



ROYAL COLLEGE
OF PHYSICIANS AND SURGEONS OF CANADA

Bylaw No. 19

February 2015

CONTENTS

Introduction	1
Core Activities	1
Article 1 - Interpretation	1
Article 2 - Registered Office	2
Article 3 - Corporate Seal and Records	2
Article 4 - Certificates of Qualification	2
Article 5 - Membership	3
Article 6 - Maintenance of Certification Program	3
Article 7 - Termination of Membership	3
Article 8 - Affiliation	4
Article 9 - Termination of Affiliation	5
Article 10 - Meetings of the Members	5
Article 11 - Council	6
Article 12 - Executive Committee	9
Article 13 - Nominating Committee	10
Article 14 - Financial Reporting and Risk Oversight Committee	11
Article 15 - Committees Generally	11
Article 16 - Officers of the Royal College	12
Article 17 - Remuneration and Payment of Expenses	13
Article 18 - Indemnity and Insurance	14
Article 19 - Financial Matters	14
Article 20 - Public Accountant	14
Article 21 - Banking	15
Article 22 - Borrowing of Money by the Royal College	15
Article 23 - Voting Shares and Securities	15
Article 24 - Execution of Contracts, et cetera	15
Article 25 - Rules, Regulations, et cetera	16
Article 26 - Ownership of Fellowship Diplomas	16
Article 27 - Enactment, Repeal or Amendment of Bylaws	16
Article 28 - Notices	16
Article 29 - Repeal	17

INTRODUCTION

The Royal College of Physicians and Surgeons of Canada was incorporated by an Act of the Parliament of Canada on June 14, 1929. The aforementioned Act was amended on June 3, 1939, and December 18, 1945, and there were further constitutional amendments through Letters Patent of Continuance issued by the Minister of Consumer and Corporate Affairs on November 4, 1971, and Supplementary Letters Patent dated November 23, 2010. The Royal College obtained member approval to continue under the *Canada Not-for-profit Corporations Act* on February 22, 2013, causing its Letters Patent and Supplementary Letters Patent to be replaced by Articles. All constating documents are available at the Royal College's registered office.

CORE ACTIVITIES

Complementary to the statement of purpose outlined in the Articles, the Royal College is an organization of medical specialists dedicated to ensuring the highest standards and quality of healthcare. The Royal College accomplishes its mission through its leadership in postgraduate medical education and professional development, and through its contribution to the formulation of sound health and public policy.

○○○○○○

BE IT ENACTED as a Bylaw of The Royal College of Physicians and Surgeons of Canada - *Le Collège royal des médecins et chirurgiens du Canada* (hereinafter called the "Royal College") as follows:

BYLAW No. 19

A Bylaw to regulate generally the business of The Royal College of Physicians and Surgeons of Canada - *Le Collège royal des médecins et chirurgiens du Canada*.

Article 1 Interpretation

- 1.1 "Act" means the *Canada Not-for-profit Corporations Act* S.C 2009, c. 23 including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- 1.2 "Affiliate" means a person who has been granted affiliation with the Royal College in accordance with article 8, subject to the provisions of article 9.
- 1.3 "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Royal College, as amended.
- 1.4 "Certificant" means a person who has obtained a certificate of qualification by successful examination in accordance with article 4 and the regulations promulgated by Council.
- 1.5 "Council" means the Council of the Royal College constituted in accordance with article 11.1.
- 1.6 "Councillor" or "Councillors" means any one or more persons, respectively, who from time to time have been duly elected or appointed to serve on the Council.
- 1.7 "Executive Committee" means a committee of Council constituted in accordance with article 12.1.
- 1.8 "Fellow" means a person who has been admitted to Fellowship in the Royal College with Royal College certification in accordance with article 5 and who is in compliance with the Maintenance of Certification Program requirements of article 6 and article 7.
- 1.9 "Maintenance of Certification Program" means the program of professional development described in accordance with article 6.
- 1.10 "Medical Qualification" means a degree granted by a faculty, college or school of medicine acceptable to the Royal College or a degree of osteopathic medicine granted by a United States Osteopathic Medical College accredited by the American Osteopathic Association.

- 1.11 "Old Bylaws" has the meaning ascribed thereto in article 29.
- 1.12 "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.
- 1.13 "Public Members" has the meaning set forth in article 11.1.3.
- 1.14 "Royal College" means THE ROYAL COLLEGE OF PHYSICIANS AND SURGEONS OF CANADA - *LE COLLÈGE ROYAL DES MÉDECINS ET CHIRURGIENS DU CANADA*.
- 1.15 "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.
- 1.16 In this Bylaw and all other bylaws and in all regulations of the Royal College, the singular shall include the plural and the plural the singular.
- 1.17 The insertion of headings in this Bylaw is for convenience only and shall not affect the construction or interpretation thereof.

Article 2 Registered Office

- 2.1 The registered office and official home of the Royal College shall be at such place in the City of Ottawa in the Province of Ontario as the Council of the Royal College may from time to time by resolution decide.

Article 3 Corporate Seal and Records

- 3.1 Corporate seal - The seal of the Royal College shall be in such form as shall be prescribed from time to time by resolution of the Council and shall have the name of the Royal College impressed thereon, and shall remain in the custody of the Chief Executive Officer.
- 3.2 Register of Fellows - A register of Fellows shall be maintained in which shall be entered the name and such other information as Council might prescribe about every Fellow and the register shall be open to the public, subject to such rules and regulations as may be prescribed on behalf of the Royal College.
- 3.3 Register of Certificants - A register of Certificants of the Royal College who are not Fellows shall be maintained and the register shall be open to the public, subject to such rules and regulations as may be prescribed on behalf of the Royal College.
- 3.4 Correction to Entries - Any entry in the register of Fellows or the register of Certificants may be corrected upon the grounds of fraud, accident or mistake.

