



SASKATCHEWAN MEDICAL ASSOCIATION
BYLAWS

MARCH 28, 1972

AS AMENDED TO MAY 6, 2023

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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 (*The Saskatchewan Medical Association Act*).

CHAPTER 1: INTREPRETATION

- 1.1 In these Bylaws, unless the context otherwise requires:
- (a) "Act" means *The Saskatchewan Medical Association Act*;
 - (b) "AGM" means the Annual General Meeting of the members;
 - (c) "Association" means the Saskatchewan Medical Association;
 - (d) "Board" means the Board of Directors of the Association;
 - (e) "CEO" means the Chief Executive Officer of the Association;
 - (f) "College" means the College of Physicians and Surgeons of Saskatchewan;
 - (g) "delegate" means delegate to the RA;
 - (h) "in good standing" means a member who has not died, resigned, or had their Association membership suspended or terminated;
 - (i) "member" means a member of the Association;
 - (j) "MSA" means Medical Staff Association;
 - (k) "RA" means the Representative Assembly of the Association;
 - (l) "RDoS" means Resident Doctors of Saskatchewan;
 - (m) "resident" means a person enrolled in postgraduate education and being educated in a specialized area of medicine at the College of Medicine, University of Saskatchewan;
 - (n) "SMSS" means the Student Medical Society of the College of Medicine at the University of Saskatchewan; and
 - (o) "student" means a person enrolled in undergraduate education and studying medicine at the College of Medicine, University of Saskatchewan.

CHAPTER 2: OBJECTS

- 2.1 The objects of the Association are to:
- (a) advance the educational, professional, and economic welfare of Saskatchewan physicians;
 - (b) advance the honour and integrity of the medical 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 has, in addition to powers provided in the Act, the power to:
- (a) publish such journals, papers, and other printed matter as the Board or the RA may from time to time determine; and
 - (b) 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.

CHAPTER 4: MEMBERSHIP

- 4.1 A person who is on the register of the College is eligible for membership in the Association.
- 4.2 The membership categories of the Association are:
- (a) Ordinary,
 - (b) Retired/Inactive,
 - (c) Resident,
 - (d) Student,
 - (e) Associate, and
 - (f) Honorary.
- 4.3 **Ordinary Members**
- 4.3.1 A person described in 4.1 currently on the Regular, Provisional or Ministerial register of the College and engaged in the active practice of medicine may become an Ordinary member.
- 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 resident who is currently on the Educational register of the College may become a Resident member.
- 4.6. **Student Members**
- 4.6.1 A student currently on the Educational register of the College may become a Student member.
- 4.7 **Honorary Members**
- 4.7.1 The Board, in its sole discretion, may confer Honorary membership on a person.

4.8 **Associate Members**

4.8.1 The Board may admit as an Associate member any member whose registration is suspended by 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 may suspend or terminate a person's membership in the Association.

4.11 **Resignation**

4.11.1 A person may resign from membership in the Association by providing written notice to the CEO or designate.

4.12 **Annual Membership Dues**

4.12.1 The annual membership dues shall be established by the RA.

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 AGM.

5.2 Any Ordinary, Student, Resident or Retired/Inactive member in good standing may be an officer, director, or delegate.

5.3 All members in good standing are entitled to attend as observers at the RA. 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 to vote thereon.

CHAPTER 6: SUBDIVISIONS OF THE ASSOCIATION

6.1 **Subdivisions**

6.1.1 The subdivisions of the Association are:

(a) the MSAs;

- (b) the Sections;
- (c) the SMSS; and
- (d) the RDoS.

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 relationship to the Association.

CHAPTER 7: MEDICAL STAFF ASSOCIATIONS

7.1 Boundaries of the Medical Staff Associations

- 7.1.1 The boundaries of the MSAs shall coincide with the Saskatchewan Health Authority Area and Network boundaries.

7.2 Establishment of Medical Staff Associations

- 7.2.1 The RA shall establish MSAs within each geographically defined area.
- 7.2.2 MSAs may establish subdivisions to facilitate achieving the objects of the MSA.

7.3 Requirements of Medical Staff Associations

- 7.3.1 Each MSA 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;
- (c) file with the Association an annual budget and financial statement; and
- (d) advise the Association of any change in, or addition to, its executive officers as soon as possible after such change is made.

