

PROPOSED AMENDMENTS TO SMA BYLAWS

Amended to
May 7, 2016

(Upon approval by
members at the Annual
General Meeting)



KEY POINTS

- Review began in early 2016. Amendments included:
 - Grammatical (e.g. punctuation)
 - Terminology (will be covered in subsequent slides)
 - Substantive
 - students/residents/retired physicians)
 - Focus of facilitated session at Board Retreat
 - Much more discussion needed

Current bylaw

Proposed bylaw

Rationale

Current bylaw	Proposed bylaw	Rationale
<p>Chapter 4. Membership</p> <p>4.1 Each medical student on the educational register of the College, each medical resident on the educational register of the College and each physician on the regular, inactive, provisional, or ministerial register of the College is eligible for membership in the Saskatchewan Medical Association.</p>	<p>4.1 A person who is on the register of the CPSS is eligible for membership in the SMA.</p>	<p>Simplified language</p>

Current bylaw

Proposed bylaw

Rationale

<p>4.2 The membership categories of the Association shall be: Full, Student, Resident, Retired, At-large, Honourary, and Associate designated as follows:</p>	<p>4.2 The membership categories of the Association shall be:</p> <ul style="list-style-type: none">a) Ordinaryb) Retired/Inactivec) Residentd) Studente) Associatef) Honourary	<p>Formatting – easier to read</p> <p>Closer alignment with CMA Bylaws; “At-large” membership category not required.</p>
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Current bylaw

Proposed bylaw Rationale

Current bylaw	Proposed bylaw	Rationale
<p>4.7 Honourary Members</p> <p>4.7.1 Honourary members may be nominated by any member of the Association, but Honourary membership shall be conferred only by unanimous vote of a duly constituted meeting of the Board.</p> <p>4.7.2 CMA Honourary membership may be conferred by the CMA Board upon the recommendation of the SMA Board. An Honourary member of the CMA is automatically an Honourary member of the Divisional Association.</p> <p>4.7.3 Honourary members shall enjoy all the rights and privileges of Full members until such time as they retire from practice.</p>	<p>4.7.1 The Board in its sole discretion may confer Honourary membership on a person.</p> <p>Remove 4.7.2</p> <p>Remove 4.7.3</p>	<p>Simplified language</p> <p>Incorporate into internal policies and procedures</p> <p>Incorporate into internal policies and procedures</p>



Current bylaw


Proposed bylaw

Rationale

Current bylaw	Proposed bylaw	Rationale
<p>4.8 Associate Members</p> <p>4.8.1 The Board may admit as an Associate member a medical graduate who is practising or has practised in Saskatchewan and who is not within any other class of membership.</p> <p>4.8.2 A medical practitioner who ceases to be a Full member as a result of suspension by the College shall be an Associate member from the time such suspension become effective until such membership is terminated by the Board or until such medical practitioner again becomes a Full member, whichever first occurs.</p> <p>4.8.3 An Associate member shall enjoy such privileges and rights of membership in the Association as the Board of Directors may from time to time determine.</p> <p>4.8.4 The Board may at any time terminate the membership in the Association of any Associate member.</p>	<p>4.8.1 The Board may admit as an Associate member any member of the Association whose registration is suspended by the CPSS.</p> <p>Remove 4.8.2</p> <p>Remove 4.8.3</p> <p>Remove 4.8.4</p>	<p>Simplified language</p> <p>Handled by 4.8.1</p> <p>Handled by 4.8.1</p> <p>Handled by 4.8.1</p>

Current bylaw

Proposed bylaw Rationale

Current bylaw	Proposed bylaw	Rationale
<p>4.12 Refund of Dues</p> <p>4.12.1 Anyone who ceases to be a member of the Association shall not be entitled to a refund of any portion of the annual membership dues that may have been paid by that person or that may have been paid on that person's behalf.</p> <p>4.12.2 The Board may authorize a refund of all or a portion of the annual membership fees paid by a member to that member upon that member's retirement from practice or to the member's estate in the event of that member's death.</p> <p>4.12.3 No refund of annual dues shall be made to a physician who resigns from membership and remains in practice in Saskatchewan or whose membership is suspended or terminated under 4.10.</p>	<p>Delete 4.12</p> <p>Delete 4.12.1</p> <p>Delete 4.12.2</p> <p>Moved below – now 4.12.2</p>	<p>Incorporate into internal policies and procedures</p> 

Current bylaw


Proposed bylaw

Rationale

<p>4.13 Annual Membership Dues</p> <p>4.13.1 The annual membership dues shall be established by the Representative Assembly.</p> <p>4.13.2 The Association may, on request, assist subdivisions of the Association in the collection of the annual dues, which the subdivisions have established.</p>	<p>4.12 Annual Membership Dues</p> <p>4.12.1</p> <p>Remove 4.13.2</p> <p>4.12.2 A person who resigns or whose membership is suspended or terminated shall not be entitled to a refund.</p>	<p>New numbering</p> <p>Moved from refund of dues</p>
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Current bylaw

