues classification as assigned by the Society and is registered on the register for medicine, except the medical education register, pursuant to the Regulated Health Professionals Act, Medical Practitioner Regulations. Regular members may participate on the Board and Committees, may*

*vote on Board and Committee motions, may attend, participate and vote on motions at Society meetings and may vote on the Physician Services Agreement*

*B: Pre/Post Career: A Pre/Post Career member is an individual who applies for membership, pays the membership fee associated with their dues classification as assigned by the Society and is either:*

- i. registered on the register for medical education, pursuant to the Regulated Health Professionals Act, Medical Practitioner Regulations, or*
- ii. has retired from the practice of medicine and is no longer registered on the register for medicine or the medical education register, pursuant to the Regulated Health Professionals Act, Medical Practitioner Regulations.*

*Pre/Post Career members may participate on the Board and Committees, may vote on Board and Committee motions, may attend, and participate at Society meetings and may not vote on motions at Society meetings and may not vote on the Physician Services Agreement.*

*C: Affiliate Member: An Affiliate member is an individual who applies for membership, pays the membership fee associated with their dues classification as assigned by the Society and is registered on the register for medicine, except the medical education register, pursuant to the Regulated Health Professionals Act, Medical Practitioner Regulations. Affiliate members may not participate on the Board and Committees, may not vote on Board and Committee motions, may attend, and participate at Society meetings but not vote on motions at Society meetings and may not vote on the Physician Services Agreement*

D: Restricted Member— a Member who:

- a. voluntarily surrenders their license or conditional license with the College, or other regulatory body in the jurisdiction in which the Member maintains licensure in the case of Non-Resident Members, other than for reasons of retirement;
- b. who is suspended from practice by the College of Physicians and Surgeons of Prince Edward Island, or other regulatory body in the jurisdiction in which the Member maintains licensure in the case of Non-Resident Member;
- c. whose registration with the College of Physicians and Surgeons of Prince Edward Island, or other regulatory body in the jurisdiction in which the member maintains licensure in the case of Non-Resident Members, is suspended; or
- d. whose name is struck from the register for medicine maintained by the College of Physicians and Surgeons, or other regulatory body in the jurisdiction in which the member maintains licensure in the case of Non-Resident Members,

may, on payment of the Restricted Membership fee and application to and approval of the Board, continue as a Restricted Member of the Society, for Insurance purposes only, with the Society making no representations or warranties with respect to the Restricted Member's insurability or degree of support in the circumstances, until such time as: the College of Physicians and Surgeons of Prince Edward Island, or other jurisdiction in which the member maintains licensure in the case of Non-Resident Members, reinstates their license, revokes their suspension from practice, and/or reinstates their registration; or the Restricted Member otherwise ceases to be a member of the Society in accordance with Bylaw 4.7 herein.

For further clarity, a Restricted Member may, upon board approval, participate on Society Committees but shall be ineligible to vote or hold office.

## 4.6 Additional *Categories and Classifications* of Membership

Notwithstanding the foregoing *categories* of membership, the Board may, from time to time, by ordinary resolution, establish additional *categories and classifications* of membership based on specific criteria the Board considers relevant and may establish different membership fees, rights and privileges for different *classifications* of membership.

## 4.7 Cessation, Suspension or Revocation of Membership

An individual shall cease to be a Member of the Society:

- a) upon submitting their resignation to the Society at the registered address of the Society;
- b) on ceasing to maintain their Practice Location in the Province of Prince Edward Island, unless the Member becomes a Non-Resident Member as per Bylaw 4.5 herein;
- c) on being a Restricted Member pursuant to Bylaw 4.5 herein for two (2) consecutive years unless the Board determines otherwise by Ordinary Resolution;
- d) on having been a Member who fails to comply with Section 4.3 A) of these bylaws within 90 days, unless the Board determines otherwise by Ordinary Resolution;
- e) on their death.

Every member, in applying for and accepting the grant of membership, specifically waives any right or claim to damages in the event their membership ceases, is suspended or revoked in accordance with the foregoing.

Additionally, the Board of Directors shall, by Special Resolution of the Board, have the power to suspend or revoke the membership of any Member who has not conducted himself or herself in accordance with the membership pledge set-out in Bylaw 4.4 herein.

# BYLAW 5. DIRECTORS AND OFFICERS

## 5.1 Executive Officers

The Executive Officers of the Society are:

- a) the Chair;
- b) the Past President;
- c) the President;
- d) the President-Elect; and
- e) the Treasurer.