- 7.3.2 Each MSA:

- (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 MSA;
- (b) may submit recommendations at any time to the Board or RA for 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 MSA Delegates**

- 7.4.1 Each MSA shall elect delegates and may elect up to the number of delegates established in 7.5.1.
- 7.4.2 Any MSA or any one member of that MSA may nominate an Ordinary member as a candidate for election as a delegate from that MSA.
- 7.4.3 A person who belongs to more than one MSA may only be nominated as a delegate in one MSA at any one time.
- 7.4.4 The delegates shall be elected in the manner prescribed by the Board.
- 7.4.5 Each MSA shall consider the values of equity, diversity, and inclusion in electing its delegates.

7.5 **Number of MSA Delegates**

- 7.5.1 Each MSA is entitled to elect a number of delegates based on the number of Ordinary members who have joined that MSA. The formula is as follows:
 - (a) one delegate for one 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) 10 delegates for 251 to 300 members;
 - (k) 11 delegates for 301 to 350 members;
 - (l) 12 delegates for 351 to 400 members;
 - (m) 13 delegates for 401 to 450 members;

- (n) 14 delegates for 451 to 500 members;
- (o) 15 delegates for 501 to 600 members;
- (p) 16 delegates for 601 to 750 members;
- (q) 17 delegates for 751 to 1000 members; and
- (r) 18 delegates for more than 1000 members.

7.6 Annual Review of MSA Delegates

- 7.6.1 The number of Ordinary members within each MSA shall be reviewed annually and the number of delegates from each MSA adjusted accordingly.

CHAPTER 8: SECTIONS

8.1 Composition of Sections

- 8.1.1 Any group of members 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;
 - (c) file with the Association an annual budget and financial statement; and
 - (d) advise the Association of any change in, or addition to, its executive officers as soon as possible after such change is 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 or RA for its consideration.

8.4 Election of Section Delegates

- 8.4.1 Each Section is entitled to elect, in the manner prescribed by its constitution, a number of delegates based on the number of Ordinary members who have joined that Section. The formula is as follows:

- (a) no delegate for one to ten members;
- (b) one delegate for 11 to 100 members;
- (c) two delegates for 101 to 499 members;
- (d) three delegates for 500 and more members.

8.4.2 Each Section shall forward the names of its delegates to the Association as soon as possible after election.

CHAPTER 9: REQUIREMENTS OF THE SMSS

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

CHAPTER 10: REQUIREMENTS OF RDoS

10.1 RDoS shall elect two delegates the manner prescribed by RDoS's 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 RA shall consist of:

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

each of whom must be members.

11.2 **Terms of Office of Delegates**

11.2.1 All delegates shall become members of the RA at the next meeting of the RA next following their election.

11.2.2 MSA and Section delegates shall each hold office for two years.

11.2.3 SMSS and RDoS delegates shall each hold office for one year.

11.2.4 All delegates may hold office for any number of successive terms of office provided that they continue as members of, and to be re-elected by, their respective subdivisions.

11.3 Powers

11.3.1 The RA 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 RA shall be as valid and effectual for all intents and purposes as if passed by a general meeting of all members. Without in any way restricting the generality of the foregoing, the RA shall:

- (a) from its own members elect the officers and directors of the Board, and three members of the Nomination and Appointments Committee;
- (b) from members of the Association, elect its Speaker and Deputy Speaker;
- (c) as soon as practicable after a vacancy occurs in the RA 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 AGM;
- (h) present any proposed amendments to the Bylaws at the AGM; and
- (i) consider recommendations from the AGM as well as from MSAs and Sections.

CHAPTER 12: OFFICERS, DIRECTORS, SPEAKER, and DEPUTY SPEAKER

12.1 List of Officers

12.1.1 The officers of the Association are the:

- (a) President;
- (b) Vice-President;
- (c) Immediate Past President;
- (d) Honorary Treasurer; and

(e) Chair of the Board, if appointed.

12.2 Election of Officers, Speaker, and Deputy Speaker

12.2.1 Further to 11.3.1(a) and 11.3.1(b), each of the President, Vice-President, Honorary Treasurer, directors, Speaker, and Deputy Speaker shall be elected by a plurality of the votes cast at an Annual Meeting of the RA.

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 RA shall be required to remove any director, officer (other than the Chair of the Board), Speaker, or Deputy Speaker from office.