Proposed bylaw Rationale

<p>Chapter 11. Affiliate Societies</p> <p>11.1 Prerequisites to Affiliation</p> <p>11.1.1 Further to 3.1(g), any Saskatchewan medical organization, the majority of whose members are also members of the Association, may become affiliated with the Association.</p>	<p>Remove entirely</p>	<p>Not required.</p>
<p>11.2 Requirements of Affiliate Societies</p> <p>11.2.1 Such affiliation shall mean that a friendly relationship exists between the two bodies. There shall be no obligation on the part of either party to sponsor the policies or programs initiated by, or on behalf of, the other.</p>	<p>Remove entirely</p>	<p>Not required.</p>
<p>11.3 Obtaining Affiliation</p> <p>11.3.1 Affiliation may be achieved by application to the Board and subsequent approval by the Representative Assembly.</p>	<p>Remove entirely</p>	<p>Not required.</p>
<p>11.4 Termination of Affiliation</p> <p>11.4.1 Affiliation shall continue from year to year until either party serves written notice to the other of its intention to withdraw from the affiliation.</p>	<p>Remove entirely</p>	<p>Not required.</p> 

Current bylaw

Proposed bylaw

Rationale

Current bylaw	Proposed bylaw	Rationale
<p>Chapter 17. Meetings</p> <p>17.1 Rules of Order</p> <p>17.1.1 At all meetings of the Association, the parliamentary authority for all matters not clarified in the Act or in these Bylaws shall be Wainberg's Society of Order.</p>	<p>Chapter 16. Meetings</p> <p>16.1 Rules of Order</p> <p>16.1.1 At all meetings of the Association, the parliamentary authority for all matters not clarified in the Act or in these bylaws shall be the rules of order determined by the Canadian Medical Association bylaws.</p>	<p>Congruent with CMA Allows for easier maintenance of the bylaw clause going forward</p>

Amendments to SMA Bylaws

Questions?

BYLAWS

MARCH 28, 1972

AS AMENDED TO MAY 7, 2016



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Saskatoon, Saskatchewan S7L 6M6

Table of Contents

INCORPORATION OF THE SASKATCHEWAN MEDICAL ASSOCIATION	3
Chapter 1. Interpretation	4
Chapter 2. Objects.....	4
Chapter 3. Powers	4
Chapter 4. Membership.....	5
Chapter 5. Rights and Privileges of the Members.....	6
Chapter 6. Subdivisions of the Association	6
Chapter 7. Health Regions and Regional Medical Associations	7
Chapter 8. Sections	8
Chapter 9. Requirements of the SMSS.....	9
Chapter 10. Requirements of PAIRS	9
Chapter 11. Representative Assembly	9
Chapter 12. Officers, Directors, Speaker, and Deputy Speaker	10
Chapter 13. Duties of Officers, Directors, Speaker, and Deputy Speaker.....	11
Chapter 14. Board of Directors	12
Chapter 15. Executive Committee	13
Chapter 16. Meetings	13
Chapter 17. Nominating Committee	16
Chapter 18. Finance Committee.....	16
Chapter 19. Standing and Other Committees	17
Chapter 20. Special Committees	17
Chapter 21. Compensation for Services on Behalf of Association	17
Chapter 22. Liability and Indemnity	17
Chapter 23. Indemnity for Liability Incurred.....	18
Chapter 24. Seal	19
Chapter 25. Office.....	19
Chapter 26. Ethics.....	19
Chapter 27. Amendments to the Bylaws	19
Chapter 28. Winding Up	19
SCHEDULE OF AMENDMENTS.....	20

INCORPORATION OF THE SASKATCHEWAN MEDICAL ASSOCIATION

The members of the Board of Directors made application for incorporation of the Saskatchewan Medical Association under *The Societies Act* on January 31, 1972.

The Societies Act was replaced by *The Non-Profit Corporations Act*. Application for continuance under that Act was made on December 15, 1981 and the Certificate of Continuance was issued December 17, 1981.

In 1999, the Saskatchewan Medical Association was continued as a body corporate under its own Act (*An Act respecting the Saskatchewan Medical Association*).

Chapter 1. Interpretation

1.1 In these Bylaws:

"the Act" means The Saskatchewan Medical Association Act.

"AGM" means the Annual General Meeting of the members of the Saskatchewan Medical Association.

"the Association" means the Saskatchewan Medical Association.

"the Board" means the Board of Directors of the Association.

"the CEO" means the Chief Executive Officer.

"the College" means the College of Physicians and Surgeons of Saskatchewan.

"the RA" means the Representative Assembly.

"Resident" means a person enrolled in postgraduate training and receiving training in a specialized area of medicine at the College of Medicine, University of Saskatchewan.

"RMA" means Regional Medical Association.

"SMSS" means the Student Medical Society of the College of Medicine at the University of Saskatchewan.