### 5.1.1 *Merging the Roles of President and Chair*

#### 1. ***Combined Role:***

- *The roles of President and Chair may be merged into a single position known as the President-Chair. This individual will perform the combined duties and responsibilities of both the President and the Chair as outlined in these Bylaws.*

#### 2. ***Election and Term:***

- *The President-Chair shall be elected by the Members at the Annual Meeting and shall serve for a term of one (1) year, with the possibility of re-election for one (1) subsequent term.*

#### 3. ***Duties and Responsibilities:***

- *The President-Chair shall be the official spokesperson of the Society, ensuring that the directives of the Annual Meeting and Board are carried out in cooperation with the CEO and Society staff.*
- *The President-Chair shall preside over all meetings of the Board and the Annual Meeting of the Membership.*
- *The President-Chair shall set meeting agendas, ensure Board activity is focused on oversight of the organization's plans, interests, assets, and risk management.*
- *The President-Chair shall perform such other duties as may be assigned to the President-Chair in these Bylaws or as determined by the Board from time to time.*

#### 4. **Voting Rights:**

- *The President-Chair shall count towards quorum and shall only vote in the case of a tie.*

### 5.1.2 Implementation

#### 1. **Implementation:**

- *All references to the Chair and President in the existing Bylaws shall be interpreted as referring to the President-Chair following the adoption of this amendment.*

## 5.2 Directors

The following are the Directors of the Society who comprise the Board:

- a) the Executive Officers; and
- b) five (5) Directors-at-Large elected by the Members in accordance with the Bylaws.

*Notwithstanding anything contained in these Bylaws, at no time shall there be more than two (2) directors on the Board and/or as Officers who are not Members including any who may be serving as Chair and or Treasurer.*

## 5.3 Ex-Officio Members

The following Ex-Officio Members shall have a standing invitation to attend meetings of the Board, or portions thereof, at the sole discretion of the Board, to facilitate the mutual sharing of information:

- a) the Chief Executive Officer;
- b) the CMA Delegate or Delegates, as the case may be;
- c) the President-Elect, President and Immediate Past President of the CMA, if resident in the Province of Prince Edward Island and a Member of the Society; and
- d) the Medical Resident Liaison Representative.

## 5.4 Terms and Assumption of Office

The term of office of the Directors of the Board shall be as follows:

- a) The Chair shall be appointed by the Board for a three (3) year term or until such time as their successor is appointed. *The Chair is eligible for reappointment for up to two additional three (3) year terms, not to exceed a total of three consecutiveterms;*

- b) Executive Officers shall be *elected* for a one (1) year term or until such time as their successor is *elected*;
- c) Directors-at-Large shall be *elected* for a three (3) year term or until a successor is appointed, with the option to seek re-election for a further three (3) year term.

The term of office of the Directors of the Board shall commence immediately following the Annual Meeting at which the Director is elected or the day following appointment in the case of appointment by the Board to the Chair position or an elected position vacancy.

## 5.5 Duties of the Directors and Officers

Subject to subsection (a), there shall be a Board of Directors of the Society, to be elected in accordance with these bylaws. The Board of Directors shall, subject to the Medical Society Act, govern, control and administer the affairs of the Society.