Article 4 Certificates of Qualification

- 4.1 Certificates - Certificates of qualification may be granted in specialties approved by the Council under regulations promulgated by the Council.
- 4.2 Candidates - All candidates for admission to the Royal College certification examinations shall hold a Medical Qualification acceptable to the Council.
- 4.3 Examinations - All examinations shall be conducted according to regulations made from time to time by the Royal College. All examinations shall be conducted by examiners appointed by the Royal College. Candidates may apply for and take examinations in either the English or the French language.
- 4.4 Certification - Upon satisfactory completion of such examinations, course of training and other criteria prescribed by Council, the candidate shall be granted a certificate of qualification.

Article 5 Membership

- 5.1 Members - The members of the Royal College shall be all persons who are Fellows with Royal College certification as of the time of the coming into force of this Bylaw and all persons who shall be admitted as such in future in accordance with the bylaws and regulations of the Royal College. Members shall be entitled to receive notice of, to attend and to vote on each matter which properly comes before the members at each meeting of members of the Royal College and shall have other such rights, privileges and obligations as are specified in this Bylaw and in regulations prescribed by the Council from time to time.
- 5.2 Admission to Membership - The Council may admit to membership a person to whom the Royal College has granted a certificate of qualification who submits a written application for admission to membership in the prescribed form and who at the time of consideration:
- 5.2.1 is not removed or suspended by reason of professional incompetence or misconduct from the register of the medical regulatory authority in any province or territory of Canada or of a medical regulatory authority outside of Canada;
 - 5.2.2 pays the prescribed fees; and
 - 5.2.3 undertakes to participate in and comply with the regulations of the Maintenance of Certification Program.
- 5.3 Candidates for Membership - All candidates for membership shall be required to subscribe to the Bylaws of the Royal College and to sign the Fellowship declaration in the form prescribed by the Council from time to time before enrolment on the register of Fellows.
- 5.4 Designation - For the purposes of differentiation of the special qualifications of a Fellow, the Royal College shall be divided into a Division of Medicine and a Division of Surgery, and each Fellow shall accordingly be designated "Fellow of The Royal College of Physicians of Canada" which may be abbreviated to "FRCPC" or "Fellow of The Royal College of Surgeons of Canada" which may be abbreviated to "FRCSC". When the French language is used, each Fellow shall be designated "*Associé ou Associée du Collège royal des médecins du Canada*" which may be abbreviated to "FRCPC" or "*Associé ou Associée du Collège royal des chirurgiens du Canada*" which may be abbreviated to "FRCSC", as the case may be. Fellows who successfully complete all requirements of an approved Royal College Area of Focused Competence (Diploma) program shall be designated as a "Diplomate of the Royal College of Physicians and Surgeons of Canada", which may be abbreviated to "DRCPSC".

Article 6 Maintenance of Certification Program

- 6.1 Every member must participate in and comply with the Maintenance of Certification Program, as prescribed by regulations made by the Council.
- 6.2 Every Diplomate Affiliate and Subspecialist Affiliate must participate in and comply with the Maintenance of Certification Program, as prescribed by regulations made by the Council.

Article 7 Termination of Membership

- 7.1 Any Fellow shall cease to be a member and Fellow of the Royal College and their name shall automatically be removed without further inquiry from the register of Fellows upon the happening of any one of the following events:
- 7.1.1 the death of the Fellow;
 - 7.1.2 receipt of a written resignation from the Fellow;

- 7.1.3 the Fellow being deemed, following suitable notification, as determined by the Council, to have failed to comply with the requirements of the Maintenance of Certification Program;
 - 7.1.4 notification to the Royal College of the Fellow being removed or suspended for twelve (12) months or more by reason of professional incompetence or misconduct from the register of the medical regulatory authority in any province or territory of Canada or of a medical regulatory authority outside of Canada; or
 - 7.1.5 the Fellow being deemed, following suitable notification, as determined by the Council, to be in default of the obligation to pay annual dues.
- 7.2 Any Fellow whose name stands removed from the register of Fellows by reason of article 7.1, other than upon death, shall not be entitled to use the designation "FRCPC" or "FRCSC" or "DRCPSC", as the case may be.
- 7.3 Any Fellow whose name stands removed from the register of Fellows shall not exercise any rights to nominate or to vote as granted by this Bylaw, hold office, be appointed to committees or attend any annual or special meeting of the members.
- 7.4 Any Fellow whose name has been removed from the register of Fellows may apply to the Executive Committee for the name of the Fellow to be restored. Council may so restore the Fellow's name upon the recommendation of the Executive Committee subject to such conditions as may be imposed.