"Student" means a person enrolled in undergraduate training and studying medicine at the College of Medicine, University of Saskatchewan.

"PAIRS" means the Professional Association of Internes and Residents of Saskatchewan.

Chapter 2. Objects

2.1 The objects of the Association shall be to:

- (a) advance the educational, professional, and economic welfare of Saskatchewan physicians;
- (b) advance the honor and integrity of the profession; and
- (c) promote quality health practices and quality health services and advocate for a quality health system for Saskatchewan.

Chapter 3. Powers

3.1 The Association shall have, in addition to powers provided in the Act, the power to:

- (a) act as agent or trustee or otherwise for members of the medical profession or any of them, in connection with pension or retirement savings or disability plans or other forms of insurance;
- (b) act for members of the medical profession practising in Saskatchewan or any of them or any group or section, or division of them, as sole agent to negotiate for and on their behalf:
 - (i) with respect to conditions of medical services and remuneration;

- ii) in any matter affecting the practice of medicine or any branch or aspect of the practice of medicine; and
 - (iii) in any matter in any way affecting or related to the medical profession or any group, section or division thereof;
- (c) collect fees, including membership fees, and receive donations, to expend monies to defray expenses of the Association, and to produce and further the objects of the Association;
 - (d) publish such journals, papers, and other printed matter as the Board or the Representative Assembly may from time to time determine;
 - (e) participate in the proceedings of such provincial, national, or international conferences, conventions, symposia, commissions, committees, or meetings as the Board may deem proper or expedient, and to do all or any things which may be required;
 - (f) own, hold, lease, or dispose of both real and personal property, or any interest therein, as the needs of the Association may from time to time require; and
 - (g) affiliate with, join, or assist any other body or association with a similar or related object, or objects, or which is engaged in any activity in which the Association is interested, and may permit any such other body or association to affiliate or to join or assist it, on such terms and conditions as may be prescribed by the Board .

Chapter 4. Membership

4.1 A person who is on the register of the the College is eligible for membership in the Association.

4.2 The membership categories of the Association shall be:

- (a) Ordinary,
- (b) Retired/Inactive,
- (c) Resident,
- (d) Student,
- (e) Associate, and
- (f) Honourary.

4.3 Ordinary Members

4.3.1 A person described in 4.1 currently on the Regular, Provisional or Ministerial register and engaged in the active practice of medicine may become an Ordinary member of the Association.

4.4 Retired/Inactive Members

4.4.1 A person described in 4.1 may become a Retired/Inactive member of the Association.

4.5 Resident Members

4.5.1 A person enrolled in postgraduate training at the College of Medicine, University of Saskatchewan and currently on the Educational register of the the College may become a Resident member of the Association.

4.6. Student Members

4.6.1 A person enrolled in undergraduate training at the College of Medicine, University of Saskatchewan and currently on the Educational register of the the College may become a Student member of the Association.

4.7 Honourary Members

4.7.1 The Board in its sole discretion may confer Honourary membership on a person.

4.8 Associate Members

4.8.1 The Board may admit as an Associate member any member of the Association whose registration is suspended by the the College.

4.9 Application for Membership

4.9.1 The Board shall establish the process for admission and maintenance of membership.

4.10 Termination of Membership, Removal or Suspension of Rights and Privileges

4.10.1 The Board shall have power to suspend or expel a person from membership.

4.11 Resignation

4.11.1 A person may resign from membership in the Association in writing to the CEO.

4.12 Annual Membership Dues

4.12.1 The annual membership dues shall be established by the Representative Assembly.

4.12.2 A person who resigns or whose membership is suspended or terminated shall not be entitled to a refund.

Chapter 5. Rights and Privileges of the Members

5.1 All members are entitled to attend and vote at the Annual General Meeting of the membership.

5.2 Any Ordinary, Student, or Resident member of the Association in good standing and not under suspension may be an Officer, a Director, or a delegate to the Representative Assembly.

5.3 All members are entitled to attend as observers at the Representative Assembly. Observers may address the RA with the permission of the RA and with permission of the Speaker.

5.4 All members are eligible for the services and benefits of the Association under the terms and conditions established from time to time by the Board .

5.5 All members are eligible to be appointed to committees by the Board and vote thereon.

Chapter 6. Subdivisions of the Association

6.1 Subdivisions

6.1.1 The subdivisions of the Association shall be:

(a) the Regional Medical Associations;

(b) the Sections;

(c) the Student Medical Society of Saskatchewan; and

(d) the Professional Association of Internes and Residents of Saskatchewan.

6.2 Changes in Subdivisions

- 6.2.1 A subdivision must obtain the approval of the Board before it makes any change in its structure that alters the subdivision's representation to the Association.

Chapter 7. Health Regions and Regional Medical Associations

7.1 Boundaries of the Regional Medical Associations

- 7.1.1 The boundaries of the RMAs shall be the boundaries of the health regions as determined by the Ministry of Health.