- a) The Chair:  
A person who is not a member of the Society may be elected or appointed as the Chair of the Board of Directors in accordance with Section 6 of the Medical Society Act. The Chair shall be the official spokesperson of the Board and the Board's central point of official communication with the CEO. The successful candidate may be a member of the Society or external to the organization. The Chair is responsible for the overall performance of the Board, setting meeting agendas and ensuring Board activity is focused on oversight of the organization's plans, interests and assets, and management of its risks, with the assistance of the CEO and Society staff. The Chair shall preside over all meetings of the Board as well as the Annual Meeting of the Membership. The Chair will perform such other duties as may be assigned to the Chair in these By-laws or as determined by the Board from time to time. While the Chair does count towards quorum, they shall only vote in the case of a tie.
- b) The Past President:  
At the conclusion of their term as President, the outgoing President will assume the position of Past President. The Past President will support the President in their position through mentoring, coaching and advising and will provide organizational continuity to the Board. They shall serve as a voting member of the Board and the Nominating Committee, and shall perform such other duties as may be assigned to the Past President in these By-laws or as determined by the Board from time to time. In the absence of the Chair, the Past President shall preside at all meetings of the Board and shall perform such other duties as custom and parliamentary usage require.
- c) The President:  
The President shall be the official spokesperson of the Society. They shall ensure the directives of the Annual Meeting and Board are carried out in co-operation with the CEO and Society staff. They shall be an Ex-Officio Member of all Committees of the Society, except the Nominating Committee, and shall perform such other duties as may be assigned to the President in these By-laws or as determined by the Board from time to time.
- d) The President-Elect:  
The President-Elect shall assist the President in the discharge of their duties and shall perform such other duties as may be assigned to the President-Elect in these By-laws or as determined by the Board from time to time. The President-Elect shall assume the position of President upon conclusion of the outgoing President's term or mid-term if the President is unwilling or unable to continue in office.
- e) The Treasurer:  
The Treasurer, *who may be a person who is not a Member of the Society*, shall be the Chair of the Finance Committee and shall ensure all duties of the Finance Committee are fully discharged in order to assist the Board in providing effective stewardship of the Society's resources. The Treasurer shall further cause an account of all monies received and expended on behalf of the

Society during the preceding year and a budget for the current Membership Year to be presented to the voting Members at the Annual Meeting. The Treasurer shall further perform such other duties as may be assigned to the Treasurer in these Bylaws or as determined by the Board from time to time.

f) Directors-at-Large:

As members of the Board, the Directors-at-Large are responsible, together with the Executive Officers, for governing, controlling and administering the affairs of the Society. In carrying out those responsibilities, Directors-at-Large shall perform such duties as may be assigned to the Directors-at-Large in the Bylaws or as determined by the Board from time to time.

*All non-member Directors are eligible to participate in other committees as voting members, contributing their expertise where it is most beneficial to the Society.*

g) Chief Executive Officer:

The CEO shall perform such duties and receive such remuneration and serve during such term as shall be provided for in their contract of employment and accompanying job description, and in accordance with the Policies of the Society, as approved by the Board or as determined by the Board from time to time. They shall be an Ex-Officio Member of all Committees.

h) Others:

The duties and responsibilities of any other individual appointed by the Board *or elected* as an Officer of the Society shall be as determined by the Board at the time of appointment *or election*, or from time to time.

## 5.6 Remuneration

The Directors shall be reimbursed for reasonable expenses incurred by them in the performance of their duties, in accordance with approved Policies, and may be remunerated for their services as determined by Ordinary Resolution of the voting Members.

## 5.7 Conflict of Interest

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest and, where necessary and advisable, b) withdraw from discussion, lobbying, and voting on the matter.

# BYLAW 6. MEETINGS OF THE BOARD

## 6.1 Duties and Accountability

The Board is responsible for governing, controlling and administering the affairs of the Society and is accountable to the Members. It shall adhere to the Constitution, Bylaws and Policies of the Society and shall be aware of all legislation insofar as it may affect the interests of the Members of the Society. It shall endeavor in every feasible way to guard such interests and shall fulfill such other functions as may legitimately be assumed in the interests of the Society.

## 6.2 Rights and Powers

In order that the affairs of the Society may be facilitated and carried-on during the interval between Annual Meetings of the Society, the Board of Directors shall meet, from time to time, but in any event not less than

four (4) times per Membership Year, at the call of the Chair. The Board shall have all the rights and powers of the Society and shall conduct all necessary business. Where necessary and advisable, and at its sole discretion, the Board may delegate any of its powers and duties to a Committee(s), Member(s), the CEO or their delegate(s), for a designated purpose, and may develop Policies to support the Society in carrying-out its work.

### 6.3 Quorum

At any meeting of the Board, quorum shall be a simple or bare majority (i.e. more than fifty percent (50%) of the Directors of the Board.

### 6.4 Meeting Participation

A Director of the Board may participate in a meeting of the Board, or in a meeting of a committee of the Board, by telephone, electronic or such other communications facility as permits all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Director participating in such meeting is deemed to be present at that meeting.

### 6.5 Urgent Matters of the Society

In the case of urgent matters of the Society which cannot be delayed until the next regular meeting of the Board, the Chair may call for a vote on a resolution of the Board by ballot, be it an Ordinary Resolution or Special Resolution. An affirmative vote by the majority of the voting Directors will have the same force and effect as a resolution duly passed at a regular meeting of the Directors of the Board.