12.4 Term of Office for an Officer, Speaker, and Deputy Speaker

12.4.1 The term of office for an officer (other than the Chair of the Board), the Speaker, and the Deputy Speaker is one year.

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 vote at meetings of all committees of the Association except the Finance Committee; and
- (g) in the absence of a Chair of the Board being appointed, 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, shall:

- (a) be a member 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 RA, 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 RA.

13.1.5 The Speaker shall:

- (a) preside over meetings of the RA 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 RA.

13.1.6 The Deputy Speaker shall:

- (a) preside over the meetings of the RA 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 RA, another person may be chosen by the meeting to preside.

CHAPTER 14: BOARD OF DIRECTORS

14.1 **Composition**

14.1.1 The Board consists of:

- (a) the officers of the Association;
- (b) eight directors;
- (c) the Saskatchewan director of the Canadian Medical Association as a non-voting observer;
- (d) one Student member nominated by SMSS as a non-voting observer; and

- (e) one Resident member nominated by RDoS as a non-voting observer.

14.2 Election and Term of Office

- 14.2.1 The officers and the directors shall be elected by and from the members of the RA.
- 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 Chair of the Board is appointed at the discretion of the Board for a three-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 meeting of the RA at which the AGM is held, provided, however, that no term of office shall expire before a successor has been elected.
- 14.2.5 A director's term of office is two years. A director may be reappointed for two additional terms but, subject to 14.2.4, shall not hold office on the Board for longer than six consecutive years, unless subsequently elected as an officer.

14.3 Duties and Powers

- 14.3.1 The Board shall:
 - (a) be responsible to the RA and shall exercise all powers of the Association and the RA between meetings of the Association and meetings of the RA;
 - (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 RA provided, however, that any expenditures beyond the budget must be reported and justified to the RA;
 - (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 MSA 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 RA;
- (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 All meetings of the RA, Board, and Executive of the Association and any annual or special general meetings of the Association shall be conducted in accordance with the current version of *Robert's Rules of Order*.

16.2 **Content**

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

16.3 **Annual General Meeting**

16.3.1 There shall be a meeting of the members 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 AGM:

- (a) may make recommendations for the consideration of the RA and/or the Board;
- (b) shall receive for information the Association's audited annual financial statements; and
- (c) shall approve, reject or modify all proposals for amendments to these Bylaws.

16.5 **Entitlement to Attend the Annual General Meeting**

16.5.1 All members are entitled to attend and vote at the AGM.

16.6 **Special General Meetings**

16.6.1 A special general meeting of the membership may be called by the RA or by the Board when deemed necessary or expedient and shall be called by the President on a written request signed by not fewer than 50 Ordinary members.

16.6.2 The business discussed at any special general meeting of the membership shall be as stated in the notice of the meeting.

16.7 **Quorum for General Meetings**

16.7.1 At any annual or special general meeting of the membership, 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 RA shall meet not less frequently than twice annually at a time and place set by the Board. One of these meetings shall be designated by the Board as the Annual Meeting of the RA.

16.8.2 Meetings of the RA shall be chaired by the Speaker or Deputy Speaker.

16.9 **Special Meetings of the Representative Assembly**

16.9.1 A special meeting of the RA may be called by the Board when deemed necessary or expedient and shall be called by the President on a written request signed by not fewer than ten delegates.

16.9.2 The business discussed at any special meeting of the RA 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 shall constitute a quorum at a meeting of the RA 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 in good standing are entitled to vote at the RA.

16.12 **Entitlement to Attend Meetings of the Representative Assembly**

16.12.1 All members of the Association in good standing are entitled to attend meetings of the RA and, subject to 5.3, take reasonable part in the deliberations, but only delegates are 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 of the Board.

16.13.2 A special meeting of the Board may be called by the Chair of the Board in consultation with the Executive Committee, or shall be called on a written request signed by three directors.

16.14 **Board Procedures**

16.14.1 A majority of members 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.

16.14.2 Resolutions and motions passed at a meeting of the Board where quorum is not present are not enforceable.

16.15 **Meetings of the Executive Committee**

16.15.1 The Executive Committee shall meet at the call of the Chair of the Board 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 RA, in each case specifying the business to be placed before the meeting, shall be given to each 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 a post office near the Association's head office with postage prepaid addressed to the member at the member's last address on the Association's records at least ten 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 Chapter with respect to notice also 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 Chapter 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: NOMINATION AND APPOINTMENTS COMMITTEE

17.1 The Nomination and Appointments Committee shall consist of:

- (a) three members elected by and from the RA, who are not current members of the Board;
- (b) two Ordinary members appointed by the Board, who are not current members of the Board or the RA; and
- (c) the immediate Past President, as the ex-officio non-voting chair.