7.2 Composition of Regional Medical Associations

- 7.2.1 The members of the Saskatchewan Medical Association practising and/or residing in a region may organize and apply to the Board for recognition as a Regional Medical Association. RMAs may establish subdivisions to facilitate function of the Regional Medical Association.

7.3 Requirements of Regional Medical Associations

7.3.1 Each RMA shall:

- (a) in addition to promoting its own objects and interests, promote and advance the objects and interests of the Association;
- (b) file with the Association a copy of its constitution; and
- (c) advise the Association of any change in, or addition to, its executive officers as soon as possible after the date of the meeting at which such changes were made.

7.3.2 Each RMA:

- (a) may be asked to advise the Board on matters relating generally to the objects of the Association and specifically to the interests of the RMA;
- (b) may submit recommendations at any time to the Board for its consideration;
- (c) may enter into agreements with the Association to facilitate the provision of:
 - (i) administrative services;
 - (ii) fees collection including membership dues;
 - (iii) leadership education and development;
 - (iv) advocacy and advice;
 - (v) contract and negotiation support; or
 - (vi) other purposes as agreed by the two parties.

7.4 Nomination and Election of RMA Delegates

- 7.4.1 Each RMA shall elect RMA delegates to the Representative Assembly.

- 7.4.2 Any RMA or any one member of that RMA may nominate an Ordinary member as a candidate for election as a delegate from that RMA to the Representative Assembly. A person who belongs to more than one RMA may only be nominated in one RMA at any one time.

7.4.3 The delegates shall be elected by ballot distributed from the office of the Association in the manner prescribed by the Board.

7.5 Number of Regional Delegates

7.5.1 Each RMA is entitled to elect the number of RMA Delegates based on the number of Ordinary members of the Association who have joined that RMA. The formula is as follows:

- (a) one delegate for up to ten members;
- (b) two delegates for 11 to 20 members;
- (c) three delegates for 21 to 40 members;
- (d) four delegates for 41 to 60 members;
- (e) five delegates for 61 to 90 members;
- (f) six delegates for 91 to 120 members;
- (g) seven delegates for 121 to 160 members;
- (h) eight delegates for 161 to 200 members;
- (i) nine delegates for 201 to 250 members;
- (j) ten delegates for 251 to 300 members;
- (k) eleven delegates for 301 to 350 members;
- (l) twelve delegates for 351 to 400 members;
- (m) thirteen delegates for 401 to 450 members;
- (n) fourteen delegates for 451 to 500 members, and
- (o) fifteen delegates for more than 500 members.

7.6 The number of Ordinary members of the Association in each region shall be reviewed annually and the number of Regional delegates to the Representative Assembly adjusted accordingly.

Chapter 8. Sections

8.1 Composition of Sections

8.1.1 Any group of the medical profession in Saskatchewan may organize and apply to the Board for recognition as a Section.

8.2 Requirements of Sections

8.2.1 Each Section shall:

- (a) in addition to promoting its own objects and interests, promote and advance the objects and interests of the Association;
- (b) file with the Association a copy of its constitution; and

- (c) advise the Association of any change in, or addition to, its executive officers as soon as possible after the date of the meeting at which such changes were made.

8.3 Each Section:

- (a) may be asked to advise the Board on matters relating generally to the objects of the Association and specifically to the interests of that group; and
- (b) may submit recommendations at any time to the Board for its consideration.

8.4 Election of Section Delegates

- 8.4.1 Each Section which represents 10 or more Ordinary members of the Association shall elect, in the manner prescribed by its constitution, one Section delegate to the Representative Assembly and shall forward the name of that delegate to the Association as soon as possible after election.

Chapter 9. Requirements of the SMSS

- 9.1 The SMSS shall elect two delegates to the Representative Assembly in the manner prescribed by its constitution and shall forward the names of those delegates to the Association as soon as possible after their election.

Chapter 10. Requirements of PAIRS

- 10.1 PAIRS shall elect two delegates to the Representative Assembly in the manner prescribed by PAIRS' constitution and shall forward the names of those delegates to the Association as soon as possible after their election.

Chapter 11. Representative Assembly

11.1 Composition

- 11.1.1 The Representative Assembly shall consist of:

- (a) the RMA delegates;
- (b) the Section delegates;
- (c) the SMSS delegates;
- (d) the PAIRS delegates; and
- (e) the immediate Past President

each of whom must be members of the Association.

11.2 Terms of Office of Delegates

- 11.2.1 All delegates shall become members of the Representative Assembly at the meeting of the Representative Assembly next following their election.
- 11.2.2 RMA and Section delegates shall each hold office for two years.
- 11.2.3 SMSS and PAIRS delegates shall each hold office for one year.
- 11.2.4 All delegates to the Representative Assembly may hold office for any number of successive terms of office provided that they continue as members of their respective subdivisions.