Article 8 Affiliation

- 8.1 The following are the categories of Affiliates of the Royal College -
- 8.1.1 Scientists - The Council may admit career scientists who fulfill the requirements set out in regulations prescribed by the Council from time to time.
 - 8.1.2 Honorary Fellowship - The Council may admit Honorary Fellows who are such distinguished physicians, surgeons or other persons who fulfill the requirements set out in regulations prescribed by the Council from time to time.
 - 8.1.3 Posthumous Fellowship - The Council may admit to Posthumous Fellowship post-graduate residents who have met training or other requirements set out in regulations prescribed by the Council from time to time.
 - 8.1.4 Resident Affiliates - Residents who are not already certified by the Royal College and are registered in a Royal College accredited residency program may apply for affiliation in the resident category. Residents who are Affiliates shall have such rights, privileges and obligations as are specified in this Bylaw and in regulations prescribed by the Council from time to time.
 - 8.1.5 Diplomate Affiliates - Physicians and surgeons who are not certified by the Royal College and who have successfully completed a Royal College Area of Focused Competence (Diploma) program may apply for affiliation in the Diplomate Affiliate category and upon being granted such affiliation, may use the designation "Diplomate of the Royal College of Physicians and Surgeons of Canada, which may be abbreviated to "DRCPSC".
 - 8.1.6 Subspecialist Affiliates - Physicians and surgeons who are not certified by the Royal College and who were educated in the primary specialty outside of Canada and have passed the Royal College subspecialty exams may apply for affiliation in the Subspecialist Affiliate category.
 - 8.1.7 Other Categories of Affiliation - The Council may by regulation establish and/or remove new and existing categories of affiliation and prescribe and amend the rights, privileges and obligations of each such category, from time to time.

For greater certainty, Affiliates are not Fellows of the Royal College.

Article 9
Termination of Affiliation

- 9.1 Terms and conditions of affiliation with the Royal College shall be set out in regulations prescribed by the Council from time to time.
- 9.2 Affiliation in the Royal College shall cease upon:
- 9.2.1 the death of the Affiliate;
 - 9.2.2 receipt of a written resignation from the Affiliate;
 - 9.2.3 the Affiliate being deemed, following suitable notification, as determined by the Council, to have failed to comply with the requirements of the Maintenance of Certification Program if applicable to the category of Affiliate;
 - 9.2.4 the Affiliate being deemed, following suitable notification, as determined by the Council to be in default of the obligation to pay the annual fee if applicable to the category of Affiliate;
 - 9.2.5 certification by the Royal College; or
 - 9.2.6 notification to the Royal College of the name of the Affiliate being removed or suspended for twelve (12) months or more by reason of professional incompetence or misconduct from the register of the medical regulatory authority in any province or territory of Canada or of a medical regulatory authority outside of Canada.
- 9.3 In addition to the events listed under article 9.2, affiliation of a Resident Affiliate shall terminate upon cessation of enrolment in a Royal College accredited residency program; or expiration of eligibility to sit the applicable Royal College examinations.
- 9.4 Any Diplomate Affiliate whose affiliation is terminated by reason of article 9.2, other than upon death, shall not be entitled to use the designation "DRCPSC".

Article 10
Meetings of the Members

- 10.1 Annual Meeting of the Members - The annual meeting of the members of the Royal College shall be held at such time and place each year in Canada as the Council may from time to time determine.
- 10.2 Special Meetings of the Members - A special meeting of the members may be held at such time and place as the Council may from time to time determine. The Council shall convene a special meeting of the members on the request in writing of at least five per cent (5%) of the members. Any such request in writing by members for the calling of a special meeting must specify the business to be transacted at such a meeting.
- 10.3 Notice of Meetings -
- 10.3.1 Notice of meeting - Notice in writing of the time and place of each meeting of the members shall be sent to each member in good standing listed in the members register as of the prescribed record date and at the last address of the member on file with the Royal College, to each Councillor and to the public accountant at least twenty-eight (28) days in advance of the date of the meeting.
 - 10.3.2 The notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business. For the purposes of this article, all business transacted at a special meeting or annual meeting of members, except consideration of the financial statements, public accountant's report, election of Councillors and re-appointment of the incumbent public accountant, is "special business". The notice of meeting shall also state the text of any Special Resolution to be submitted to the meeting.

- 10.3.3 The notice of any annual meeting shall include a statement informing the members that the comparative financial statements, report of the public accountant, and any other documents required by the Act, are available at the registered office of the Royal College and that the members may, upon request, obtain a copy of those financial statements and other documents free of charge at the registered office or by prepaid mail.

10.4 Regulation of meetings (whether annual or special) -

- 10.4.1 Quorum - For any meeting of the members, twenty (20) members shall constitute a quorum. Quorum shall be established by the chair at the beginning of each meeting by measures determined by the chair to accurately confirm attendance by the members entitled to participate at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if quorum is not present throughout the meeting.
- 10.4.2 Voting - Only members of the Royal College shall be entitled to vote at meetings of the members. Each member present in person or by other means at a meeting of the members shall be entitled to one (1) vote upon every question raised. Voting by proxy is not permitted.
- 10.4.3 Method of voting - At any meeting of the members, every question shall be determined on a show of hands or on a ballot or on the results of electronic voting unless a poll is (before or on the declaration of the result of the vote) demanded by a member present at the meeting. A demand for a poll may be withdrawn. If a poll is demanded it shall be taken in such manner as the chair directs.

Every question shall be determined by a majority of votes cast unless otherwise specifically provided by the Articles, Bylaw or the Act. In the event of a tie vote, the question shall be defeated. A declaration by the chair that a motion has been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the books of the proceedings of the Royal College shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that motion.

- 10.4.4 Adjournments - Where a quorum is not present, the meeting may be adjourned from time to time and from place to place until a quorum is present. The only business that may be transacted at the resumption of such meeting is that which might have been transacted at the meeting as originally notified. If a meeting is adjourned for an aggregate of more than thirty (30) days, notice of the adjournment will be given as if for an original meeting.
- 10.4.5 Meetings by Other Means - Any member entitled to participate in a meeting of the members may do so by means of such conference telephone or other electronic means as permit all persons participating in the meeting to communicate with one another, if the Royal College makes available such a communication facility, and a member participating in such a meeting by such means is deemed to be present at the meeting. The chair shall ensure each particular meeting is handled in a secure fashion. Any member participating in and entitled to vote at such a meeting may vote, subject to the Act, by means of the telephonic or electronic communication facility that the Royal College has made available for that purpose.