17.2 **Duties**

17.2.1 The Nomination and Appointments Committee shall prepare for the consideration of the RA a slate of nominees for:

- (a) the officers, excluding the Chair of the Board;
- (b) the directors;
- (c) the Speaker; and
- (d) the Deputy Speaker;

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

17.2.2 The Nomination and Appointments Committee shall recommend to the Board candidates for appointment to the committees described in Chapters 18 through 20.

17.2.3 The Nomination and Appointments Committee shall recommend to the Board or the RA, as appropriate, candidates for any awards.

17.2.4 In preparing any slates of nominees or recommendations, the Nomination and Appointments Committee shall consider;

- (a) relevant competence and experience;
- (b) the values of equity, diversity, and inclusion;
- (c) the distribution of responsibilities within the Association;
- (d) the distribution of responsibilities within the subdivisions; and
- (d) the distribution of responsibilities geographically.

insofar as this can be done in the interest of efficiency.

17.3 **Term of Office for Nomination and Appointments Committee**

17.3.1 The term of office for the members of the Nomination and Appointments Committee (other than the chair) is two years.

17.3.2 A member of the Nomination and Appointments Committee (other than the chair) may be reappointed for two additional terms but shall not hold office on the Committee for longer than six consecutive years.

CHAPTER 18: FINANCE COMMITTEE

18.1 **Composition**

18.1.1 The Finance Committee shall consist of:

- (a) the Honorary Treasurer;
- (b) two Ordinary members appointed by the Board; and
- (c) two members elected by and from the RA, who are not current members of the Board.

18.1.2 The Board shall appoint the chair of the Finance Committee from those described in 18.1.1.

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 significant 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 RA;
- (d) on behalf of the Board present an audited financial statement of the Association annually to the RA;
- (e) make a recommendation to the RA respecting the appointment of the Association's auditors;
- (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
- (g) check all expenditures and outgoings of funds from time to time to ascertain that they are being properly made.

18.3 **Term of Office for Finance Committee**

18.3.1 The term of office for the members of the Finance Committee (other than the Honorary Treasurer) is two years.

18.3.2 A member of the Finance Committee (other than the Honorary Treasurer) may be reappointed for two additional terms but shall not hold office on the Committee for longer than six consecutive years.

CHAPTER 19: STANDING AND OTHER COMMITTEES

19.1 **Appointments**

19.1.1 In the appointment of committees, due regard shall be given to:

- (a) relevant competence and experience;
- (b) the values of equity, diversity, and inclusion;
- (c) the distribution of responsibilities within the Association;
- (d) the distribution of responsibilities within the subdivisions; and
- (e) the 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. Persons other than physicians may be appointed to committees as the Board deems fit from time to time.

19.1.3 The President, Vice-President, and CEO shall be ex-officio members 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 RA.

19.3 **Reports from Standing Committees**

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

CHAPTER 20: SPECIAL COMMITTEES

20.1 **Appointment**

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

20.2 **Terms of Office**

20.2.1 The term of office for members of each special committee shall be established by the Board subject to any policy decision given by the RA.

CHAPTER 21: SERVICES ON BEHALF OF THE ASSOCIATION

21.1 Officers, directors, delegates, members of Association committees, and officers of MSAs 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 RA.

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, or members, except as otherwise provided by law:

- (a) no officer, director, official, delegate or other member is liable for any of the following acts or omissions:

- (i) the acts or omissions of any other officer, director, official, delegate, 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 tortious 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 or other member;
- (b) no officer, director, official, delegate or other member 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, or other member:
 - (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, or other member, 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 CMA Code of Ethics and Professionalism as adopted and amended from time to time by the Canadian Medical Association. Copies shall be made available to each new member. Membership in the Association shall imply the acceptance of the CMA Code of Ethics and Professionalism 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 RA.

27.2 Suggestions from Members

27.2.1 Notwithstanding any other provision of these Bylaws, any member 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 shall come into force only on a resolution passed by at least three-fourths of the votes cast at the AGM 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
Revised:	November 1997
	May 2004
	May 2008
	May 2011
	May 2016
	May 2023