11.3 Powers

11.3.1 The Representative Assembly shall have power to act for the membership of the Association as it considers fit and proper and as it considers being in the interest of the Association and its members. A resolution passed by a properly constituted meeting of the Representative Assembly shall be as valid and effectual for all intents and purposes as if passed by a general meeting of all members of the Association. Without in any way restricting the generality of the foregoing, the Representative Assembly shall:

- (a) from its own members elect the officers, directors and three members of the Nominating Committee;
- (b) from members of the Association elect the Speaker of the Representative Assembly, the Deputy Speaker, and the Association's representative(s) to the Board of the Canadian Medical Association;
- (c) as soon as practicable after a vacancy occurs in the Representative Assembly from death, resignation or any other cause, appoint a member of the Association to fill the vacancy until the next election;
- (d) approve the Association's annual budget and recommend the annual membership dues for the Association after due consideration of the budget proposed by the Finance Committee and any recommendation from the Board;
- (e) appoint the Association's auditors;
- (f) receive and approve the Association's audited financial statements;
- (g) present the Association's audited financial statement at the Annual General Meeting of the Association;
- (h) present any proposed amendments to the Bylaws at the Annual General Meeting of the Association; and
- (i) consider recommendations from the Annual General Meeting of the Association as well as from Regional Medical Associations and Sections.

Chapter 12. Officers, Directors, Speaker, and Deputy Speaker

12.1 List of Officers

12.1.1 The officers of the Association shall be the:

- (a) President;
- (b) Vice-President;
- (c) Immediate Past President;
- (d) Honourary Treasurer; and the
- (e) Chair of the Board – if appointed.

12.2 Election of Officers, Speaker, and Deputy Speaker

12.2.1 Further to bylaw 11.3.1(a) and 11.3.1(b), each of the President, Vice-President, Honourary Treasurer, Directors, Speaker of the Representative Assembly, and the Deputy Speaker shall be elected by a plurality of the votes cast at each Annual Meeting of the Representative Assembly.

12.3 Removal of a Director, Officer, Speaker, or Deputy Speaker

- 12.3.1 A majority vote of a regular or special meeting of the Representative Assembly shall be required to remove any Director, Officer, Speaker, or Deputy Speaker from office.

Chapter 13. Duties of Officers, Directors, Speaker, and Deputy Speaker

13.1 Duties of Officers

13.1.1 The President shall:

- (a) be the senior elected officer of the Association;
- (b) perform such duties as custom and parliamentary usage require;
- (c) be the primary spokesperson of the Association;
- (d) preside at the business and ceremonial session of the Annual Meeting of the RA;
- (e) deliver a presidential address;
- (f) have the right to attend and vote at meetings of all committees of the Association except the Finance Committee; and
- (g) in the absence of a Chair being appointed by the Board, the President shall take on the duties and responsibilities of the Chair of the Board.

13.1.2 The Vice-President shall assist the President in the performance of the President's duties and shall perform those duties in the absence of, or at the request of, the President.

13.1.3 In the absence of both the President and Vice-President from any meeting of the Board or of the Association, another person may be chosen by the meeting to fulfill that role.

13.1.4 The Chair of the Board, if appointed by the Board, shall:

- (a) be a member of the Association who may be, but need not be, an elected director;
- (b) chair and call the meetings of the Board;
- (c) ensure the directives of the Representative Assembly, the Board, and the officers of the Association are carried out in cooperation with the CEO;
- (d) act as Chief Liaison Officer between the Board, the officers of the Association, and the CEO;
- (e) be an ex-officio non-voting member of the Board; and
- (f) present the report from the Board to the Representative Assembly.

13.1.5 The Speaker shall:

- (a) preside over meetings of the Representative Assembly and enforce observance of the Bylaws and the Rules of Order according to 16.1.1;
- (b) in consultation with the Chair of the Board, decide upon the relative order of all business to be presented;

- (c) remain in office until the conclusion of the business session of the meeting of the Representative Assembly.

13.1.6 The Deputy Speaker shall:

- (a) preside over the meetings of the Representative Assembly in the absence of the Speaker or at the request of the Speaker;
- (b) assume the position of Speaker should that position become vacant.

13.1.7 When both the Speaker and the Deputy Speaker are absent from a meeting of the Representative Assembly, another person may be chosen by the meeting to preside.

Chapter 14. Board of Directors

14.1 Composition

14.1.1 The Board of Directors shall consist of:

- (a) the officers of the Association, and
- (b) eight directors.

14.2 Election and Term of Office

14.2.1 The officers and the directors shall be elected annually by and from the members of the Representative Assembly.

14.2.2 The immediate past president remains on the Board for one year at the discretion of the Board and the RA.

14.2.3 The Board Chair is appointed at the discretion of the Board for a three (3) year term.

14.2.4 Each newly-elected officer and director shall take office at the close of the RA meeting at which elections take place. The term of office shall expire at the end of the next meeting of the RA at which the Annual General Meeting is held, provided, however, that no term of office shall expire before a successor has been elected.