Article 11
Council

- 11.1 Membership of Council - There shall be a Council of the Royal College consisting of a minimum of twenty-four (24) and a maximum of thirty-two (32) Councillors with the number of Councillors within such range to be determined based upon how many Councillors are appointed by the elected Councillors pursuant to articles 11.1.3 and 11.1.4.
- 11.1.1 The President shall be chair of Council but not a Councillor and as such, not counted for the purposes of establishing quorum and not entitled to vote but entitled to receive notice of, attend and be heard at all meetings of Council. The President-Elect and Immediate Past-President shall also be entitled to receive notice of, attend and be heard at all meetings of Council provided that the President-Elect and Immediate Past-President shall not be counted for the purposes of establishing quorum, shall not be entitled to vote and shall not be considered to be Councillors.

- 11.1.2 Twenty-four (24) Councillors, twelve (12) members from the Division of Medicine and twelve (12) members from the Division of Surgery elected according to the following formula based on place of residency and geographic regions of Canada:

	Division of Medicine	Division of Surgery
Region 1 British Columbia, Alberta, Yukon and Northwest Territories	two (2) members	two (2) members
Region 2 Saskatchewan and Manitoba	two (2) members	two (2) members
Region 3 Ontario and Nunavut	three (3) members	three (3) members
Region 4 Quebec	three (3) members	three (3) members
Region 5 New Brunswick, Nova Scotia, Prince Edward Island, Newfoundland and Labrador	two (2) members	two (2) members

- 11.1.3 Such appointed members, up to a maximum of two (2) Fellows-at-large and five (5) lay people (hereinafter referred to as "Public Members") as may be determined and appointed from time to time by resolution of the elected Councillors.

- 11.1.4 The elected Councillors may appoint one (1) resident member registered in a specialty training program accredited by the Royal College and selected pursuant to the regulations.

11.2 Election of Councillors -

- 11.2.1 Nominations by the Nominating Committee - At least eighty-four (84) days prior to the annual meeting of the members, in those years in which elections are to be held, the Nominating Committee shall prepare and send through the Chief Executive Officer (on behalf of the Council) a slate of nominations of candidates to fill all vacancies of elected Councillors falling due at the time of the approaching annual meeting. The slate shall be sent to all members for consultation in accordance with the regulations enacted by Council from time to time.

- 11.2.2 Nominations by Members - Nominations for any vacancy may also be made by any Fellow with support from a group of not less than five (5) members from the division and geographic region of Canada where the vacancy on Council exists. To be rendered valid, each nomination must be made on the form prescribed from time to time by the Council and obtainable from the Chief Executive Officer, and shall show the name and address of the nominee, the division and geographic region in which the nominee resides, the nominee's signed consent to act if elected and the signatures and addresses of the nominators.

Each completed nomination form must be received by the Chief Executive Officer within forty-two (42) days of the date of sending of the nomination details pursuant to article 11.2.1 and for greater certainty, may be delivered by personal delivery, courier, regular mail, facsimile or electronic means including by email. Additional nominations shall not be permitted from the floor of members meetings, annual or special.

- 11.2.3 Regulations for elections (by acclamation or ballot) – Councillors shall be elected for a term of four (4) years at an annual meeting of the members. If for one (1) or more Council vacancies, no nominations have been received from the members prior to the convening of the annual meeting of the members, the nominee(s) of the Nominating Committee shall be elected at the meeting upon confirmation by the public accountant of the Royal College.

If one (1) or more nominations for Council vacancies have been received pursuant to article 11.2.2 from the members, then the Chief Executive Officer shall on the instruction of Council

issue voting ballots to all members with the notice of the annual meeting of the members. The elected Councillors shall be confirmed by the public accountant of the Royal College based on an affirmative vote of a majority of the members present at the meeting and the results of the mailed-in ballots. Any ballot may be delivered by personal delivery, courier, regular mail, facsimile or electronic means including email.

The report of the public accountant shall be binding upon the Royal College. The elected Councillors shall be notified immediately by the Chief Executive Officer.

- 11.2.4 Members living outside of the geographical regions set out in article 11.1.2 may designate any one region and shall be deemed to belong to that region for the purpose of article 11.2.
- 11.3 Appointment of Councillors – Persons appointed by the elected Councillors to serve as Councillors in accordance with articles 11.1.3 and 11.1.4 shall take office at the time of the annual meeting of the members and stay in office until the conclusion of the following annual meeting of the members unless removed pursuant to article 11.5.
- 11.4 Term of Office of Councillors -
- 11.4.1 The term of office for all elected Councillors shall be four (4) years. Elected Councillors shall be eligible for election to one (1) additional four (4)-year term.
- 11.4.2 The term of office for all appointed Councillors shall be in accordance with article 11.3 and prescribed by law. Fellows-at-large and Public Members may be eligible for re-appointment for seven (7) additional one (1) year terms. The resident Councillor may be eligible for re-appointment to one (1) additional one (1) year term.
- 11.4.3 The Councillors shall, subject to article 11.5, remain in office until their successors are elected or appointed.
- 11.5 Removal from Office - The office of a Councillor shall be deemed to be vacated on the happening of any of the following events:
- 11.5.1 upon the death of the Councillor;
- 11.5.2 upon the Councillor being declared incapable by a court in Canada or in another country;
- 11.5.3 upon the Councillor having the status of a bankrupt;
- 11.5.4 upon the written resignation of the Councillor; or
- 11.5.5 upon an Ordinary Resolution of the members to remove the Councillor.
- 11.6 Vacancy - Where any mid-term vacancy occurs in the Council the remaining Councillors shall have the power to fill the vacancy for the unexpired term of that Councillor but not any vacancy due to an increase in the minimum or maximum number of Councillors in the Articles, or a failure to elect the number or minimum number of Councillors provided in the Articles.
- 11.7 Duties of Council - The duties of Council, which has ultimate responsibility for the actions, decisions and policies of the Royal College, shall include:
- 11.7.1 the exercise of all powers and the carrying out of such acts and functions as the Royal College is authorized to do;
- 11.7.2 the general conduct and management of the activities and affairs of the Royal College, together with the ratification of the annual budget;
- 11.7.3 the approval of audited financial statements;
- 11.7.4 the receipt of reports of committees, and formulation and approval of general policy; and
- 11.7.5 such other duties and functions as may be provided in this Bylaw.