The Chair, in concert with the CEO, shall be responsible for taking all measures necessary to ensure the integrity of such a ballot and the result of vote will be reviewed and affirmed at the next regular meeting of the Board.

## BYLAW 7. COMMITTEES

### 7.1 Committees in General

The Society may have, may establish or may appoint representatives to Standing (as per Bylaw 7.2), Special (as per Bylaw 7.3) or External (as per Bylaw 7.4) Committees.

### 7.2 Standing Committees

The Society shall have the following Standing Committees:

- a) *Finance, Audit and Risk,*
- b) *Governance, Human Resource and Nominating and*
- c) *Health Policy*

The mandate/terms of reference for each Standing Committee will be determined by the Board and presented to the membership annually for information. The standard term for Committee members will be a maximum of two (2) years, with the option to renew for further terms, unless otherwise determined by the Board. Standing Committee membership will be voted upon by Ordinary Resolution of the Members at the Annual Meeting or, in the case of vacancies, appointed by the Board in accordance with Bylaw 8.1 herein. Minutes of Standing Committee meetings will be maintained and made available to the Board upon request. *Notwithstanding the aforementioned, Restricted Members and non-members of the Society may serve on committees as voting members as recommended by a committee chair and as approved by the Board of Directors. With the exception of the Chair and Treasurer, no non-member shall be chair of a committee and membership in the committee shall always have a majority of Members.*

### 7.3 Special Committees

A Special Committee shall be a group organized by the Board of Directors for a specific purpose, and where appropriate, for a time-limited period. This could include a committee, task force, advisory board or team, for example.

### 7.4 External Committees

The Board of Directors may appoint a representative to any outside body or committee in which it is permitted or invited by that outside body or committee. The appointment shall be for the term or terms determined by the terms of reference of that outside body or committee or the applicable legislation.

A representative to any outside body or committee shall be expected to represent the Society. That said, a representative shall not purport to speak for, or on behalf of, the Society unless the Board approves a resolution providing the representative with limited authority to do so.

Each representative to any outside body or committee shall report to the Board, at the request of the Board. External Committee minutes are exempt from the inspection requirements set-out in Bylaw 14.4 herein given the nature of some of the External Committees although requests may be entertained on a case by case basis.

### 7.5 Committee Restrictions

Regardless of whether it is a Standing, Special or External Committee, a Committee or Committee member:

- a) will not take any action on behalf of the Society beyond its specific mandate/terms of reference without the prior approval of the Board; and
- b) will not expend any monies or incur any indebtedness or obligation on behalf of the Society without the prior approval of the Board.

### 7.6 Dissolution or Amalgamation of Committees

The dissolution or amalgamation of Standing Committees will only be permitted by an Amendment to the Bylaws. All other Committees created by the Board may be dissolved or amalgamated by Special



Resolution of the Board.

## 7.7 Meeting Participation

A Committee member participating on any Committee of the Society may participate in a Committee meeting by telephone, electronic or such other communications facility as permits all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Committee Member participating in such a meeting is deemed to be present at that meeting.

## 7.8 Conflict of Interest

Whenever a Committee member has a financial or personal interest in any matter coming before the Committee, the affected person shall a) fully disclose the nature of the interest and, where necessary and advisable, b) withdraw from discussion, lobbying, and voting on the matter.

# BYLAW 8. VACANCY OF ELECTED POSITIONS

## 8.1 Interim Appointments

Should an elected position of the Society become vacant for any reason whatsoever, including but not limited to an Executive Officer position, it may be filled by appointment by the Board, but any individual so appointed will only retain office until a replacement is elected *by the membership*. For clarity, any individual appointed to the position of President-Elect on an interim basis shall assume the office of President at the next Annual Meeting subject to the appointment being ratified by a majority vote of the voting Members present. If the Presidential appointment is not ratified, the incoming President-Elect shall assume the office and duties of the President and the President-Elect position shall be deemed vacant.

# BYLAW 9. REMOVAL OF DIRECTORS, OFFICERS AND/OR COMMITTEE MEMBERS

## 9.1 Removal by Special Resolution

The Board may, by Special Resolution (excluding the member in respect of whom the vote is being called for the purposes of determining quorum or majority), suspend or remove any Executive Officer, Director, or elected Committee member from office, before the expiration of their term, if their conduct is found by the Board to be in violation of the Code of Ethics, workplace policies regarding safe and harassment-free workplaces, or for any other reason that the Board, in exercising its fiduciary duty, may determine. Alternatively, an Officer, Executive Officer, Director or elected Committee member may be removed by Special Resolution (excluding the member in respect of whom the vote is being called for the purposes of determining quorum or majority) of the voting Members of the Society.