14.3 Duties and Powers

14.3.1 The Board shall:

- (a) be responsible to the Representative Assembly and shall exercise all powers of the Association and the Representative Assembly between meetings of the Association and meetings of the Representative Assembly;
- (b) establish policies relating to the collection of annual membership dues and to other matters in the conduct of the affairs of the Association providing, however, they are in harmony with these Bylaws and the objects of the Association;
- (c) expend prudently such funds of the Association as are provided in the annual budget approved by the Representative Assembly provided, however, that any expenditures beyond the budget must be reported and justified to the Representative Assembly;
- (d) as soon as is feasible, fill any vacancy which may occur in the Board, until the next election;
- (e) determine from time to time the address of the Association's office within the Province of Saskatchewan;

- (f) engage a person to be in charge of the staff, offices and administration of the Association to be known as the Chief Executive Officer , or by such other title as the Board may, from time to time, designate;
- (g) prescribe the manner in which changes in, and additions to, the subdivisions will be recognized by the Association;
- (h) prescribe the procedures for the nomination and election of RMA delegates;
- (i) prescribe the terms and conditions of affiliation with the Association;
- (j) appoint and disband such standing, special and other committees from time to time as the Board considers necessary, and outline the duties of such committees;
- (k) determine the place and date of each general meeting and of each meeting of the Representative Assembly;
- (l) delegate such duties and powers, except with respect to expenditure of funds, as it may consider necessary, provided that "expenditure of funds" shall be deemed not to include the expenditure of funds for office operating supplies and equipment and petty cash expenditures;
- (m) perform such other duties and functions as may from time to time be necessary, or as the Board may consider necessary for the operation of the Association and the carrying on of its functions;
- (n) establish sections at the request of the members, if deemed appropriate; and
- (o) appoint, if it so chooses, a Chair of the Board to conduct the business of the Board

Chapter 15. Executive Committee

15.1 Composition

- 15.1.1 The Executive Committee shall consist of the officers of the Association.

15.2 Powers

- 15.2.1 The Executive Committee shall be responsible to the Board and shall exercise all powers of the Board between its meetings.

Chapter 16. Meetings

16.1 Rules of Order

- 16.1.1 At all meetings of the Association, the parliamentary authority for all matters not clarified in the Act or in these Bylaws shall be the rules of order determined by the Canadian Medical Association bylaws.

16.2 Content

- 16.2.1 Scientific sessions may be held at the discretion of the Board in conjunction with any other meeting of the Association.

16.3 Annual General Meeting

- 16.3.1 There shall be a meeting of the members of the Association not less than once annually, at a time and place to be determined by the Board.

- 16.4 Powers of the Annual General Meeting
- 16.4.1 The Annual General Meeting:
- (a) may make recommendations for the consideration of the Representative Assembly and/or the Board ;
 - (b) shall receive for approval the Association's audited annual financial statements; and
 - (c) shall approve, reject or modify all proposals for amendments to the Association's Bylaws.
- 16.5 Entitlement to Attend the Annual General Meeting
- 16.5.1 All members of the Association are entitled to attend and are entitled to vote at the Annual General Meeting of the Association
- 16.6 Special General Meetings
- 16.6.1 A special meeting of the general membership may be called by the Representative Assembly or by the Board when deemed necessary or expedient, and shall be called by the Chair on a written request signed by not fewer than 50 Ordinary members of the Association.
- 16.6.2 The business discussed at any such meeting shall be as stated in the notice of the meeting.
- 16.7 Quorum for General Meetings
- 16.7.1 At any general or special meeting of the Association, after proper notice thereof, those members present shall constitute a quorum for the transaction of business.
- 16.8 Regular Meetings of the Representative Assembly
- 16.8.1 The Representative Assembly shall meet not less frequently than twice annually at a time and place set by the Board. One of the said meetings shall be designated by the Board as the Annual Meeting of the Representative Assembly.
- 16.8.2 Meetings of the Representative Assembly shall be chaired by the Speaker of the Representative Assembly or by the Deputy Speaker.
- 16.9 Special Meetings of the Representative Assembly
- 16.9.1 A special meeting of the Representative Assembly may be called by the Board when deemed necessary or expedient and shall be called by the Chair on a written request signed by not fewer than ten delegates of the Representative Assembly.
- 16.9.2 The business discussed at any such meeting shall be as stated in the notice of the meeting.
- 16.10 Quorum at the Representative Assembly
- 16.10.1 A majority of the delegates to the Representative Assembly shall constitute a quorum and all resolutions and motions, except as otherwise provided by the Act, shall be carried by a majority of the votes cast by those present and voting.
- 16.11 Voting Rights at the Representative Assembly
- 16.11.1 All delegates to the Representative Assembly with proper credentials shall have voting powers.