11.8 Meetings of the Council -

- 11.8.1 A meeting of the Council shall be convened at such times as may be determined by the Council or upon the call of the President. The President shall be required to call a meeting of the Council upon a written requisition signed by seven (7) Councillors. At all meetings of the Council, seven (7) Councillors shall constitute a quorum.
- 11.8.2 Following the annual meeting of the members, the Council shall convene to appoint the standing committee chairs and to transact such further business as may be necessary.
- 11.8.3 At all meetings of Council, every question shall be decided by a majority of the votes cast. In the event of a tie vote, the question shall be defeated.

11.9 Notice of Meetings – Forty-eight (48) hours written notice of meetings of the Council shall be given other than by mail, to each Councillor, provided that, if notice is given by mail, such notice shall be mailed at least fourteen (14) days prior to the meeting.

A notice of a meeting of the Council shall not be required if all Councillors are present and waive notice, and none object to the holding of the meeting, or if those absent have signified their consent to the meeting being held in their absence. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

Unless the Bylaw otherwise provides, no notice of meeting of Council need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Council shall specify any matter referred to in Section 138(2) of the Act.

11.10 Meetings by other means - Where all Councillors have consented thereto, any Councillor may participate in a meeting of the Council by any other means by which all persons participating in the meeting may communicate with each other simultaneously and instantaneously, and a Councillor participating in a meeting pursuant to this article 11.10 shall be deemed to be present at that meeting.

Article 12 Executive Committee

- 12.1 Executive Committee - The Executive Committee shall consist of five (5) Councillors of which a minimum of four (4) shall be standing committee chairs depending on the number of standing committees then in existence. The President shall be chair of the Executive Committee but not a member of the Executive Committee and as such, not counted for the purposes of establishing quorum and not entitled to vote; but entitled to receive notice of, attend and be heard at all meetings of the Executive Committee. The Immediate Past-President, President-Elect and Chief Executive Officer shall also be entitled to receive notice of, attend and be heard at all meetings of the Executive Committee provided that they shall not be counted for the purposes of establishing quorum and not entitled to vote. At all meetings of the Executive Committee, every question shall be decided by a majority of the votes cast. In the event of a tie vote, the question shall be defeated.
- 12.2 Appointment of Executive Committee Members – Members of the Executive Committee shall be appointed by Council from among the Councillors to take office at the conclusion of the annual meeting of the members.
- 12.3 Removal from the Executive Committee – The term of office of a member of the Executive Committee shall be deemed to be vacated upon the written resignation of the Councillor or the removal of the Councillor pursuant to article 11.5.
- 12.4 Vacancy - Where any vacancy occurs in the Executive Committee, the Council shall have the power to fill the vacancy for the unexpired term of that member on the committee.
- 12.5 Term of Office of Executive Committee Members - The term of office of members of the Executive Committee shall be two (2) years and each member shall be eligible for re-appointment to one (1) additional term. In the event of the death, resignation or removal of an Executive Committee member or inability to serve because of ill health, the Council shall appoint a replacement from among the Councillors.

- 12.6 Powers of the Executive Committee - Subject to the power of the Council to restrict the powers of the Executive Committee from time to time as the Council may determine, the Executive Committee shall possess and may exercise, during intervals between meetings of Council, all of the powers of Council in the administration of the activities and affairs of the Royal College subject to applicable law.
- 12.7 Notice of Meetings - Meetings of the Executive Committee may be held at any time and place to be determined by the members of the Executive Committee, provided that forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each member thereof and provided that if notice is given by mail, such notice shall be mailed at least fourteen (14) days prior to the meeting. A majority of the members of the Executive Committee shall constitute a quorum.
- 12.8 Meetings by Other Means - Where all members of the Executive Committee have consented thereto, any member may participate in a meeting of the Executive Committee by any other means by which all persons participating in the meeting may communicate with each other simultaneously and instantaneously, and a member participating in a meeting pursuant to this article shall be deemed to be present in person at that meeting.