## BYLAW 10. INDEMNITY TO DIRECTORS, OFFICERS AND OTHERS

### 10.1 Indemnification

The Society hereby indemnifies and saves each and every present and former Director and Officer, together with any Member who sits or who has sat on any Committee (individually “Indemnified Party” and collectively “Indemnified Parties”), whether by election or appointment, and each of their respective heirs and legal representatives, harmless from and against all amounts, losses, costs, charges, damages and expenses whatsoever that become payable, including an amount paid to settle an action or satisfy a judgment, and including legal costs (on a solicitor and their own client basis) that are reasonably incurred by an Indemnified Party in respect of any civil, criminal or administrative action or proceeding to which the Indemnified Party is made a party by reason of or arising out of or in any way incidental to the Indemnified Party holding or having held such position with the Society, PROVIDED THAT the Indemnified Party:

- a) acted honestly and in good faith with a view to the best interests of the Society; and
- b) acted with the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; and
- c) in the case of a criminal or administrative action or proceeding, the Indemnified Party had reasonable grounds for believing their conduct was lawful.

The indemnification granted herein shall apply notwithstanding any fees or other remuneration paid to the Indemnified Party while serving in any capacity with the Society.

### 10.2 Overarching Duties and Obligations

Nothing herein shall relieve an Indemnified Party from the duty to act in accordance with the Bylaws or Policies of the Society or the provisions of the Medical Society Act, as amended or replaced from time to time by legislation of a similar nature and substance, and the regulations thereunder or from liability for any breach thereof.

## BYLAW 11. MEETINGS OF THE MEMBERS

### 11.1 Annual Meeting

There shall be an Annual Meeting of the Members of the Society at least once per Membership Year, during which meeting the Board shall report to the Members on the affairs of the Society. The Annual Meeting shall be presided over by the Chair. Notice of the Annual Meeting, setting forth the time, place and business to be discussed, shall be sent to all Members at least thirty (30) days prior to the date of the meeting.

### 11.2 Special Meeting

Special Meetings of the Society shall be called by the President or President-Elect, upon written request by twenty-five (25) Members, setting forth the item(s) of business to be discussed. Provided the request has the necessary support, a Special Meeting shall be called, within thirty (30) days from the date the request is

received by the Society, to deal with the business of the request. The Chair shall also preside over Special Meetings. Notice of a Special Meeting shall be sent to all Members, at least fourteen (14) days prior to the date of the Special Meeting, setting forth the time, place and business to be discussed.

### 11.3 Quorum

At any Annual Meeting or Special Meeting of the Members, twenty-five (25) voting Members shall constitute a quorum.

## BYLAW 12. REFERENDUMS

### 12.1 Referendums in General

The Board may conduct a referendum of the voting Members on a specific question where authorized by Special Resolution of the Board. A simple or bare majority vote (i.e. more than fifty percent (50%) of the vote of the Members who vote on a ballot put to Members entitled to vote) in any referendum will have the same authority as a decision of the Board. Notice that a referendum has been called shall be sent to all voting Members of the Society at least fourteen (14) days in advance of the referendum. The ballot for any referendum called shall be sent not less than ten (10) days before the last return date. The ballot will be accompanied by a letter signed by the President or Chair setting out the circumstances of the vote. No ballot shall be counted unless it has been appropriately authorized and filed with the Chief Returning Officer who will be the CEO or the Society's auditors as determined by the Board.

### 12.2 *Physician Services Agreement Referenda*

No agreement between the Society and the Department of Health and Wellness and/or Health PEI, which affects the medical profession in Prince Edward Island, shall be approved, adopted or ratified by the Board or CEO unless such approval, adoption or ratification has been approved by a simple or bare majority vote (i.e. more than fifty percent (50%) of the vote of the Members who vote on a ballot put to Members entitled to vote).