- 16.12 Entitlement to Attend Meetings of the Representative Assembly
- 16.12.1 All Association members with proper credentials shall have the right to attend meetings of the Representative Assembly and, subject to 5.3, take reasonable part in the deliberations, but only delegates of the Representative Assembly shall be entitled to vote.
- 16.13 Meetings of the Board
- 16.13.1 The Board shall meet at least four times annually and at such times and places as may be designated by the Chair.
- 16.13.2 A special meeting of the Board may be called by the Chair in consultation with the Executive Committee, or shall be called on a written request signed by three directors.
- 16.14 Quorum for the Board
- 16.14.1 A majority of the Board shall constitute a quorum of the Board and all resolutions and motions shall be carried by the majority of those present and voting.
- 16.15 Meetings of the Executive Committee
- 16.15.1 The Executive Committee shall meet at the call of the Chair to conduct the affairs of the Association between meetings of the Board .
- 16.16 Notice of Meeting of the Association or of the Representative Assembly
- 16.16.1 Except as otherwise provided in the Act, at least five days' notice of each meeting of the Association and of each meeting of the Representative Assembly in each case specifying the business to be placed before the meeting, shall be given to each representative or member entitled to receive notice at the last address of each of them on the Association's records.
- 16.16.2 Each notice shall be deemed to have been duly and properly given if:
- (a) sent by electronic means to the member's last address on the Association's records at least five days before the date of the meeting to which the notice relates; or
 - (b) deposited in the post office nearest the Association's head office with postage prepaid addressed to each member concerned at his last address on the Association's records at least five days before the date of the meeting to which the notice relates.
- 16.17 Notice of Meetings of the Board and the Executive Committee
- 16.17.1 The provisions in this Part, with respect to notice, apply to meetings of the Board and of the Executive Committee.
- 16.18 Waiver of Notice of Meeting
- 16.18.1 The provisions in this Part, with respect to the period and content of the notice, may be waived in case of emergency by a two-thirds vote of the meeting, provided that it is shown that reasonable steps were taken to inform all persons entitled to notice by telephone or otherwise of the meeting and the business to be placed before it.

Chapter 17. Nominating Committee

17.1 The Nominating Committee shall consist of:

- (a) three members elected by and from the Representative Assembly; and
- (b) a chair, who shall be the most immediate Past President, and one other, both of whom are members of the Association, named by the Board.

17.2 Duties

17.2.1 The Committee shall prepare a slate of nominees for:

- (a) the officers;
- (b) the directors
- (c) the Speaker;
- (d) the Deputy Speaker;
- (e) the representative(s) to the Board of the Canadian Medical Association; and
- (f) the three members of the Nominating Committee

but further and other nominations may be made from the floor of the meeting at which elections are to occur.

Chapter 18. Finance Committee

18.1 Composition

18.1.1 The Finance Committee shall consist of:

- (a) the Honourary Treasurer; and
- (b) not less than two and not more than four Ordinary members of the Association appointed by the Board .

18.2 Duties

18.2.1 The Finance Committee shall:

- (a) as soon as possible, bring to the attention of the Board or Executive Committee any likely over-expenditure or misappropriation, misuse, or discrepancy in the Association's funds;
- (b) make recommendations to the Board with reference to:
 - i) the raising of funds;
 - ii) the disbursement of funds; and
 - iii) the allotment of funds to special or trust accounts;
- (c) prepare an annual budget for consideration by the Board and for the approval of the Representative Assembly;
- (d) on behalf of the Board present an audited financial statement of the Association annually to the Representative Assembly;

- (e) make a recommendation to the Representative Assembly respecting the appointment of the Association's auditors; and
- (f) at all times have full access to all the financial records of the Association including all receipts, vouchers and all other supporting or evidentiary documents relating thereto, and shall check all expenditures and outgoings of funds from time to time to ascertain that they are being properly made.

Chapter 19. Standing and Other Committees

19.1 Appointments

- 19.1.1 In the appointment of committees due regard shall be given to the proper distribution and responsibilities within the Association and within the various RMAs and also to distribution of responsibilities geographically insofar as this can be done in the interest of efficiency.
- 19.1.2 All physician members of the committees shall be members in good standing of the Association. Persons other than physicians may be appointed to committees as the Board deems fit from time to time. The President, Vice-President, and CEO shall be members ex-officio of all committees except as may be otherwise provided in these Bylaws or by the Board .

19.2 Terms of Office

- 19.2.1 The term of office for members of each standing committee shall be established by the Board subject to any policy decision given by the Representative Assembly.

19.3 Reports from Standing Committees

- 19.3.1 All standing committees shall report to the Board and to the Representative Assembly from time to time. Wherever appropriate, reports to the Representative Assembly shall include recommendations for its consideration.

Chapter 20. Special Committees

20.1 Appointment

- 20.1.1 Special Committees may be appointed by the Chair, the Representative Assembly, or the Board to carry out any specific task assigned to them.