Article 13 Nominating Committee

- 13.1 Composition - The Nominating Committee shall consist of the following:
- 13.1.1 the President, who shall act as the chair;
 - 13.1.2 two (2) Past-Presidents, one (1) of whom is the Immediate Past-President; or the President-Elect and the Immediate Past-President, as the case may be;
 - 13.1.3 three (3) members appointed by the Council from among the Councillors, one (1) of whom will be a Public Member; and
 - 13.1.4 five (5) elected members, one from each of the geographic regions set out in article 11.1.2.
- 13.2 Invitation to Submit Nominations - At least eighty-four (84) days prior to the annual meeting of the members of the Royal College in those years in which Council elections are to be held, the Chief Executive Officer shall (on behalf of Council) send to all members an invitation to submit nominations for the elected members on the Nominating Committee pursuant to article 13.1.4.
- 13.3 Nominations - Nominations for the elected membership of the Nominating Committee under article 13.1.4 may be made by any group of not less than five (5) members residing in the geographic region where the vacancy on the Nominating Committee exists or will exist. To be rendered valid, each nomination must be made on the form prescribed from time to time by the Council and obtainable from the Chief Executive Officer, and shall show the name and address of the nominee, the geographic region in which the nominee resides, the nominee's signed consent to act if elected and the signatures and addresses of the nominators.
- Each completed nomination form must be received by the Chief Executive Officer within forty-two (42) days of the date of sending of the invitation to submit nominations and, for greater certainty, may be delivered by personal delivery, courier, regular mail, facsimile or electronic means including by email.
- 13.4 Election - Should more than one (1) eligible member be nominated for any one of the positions defined in article 13.1.4, the Chief Executive Officer shall on behalf of Council issue voting ballots to all members with the notice of the annual meeting of the members. The elections shall be conducted in a manner as nearly as may be possible to the manner of election of members of the Council as provided in article 11.2 of the Bylaw.
- 13.5 Term of office - The term of office for members of the Nominating Committee shall be as follows:
- 13.5.1 the President, Immediate Past-President, Past-President or President-Elect, as the case may be, so long as each remains in such designated office;
 - 13.5.2 the five (5) elected members described in article 13.1.4 shall hold office for four (4) years; and

- 13.5.3 the members appointed from Council shall hold office for two (2) years renewable once, provided that such members shall remain as Councillors at the time of their election and for the duration of their term on the Nominating Committee.
- 13.6 The office of a member of the Nominating Committee shall be deemed to be vacated upon the happening of any of the following events:
- 13.6.1 upon the member ceasing to be a Fellow;
- 13.6.2 upon the departure of a Fellow from ordinary residency in the region to which the Fellow was elected pursuant to article 13.4;
- 13.6.3 upon the death or incapacity of the member;
- 13.6.4 upon the written resignation of the member; or
- 13.6.5 upon the failure of any member to attend two (2) consecutive meetings of the Nominating Committee without valid cause as determined by a two-thirds (2/3) vote of the Nominating Committee.
- 13.7 Appointment of member – In the event of the death or resignation of a member of the Nominating Committee or inability to serve because of ill health, or in the event there is not an elected member from a geographic region described in the 11.1.2, the Executive Committee shall appoint a member to replace the member or fill such vacancy. A member replacing an elected member shall be drawn from that geographic region which would have been represented by the absent member.
- 13.8 Duties of the Nominating Committee - The Nominating Committee shall prepare for presentation to Council one (1) nomination for each end of term vacancy for appointed Councillors as well as one (1) nomination for each of the appointed officers of the Royal College and for presentation to the Fellows one (1) nomination for each end of term vacancy for elected Councillors.

Article 14 Financial Reporting and Risk Oversight Committee

- 14.1 Financial Reporting and Risk Oversight Committee - The Financial Reporting and Risk Oversight Committee shall consist of no fewer than three (3) and not more than six (6) committee members, a majority of whom shall not be officers or employees of the Royal College or any of its affiliates or have been such officers in the preceding three (3) years.
- 14.1.1 Members of the Financial Reporting and Risk Oversight Committee shall be appointed for a two (2) year term at the meeting of Council held at the time of the annual meeting of the members.
- 14.1.2 The chair of the Financial Reporting and Risk Oversight Committee shall not be an officer or an employee of the Royal College or any of its affiliates, or have been such an officer in the preceding three (3) years.
- 14.1.3 The Financial Reporting and Risk Oversight Committee shall review the financial statements of the Royal College and shall report thereon to Council and to the annual meeting of members.

Article 15 Committees Generally

- 15.1 Standing Committees - The Council may constitute by resolution standing committees of the Royal College with, subject to the Act, such powers, duties and procedures as the Council may determine.
- 15.1.1 The Council shall appoint from among its current members a chair of each standing committee who shall each ordinarily serve a two (2) year term, renewable once. The Council may also appoint other persons to serve on each committee.

15.2 Other Committees - The Council may by resolution from time to time:

- 15.2.1 constitute, set the terms of reference of and dissolve such other committees and working groups of the Royal College and of the Council as it may deem advisable with, subject to the Act, such powers and procedures as the Council may determine;
- 15.2.2 elect or appoint persons (whether or not they are Councillors) to such committees and working groups; and
- 15.2.3 form joint committees and working groups and fill vacancies on such committees and working groups with any other organization when it considers it to be in the interest of the members to do so.

Article 16
Officers of the Royal College

16.1 Officers - The officers of the Royal College shall be the President, the Immediate Past-President, the President-Elect and the Chief Executive Officer and such other officers as the Council may from time to time determine.

16.2 Duties of the Officers -

- 16.2.1 President - The President shall preside at all meetings of the members, Council and Executive Committee and shall by virtue of the office held be a non-voting member of all committees of the Council except for the Financial Reporting and Risk Oversight Committee. The President shall exercise general supervision over the management and activities and affairs of the Royal College and shall perform such other duties as may be assigned to the President by the Council.

In the event of the death, resignation or removal of the President or the President's inability to serve because of ill health, either the Immediate Past-President or President-Elect, whichever of the two (2) is in office, shall be vested by the Council with all the powers and perform all the duties of the President, including presiding at meetings of the members, the Council and the Executive Committee until a President is appointed by Council in accordance with the provisions of this Bylaw.

