



By-Law 2: Meetings of the Council and College

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The holding and procedure of Council and College meetings, made pursuant to 15(1)(a) of the *Medical Act, 2011*.

1. Definitions

For the purposes of this By-law:

- (1) “Chairperson” means the Council Member appointed pursuant to s. 11(1)(a) of the *Medical Act, 2011* (the “Act”).
- (2) “College Member” means a medical practitioner who holds a current licence issued pursuant to the *Act*.
- (3) “Council” means the Council of the College described in s. 9(1) of the *Act*.
- (4) “Council Member” means a person elected or appointed to the Council pursuant to s. 9(1) of the *Act*.
- (5) “Vice-Chairperson” means the Council Member appointed pursuant to s. 11(1)(b) of the *Act*.

2. Annual General Meeting of the College

- (1) An annual general meeting of the College shall be held prior to July 1 in each year, at a time and place in the Province determined by the Council.

Notice of the Meeting

- (2) Notice of the annual general meeting shall be provided to College Members at least 21 days prior to the date fixed for the meeting. Notice shall be provided to College Members by electronic mail.
- (3) Notice shall be deemed to have been delivered to a member on the date the notice was transmitted, provided the notice is transmitted before 4:30pm, or otherwise on the first business day after the date the notice was transmitted.
- (4) The notice of the annual general meeting shall include a summary of the financial statements of the College and an agenda of other business to be conducted at the meeting.
- (5) The inadvertent failure to give notice to a College Member of the annual general meeting, or a College Member's non-receipt of notice, or any actual or asserted defect in any information, agenda, or document provided with such notice or prior to the annual general meeting, does not invalidate anything done at the meeting.

Audited Financial Statements

- (6) Copies of audited financial statements shall be made available to College Members, on request, prior to the annual general meeting.

Quorum

- (7) The quorum for an annual general meeting shall be 5 College Members. A quorum of the Council, as set out in the *Act*, shall also be in attendance. The Registrar and College Members who are also Council Members may be counted both as part of the quorum of College Members and the quorum of the Council for the purposes of the annual general meeting.

Chair of meeting

- (8) The Chairperson or in such absence the Vice-Chairperson, shall preside over the annual general meeting.

Order of proceedings

- (9) The order of proceedings at an Annual General Meeting of the College will, so far as is practicable, follow the agenda provided with the notice of the meeting.

Business to be conducted

- (10) At an Annual General Meeting, the College shall
 - (a) receive a report on the activities of the College for the preceding year presented by the Registrar or such other person as may be designated by the Chairperson;
 - (b) receive audited financial statements of the College for the preceding fiscal year from the College's auditor;
 - (c) receive such other reports as the Council may deem appropriate;
 - (d) appoint an auditor to audit the accounts of the College and to report on the financial statements of the College; and
 - (e) consider such other business as the Council may deem appropriate.

Motions

- (11) Motions may be made by a College Member in attendance at the annual general meeting, and may only be voted upon if seconded by a College member in attendance at the meeting.
- (12) The chairperson may determine whether a vote on a motion shall be by an open vote or secret ballot.
- (13) A motion supported by a majority of the College Members in attendance at the meeting is advisory only, and is not binding on the Council or the College unless accepted by the Council at a subsequent meeting of Council.
- (14) Council shall consider whether to accept or reject a motion made at the annual general meeting at a subsequent meeting of Council, and further meetings of the Council or of the College may be called to consider the motion.

3. Special Meetings of the College

- (1) Other meetings of the College ("Special Meetings") may be called in accordance with subsection *10(1)* of the Act, by at least 15 days notice to College members. In case of urgency, the Council may direct that such meeting be called on shorter notice.
- (2) The notice for a Special Meeting of the College shall include a statement of the business to be conducted at the meeting.

- (3) In all other respects, a Special Meeting of College shall be governed by the same conditions as apply to an annual general meeting of the College.

4. Meetings of Council

- (1) At least 4 meetings of Council shall be held in each year.
- (2) A meeting of Council may be called at any time by the Chairperson, the Registrar, or by request in writing to the Registrar from any 3 Council members.

Election of Officers

- (3) One meeting shall be held after the Annual General Meeting for the purpose of electing the Chairperson and Vice-chairperson (the "Election Meeting").
- (4) Council members may declare themselves as candidates willing to serve as Chairperson or Vice-Chairperson, either by notice to all Council members in advance of the Election Meeting or by declaration at the election meeting, without any requirement to be nominated.
- (5) At the Election Meeting, any Council member may propose one or more Council members as candidates for Chairperson or Vice-Chairperson, provided that no Council member shall be considered to be a candidate unless willing to stand for election.
- (6) If only one candidate is declared for a position, that candidate shall be elected to that position by acclamation.
- (7) The election of the Council officers shall be by secret ballot taken from each Council member participating in the Election Meeting. Corporate Counsel for the College shall count the votes cast, and in the case of Council members participating in the election meeting by telephone or other telecommunication device, Corporate Council shall arrange to receive privately the vote of each of those members. In the alternative, an electronic voting system may be used to collect electronic ballots and report on the results of the ballots received.
- (8) The Chairperson and Vice-Chairperson shall hold office until the successor is elected, or until the person ceases to be a member of Council, whichever occurs first.

Notice of meetings

- (9) The Registrar shall give at least 7 days' notice of a Council meeting, unless
 - (a) the Chairperson or, in the Chairperson's absence, the Vice-chairperson determines that, due to urgency, a meeting should be called on shorter notice; or

- (b) two-thirds of Council members consent to shorter notice.
- (10) Notice of meetings will be given by electronic mail.
- (11) Each Council member shall provide the Registrar with the member's electronic mail address for purposes of delivery of notice of meetings.
- (12) Notice shall be deemed to have been delivered to a member on the date the notice was transmitted, provided the notice is transmitted before 4:30pm, or otherwise on the first business day after the date the notice was transmitted.
- (13) A statement of the business to be conducted at the meeting shall be provided to Council members at least 7 days before the date scheduled for the meeting.
- (14) The Registrar shall make reasonable efforts to provide Council members with copies of documents to be considered at the meeting prior to the meeting. Where it is not practical to provide all Council members with a document prior to the meeting, the document may be provided at the meeting itself.
- (15) Notwithstanding any other provision of this By-Law, the inadvertent failure to give notice to a member of a meeting of the Council, or a member's non-receipt of notice, or any actual or asserted defect in the notice or in any document provided to members in advance of the meeting, does not invalidate anything done at the meeting.

Participation by teleconference

- (16) Any Council member may participate in a Council meeting by means of telephone or other telecommunication device.
- (17) The impracticality of one or more Council members participating or continuing to participate in a Council meeting by telephone or other telecommunication device shall not prevent the meeting from proceeding or continuing, nor be deemed to invalidate anything done at such a meeting, provided there continues to be the participation of a quorum of Council in the meeting.

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