Chapter 21. Compensation for Services on Behalf of Association

- 21.1 Officers, directors, delegates to the Representative Assembly, members of Association committees, and officers of RMAs shall be entitled to receive reasonable remuneration for services provided in the interests of the Association as well as reimbursement for reasonable expenses in the performance thereof as determined from time to time by the Representative Assembly.

Chapter 22. Liability and Indemnity

22.1 Liability for Actions Taken

- 22.1.1 The Association will not hold the members of the Board , the Executive Committee or any member acting on their behalf individually or collectively liable for decisions and/or actions taken in good faith on behalf of the Association.
- 22.1.2 For the protection of officers, directors, officials, delegates to the Representative Assembly, or members of the Association, except as otherwise provided by law:

- (a) no officer, director, official, delegate to the Representative Assembly or other member or the Association is liable for any of the following acts or omissions:
 - (i) the acts or omissions of any other officer, director, official, delegate to the Representative Assembly, or other member or employee;
 - (ii) joining in any act for conformity;
 - (iii) any loss, damage or expense happening to the Association:
 - a. through the insufficiency or deficiency of title to any property acquired on behalf of the Association, or
 - b. for the insufficiency or deficiency of any security upon or in which any of the monies of the Association are placed out or invested;
 - (iv) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with whom or which any monies, securities or assets are lodged or deposited;
 - (v) any loss, conversion, misapplication or misappropriation of any monies, securities or other assets belonging to the Association;
 - (vi) any damage resulting from any dealings with any monies, securities or other assets belonging to the Association; or
 - (vii) any other loss, damage or misfortune which may happen in the execution of or in relation to the duties of the office or trust, unless the act or omission happens by or through the wrongful and willful act, neglect or default of the officer, director, official, delegate to the Representative Assembly or other member of the Association;
- (b) no officer, director, official, delegate to the Representative Assembly or other member of the Association is liable for any contract, act or transaction entered into, done or made for the Association, whether or not completed, if it has been authorized or approved by the Board ;
- (c) the fact that any officer, director, official, delegate to the Representative Assembly, or other member of the Association:
 - (i) is employed by or performs services for the Association other than in that person's role in the Association; or
 - (ii) is a member of a firm or a shareholder, director, or officer of a company employed by or performing services for the Association;

will not alter that person's entitlement to proper remuneration for the services performed.

Chapter 23. Indemnity for Liability Incurred

23.1 Every officer, director, official, delegate to the Representative Assembly, or other member of the Association, or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by the Association, their heirs, executors, administrators and estate are indemnified out of the funds of the Association, from and against

- (a) all costs, charges and expenses incurred in the execution of the duties of the office
 - (i) in or about any proceedings commenced against the person,
 - (ii) in respect of any other liability, and

- (b) all other costs, charges and expenses incurred in relation to the affairs of the Association, unless the costs, charges or expenses happen by or through the person's willful neglect or default.

Chapter 24. Seal

24.1 Custody and Execution

- 24.1.1 The Association shall have a seal which shall be in the custody of the CEO or such other person as may be designated by the Board and all papers or documents required to be sealed on behalf of the Association shall be sealed in the presence of the number of directors and/or officers of the Association as may be designated by resolution of the Board .

Chapter 25. Office

25.1 Association Office

- 25.1.1 The head office of the Association shall be in Saskatoon, Saskatchewan, at an address to be determined from time to time by the Board .

Chapter 26. Ethics

26.1 Adoption of Canadian Medical Association Code of Ethics

- 26.1.1 The Code of Ethics of the Association shall be the Code of Ethics of the Canadian Medical Association as adopted and amended from time to time by the Canadian Medical Association. Copies shall be made available to each new member of the Association. Membership in the Association shall imply the acceptance of the Code of Ethics as a guide to professional conduct.

Chapter 27. Amendments to the Bylaws

27.1 Legislation and Policy Committee

- 27.1.1 The Board shall appoint a legislation and policy committee to consider and make such recommendations as may be expedient for changing or revising these Bylaws or the objects of the Association. The Committee shall report to the Board and thereafter to the Representative Assembly.

27.2 Suggestions from Members

- 27.2.1 Notwithstanding any other provision of these Bylaws, any member of the Association may make a recommendation or recommendations with respect to these Bylaws or the objects of the Association to the Board, which shall refer such recommendations to the Legislation and Policy Committee for its consideration.

27.3 Coming into Force

- 27.3.1 Amendments to these Bylaws of the Association shall come into force only on a resolution passed by at least three-fourths of the votes cast at the annual general meeting of the Association of which not less than fourteen days' notice specifying the intention to propose the resolution has been given.

Chapter 28. Winding Up

28.1 Winding Up Process

- 28.1.1 Subject to the Act, in the event of dissolution of the Association, its property and assets shall, after payment of all liabilities, be donated to one or more recognized charitable organizations or

to one or more professional organizations in Canada which have objects similar to those of this Association, as may be decided by the Association in a special general meeting.

SCHEDULE OF AMENDMENTS

Created: March 28, 1972

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May 2004
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May 2011
May 2016