- 16.2.2 Immediate Past-President - The Immediate Past-President shall serve the Royal College in the manner contemplated by this Bylaw and shall perform such other duties as may be assigned to the Immediate Past-President by the Council.
- 16.2.3 President-Elect - The President-Elect shall serve the Royal College in the manner contemplated by this Bylaw and shall perform such other duties as may be assigned to the President-Elect by the Council.
- 16.2.4 Chief Executive Officer - The Chief Executive Officer shall have and exercise, subject to this Bylaw and subject to the direction of the Council and the President, general charge, supervision and control over the activities and affairs, business and personnel of the Royal College. The Chief Executive Officer shall be responsible for conducting the financial affairs of the Royal College in accordance with policies and guidelines established by the Council. The Chief Executive Officer may delegate any of the Chief Executive Officer's powers and duties. The Chief Executive Officer shall report to the Council and the Executive Committee. The Chief Executive Officer shall by virtue of the office held be a non-voting member of all committees of the Council except for the Financial Reporting and Risk Oversight Committee.

16.3 Appointment of the Officers

- 16.3.1 Appointment of the President - The office of President shall be held alternately by a member who is a Fellow in the Division of Medicine and a member who is a Fellow in the Division of Surgery. The person who holds the office of President-Elect shall be appointed by the Council as President to take office upon completion of the incumbent President's term of office. If the President-Elect is not affirmed by the Council or there is no President-Elect in office to be appointed as President at the appropriate time by the Council, the Council will appoint an interim President from among current or past Councillors or Past-Presidents until such a time as

the Council appoints a President from the division that was to be represented on the basis of a nomination from the Nominating Committee.

- 16.3.2 Appointment of the Immediate Past-President – The incumbent President shall upon the completion of their term be appointed by the Council to the office of Immediate Past-President.
- 16.3.3 Nomination of the President-Elect - At least twenty-eight (28) days prior to the meeting of Council at which the President-Elect is to be elected, the Chief Executive Officer shall send to all Councillors the nomination of the Nominating Committee for the office of President- Elect. Additional nominations may be made in writing signed in each case by two (2) Councillors who shall submit with any such nomination the consent to act, if elected, signed by the person so nominated. No such nomination shall be received after the convening of the aforementioned meeting of the Council. All additional nominations shall be sent or delivered to the Chief Executive Officer.
- 16.3.4 Appointment of the President-Elect - Approximately one (1) year prior to the expiration of the term of office of the incumbent President, the Council shall elect a President-Elect from among current or past Councillors who have served at least one (1) term as a Councillor in the alternate division of the sitting President. The President-Elect shall take office as President on the completion of the ordinary term of the incumbent President following affirmation and appointment from Council.
- 16.3.5 Appointment of the Chief Executive Officer – The Chief Executive Officer of the Royal College shall be appointed by the Council from among the members of the Royal College and shall be engaged by the Council pursuant to a written contract of employment and may be removed for cause by resolution of the Council at any time subject to the terms of any written contract of employment or applicable law.

16.4 Terms of Office of the Officers -

- 16.4.1 President - The President shall hold office for two (2) years. The President shall not be eligible for re-appointment to the same office.
- 16.4.2 Immediate Past-President – Each incumbent President who has completed a two (2) year term of office or with the consent of Council a term of office of less than two (2) years, shall become the Immediate Past-President for a one (1) year term of office upon affirmation and appointment by Council. The office of the Immediate Past-President shall be vacated and the term of office of an Immediate Past-President completed upon the appointment of the President-Elect.
- 16.4.3 President-Elect – The term of office of a President-Elect shall commence at the annual meeting of the members following appointment by Council and shall cease (unless terminated earlier pursuant to this Bylaw) upon appointment by the Council to the office of President or upon the failure of the Council to appoint the President-Elect to the office of President.
- 16.4.4 Chief Executive Officer – The term of office of the Chief Executive Officer shall be as provided in the written contract of employment, as it may be amended.
- 16.4.5 Officer term - The officers shall hold office until their successors are appointed. The officers may be removed for cause by resolution of the Council at any time. Officer vacancies shall be filled by Council resolution and in accordance with the provisions of this Bylaw.

Article 17

Remuneration and Payment of Expenses

- 17.1 Remuneration - The Councillors and the members of Executive Committee shall serve as such without remuneration and no such person shall directly or indirectly receive any profit from such position.
- 17.2 Remuneration of President - The Council may by resolution fix a reasonable remuneration for the President, from time to time.

- 17.3 Payment of Expenses - Councillors, members of the Executive Committee and officers of the Royal College shall be entitled to reimbursement for out-of-pocket expenses incurred on behalf of the Royal College or when engaged in Royal College activities and affairs.

Article 18 Indemnity and Insurance

- 18.1 Limitation of Liability - Except as provided in the Act, no person referred to in article 18.2 will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Royal College unless it results through his or her failure, when exercising the powers and discharging the duties of his or her office, to act honestly and in good faith with a view to the best interests of the Royal College, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- 18.2 Indemnity – Subject to the Act, the Royal College will indemnify a Councillor or officer, a former Councillor or officer, or another individual who acts or acted at the Royal College’s request as a Councillor or officer, and his or her heirs and legal representatives, against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding to which he or she is involved because of his or her association with the Royal College if:
- 18.2.1 he or she acted honestly and in good faith with a view to the best interests of the Royal College; and
- 18.2.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

The right to indemnity provided in this article 18.2 will include the right to the advance of moneys from the Royal College for the costs, charges and expenses of a proceeding referred to in article 18.2, which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions set out in article 18.2.1 and article 18.2.2. The Royal College will also indemnify the persons listed in article 18.2 in any other circumstances that the Act permits or requires. Nothing in the Bylaws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of the Bylaws.

- 18.3 Insurance – Subject to the Act, the Royal College may purchase and maintain insurance for the benefit of any person referred to in article 18.2 against any liabilities and in any amounts as the Council may determine.