### 12.3 Enquiry as to Procedural Legality of Referenda

If there is any doubt or dispute concerning the procedural legality of a referendum, the Board shall cause an investigation to occur and shall decide whether the procedures followed those set-out herein together with any additional procedures set-out in the Policies of the Society. If the Board determined the procedures adhered to the necessary requirement, it shall state in writing the outcome of the referendum together with their findings regarding the procedures. If the Board finds the procedures did not adhere to the necessary requirements, the Board shall order a new referendum.

## BYLAW 13. AUDIT

All accounts of the Society, with vouchers, bank books and all other relevant documents, shall be submitted to an auditor or firm of auditors approved by the Board for audit and certification. A report of the auditor shall be incorporated into the Treasurer's report for the Membership Year and shall be submitted to the

Annual Meeting for information. The voting Members of the Society shall vote, by Ordinary Resolution, on the appointment of the Society's auditor each year at the Annual Meeting.

## BYLAW 14. RECORDS AND FINANCIALS

### 14.1 Location of Records

All documents, copies, registers, minutes and records, including financial records, of the Society shall be kept at the Registered Office of the Society, or such other place as the Board may determine.

### 14.2 Financial Records

The Society shall cause to be kept proper books of account and accounting records in respect of all financial and other transactions of the Society in order properly to record the financial affairs and condition of the Society.

### 14.3 Inspection of Financial Records

Unless otherwise determined by the Board, only Directors under guidelines established by the Board from time to time and members of the Finance Committee shall be entitled to inspect the accounting records of the Society.

### 14.4 Inspection of Documents and Records by Members

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to examine any of the following documents and records of the Society at the address of the Society during the Society's normal business hours:

- a) the Constitution and the Bylaws of the Society, and any amendments thereto;
- b) the statement of Directors and Registered Office of the Society;
- c) minutes of any Annual or Special Meeting, including the text of each resolution passed at the meeting;
- d) resolutions of the Members in writing, if any;
- e) annual financial statements relating to a past membership year that have been received by the Members in an Annual or Special Meeting;
- f) copies of orders made by a court, tribunal or government body in respect of the Society;
- g) Terms of Reference for any Committee of the Society.

Copies of documents to which a member is allowed to examine may be provided on request by the member for a reasonable production fee to be determined by the Board.

### 14.5 Minutes

Minutes of every meeting listed below shall be prepared and kept at the Registered Office of the Society and shall, except for the minutes of confidential meetings of the Board or Committees, in accordance with the Society Policy on In-Camera Meetings, or the minutes of confidential Committees established by the Board by Special Resolution or designated as such in approved Terms of Reference, be open to inspection by any Member in good standing and shall be distributed as follows:

- a) minutes of all Annual Meetings shall be distributed to all Members in good standing in a manner determined by the Board;
- b) minutes of all meetings of the Board shall be distributed to all Directors;
- c) minutes of all meetings of the Standing or Special Committees shall be distributed to the members of that Committee and to the Directors upon their request.

## BYLAW 15. RULES OF ORDER

Except where otherwise provided, all meetings of the Board and any annual or special meetings of the Society shall be conducted in accordance with the current edition of Robert's Rules of Order Revised.

## BYLAW 16. NOTICES

Notices shall be in writing and delivered to the Registered Office of the Society or to the Mailing Address of the Member or Restricted Member, as the case may be. Calculation of the time of giving Notice shall be from the time the Notice leaves the Registered Address of the Society. Notice shall be deemed received, if mailed, on the third business day following the date of mailing; if delivered, on delivery; and if electronically transmitted, on the day it was transmitted.

Accidental failure to give Notice or failure of a particular Member or Restricted Member to receive notice shall not affect the validity of the meeting or other process for which the Notice is given.

## BYLAW 17. AMENDMENTS TO THE BYLAWS

A Bylaw made by the Society, whether initiated by the Board or by a Member, has effect only if the conditions set-out in Section 8 (2) of the Medical Society Act are met, namely:

- a) notice of motion of the bylaw is given in writing to all voting members of the Society at least one month prior to the annual meeting at which the bylaw is to be considered; and
- b) two-thirds of the voting members of the Society present at the meeting vote in favour of the bylaw.

Additionally, to facilitate informed voting of the membership and to allow sufficient time for the notice of motion to be prepared and circulated to the Members, a motion for a Bylaw amendment must be:

- I. in writing; and
- II. mailed to and received by the Society not less than sixty (60) days prior to the Annual Meeting at which the bylaw is to be considered.

The Board shall review any motion for a bylaw amendment and may provide a recommendation to Members together with the notice of motion.

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