Article 19 Financial Matters

- 19.1 Financial year - The financial year of the Royal College shall terminate on the 31st day of March in each year.
- 19.2 Financial statements - At each annual meeting of the members, Council shall lay before the members a financial statement relating to the last financial year prepared in accordance with the Act and Canadian accounting standards for not-for-profit organizations, consistently applied. The public accountant’s report shall be attached to or referenced in the financial statement and the report shall be read at the annual meeting and be open to inspection by any member. Any member shall be entitled to be furnished, within fifteen (15) days after he/she has made a written request, with a copy of the financial statement and public accountant’s report.

Article 20 Public Accountant

- 20.1 The members shall at each annual meeting of the members appoint a public accountant to audit the accounts of the Royal College, to hold office until the next annual meeting of the members, provided that the Council shall immediately fill any mid-term vacancy in the office of public accountant.

Article 21 Banking

- 21.1 The banking business of the Royal College or any part thereof shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the Council may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof shall be transacted on the Royal College's behalf by such one (1) or more officers and/or other persons as the Council may designate, direct or authorize from time to time by resolution and to the extent therein provided.

Article 22 Borrowing of Money by the Royal College

- 22.1 The Council may from time to time:
- 22.1.1 borrow money on the credit of the Royal College;
 - 22.1.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Royal College;
 - 22.1.3 give a guarantee on behalf of the Royal College to secure performance of an obligation of any person; and
 - 22.1.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Royal College, owned or subsequently acquired, to secure any obligation of the Royal College.
- 22.2 The Council may delegate such powers to such Councillors or officers to such extent and in such manner as the Council may, by resolution, determine. Nothing herein limits or restricts the borrowing of money by the Royal College on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Royal College.

Article 23 Voting Shares and Securities

- 23.1 All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Royal College may be voted at any and all meetings of shareholders or holders of other securities of such company or corporation and in such manner and by such person or persons as the Council shall from time to time determine. The duly authorized signing officers of the Royal College may also from time to time execute and deliver for and on behalf of the Royal College proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Council.

Article 24 Execution of Contracts, et cetera

- 24.1 Contracts, documents or instruments in writing requiring the signature of the Royal College may be signed by the Chief Executive Officer and any person(s) designated by the Council from time to time, and all such contracts, documents or instruments in writing so signed shall be binding upon the Royal College without any further authorization or formality. The Council is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the Royal College either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- 24.2 The corporate seal of the Royal College may when required be affixed to contracts, documents or instruments in writing signed as aforesaid or by any officer or officers, person or persons appointed as aforesaid by resolution of the Council.
- 24.3 The term "contracts, documents or instruments in writing" as used in the Bylaw shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal,

immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, bonds, debentures or other securities and all paper writings.

Article 25
Rules, Regulations, et cetera

- 25.1 In addition to the other powers vested in it the Council may prescribe from time to time:
- 25.1.1 such rules, regulations and standing orders (not inconsistent with the Articles, Bylaw, or the Act) relating to the management and operation of the Royal College and its activities and affairs and the conduct of meetings as the Council may deem expedient;
 - 25.1.2 such rules, regulations and standing orders (not inconsistent with the Articles, Bylaw, or the Act) relating to membership in the Royal College as the Council may deem expedient;
 - 25.1.3 the form and manner of execution of the diplomas to be granted to members, the certificates to be granted to Certificants (certificated specialists) and the manner of issuing same;
 - 25.1.4 the academic gown to which Fellows and officers of the Royal College are entitled;
 - 25.1.5 the entrance fees for Fellowship; and
 - 25.1.6 subject to approval of the members at an annual or special meeting of the members, the fees and dues to be paid by each Fellow.

Article 26
Ownership of Fellowship Diplomas

- 26.1 Ownership of all Fellowship diplomas granted and issued shall remain with the Royal College and any recipient thereof shall be entitled to possession thereof only during the pleasure of the Council.

Article 27
Enactment, Repeal or Amendment of Bylaws

- 27.1 The Bylaw of the Royal College may be repealed or amended and a new bylaw may be enacted by a majority of the Councillors present at a meeting of Council and confirmed by a Special Resolution of the members present at a meeting of the members of the Royal College called for the purpose of considering any such repeal, amendment or a new bylaw.

Article 28
Notices

- 28.1 Method of Giving Notice – A notice or document required by the Act, the Articles or the Bylaw, to be sent to a member or Councillor may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Royal College, or may be sent electronically, subject to compliance with the Act and this Bylaw. A notice or document mailed in accordance with this article 28 to a member or Councillor is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this Bylaw.
- 28.2 Omission of Notice – The accidental omission to give any notice to any member, Councillor, officer, public accountant or member of a committee of the Council or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to or otherwise founded on that notice.

Article 29
Repeal

- 29.1 Simultaneously with the coming into force and taking effect of this Bylaw, all existing bylaws of the Royal College (in this Bylaw called the "Old Bylaws") shall be automatically repealed, provided that neither the coming into force of this Bylaw nor the repeal of the Old Bylaws shall in any way affect the previous operation of the Old Bylaws or any part thereof nor affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder nor the validity of any contract or agreement made pursuant thereto prior to repeal. All Councillors, officers and persons acting under any of the Old Bylaws shall continue to act as if appointed under the provisions of this Bylaw and all resolutions of the members, the Council and committees of the Council with continuing effect passed under the Old Bylaws shall continue to be good and valid except to the extent inconsistent with this Bylaw and until amended or repealed.

Enacted this 20th day of February, 2015

Cecil Rorabeck, OC, MD, FRCSC
President

Andrew Padmos, MD, FRCPC, FACP
Chief Executive Officer