

# **College of Physicians and Surgeons of Newfoundland & Labrador**

## **BY-LAW 2**

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### **Meetings of the College**

APPROVED BY COUNCIL: May 16, 2006

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March 14, 2015

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**The process to be followed in the election of members of council, made pursuant to paragraph 15(1)(c) of the *Medical Act, 2011*.**

#### **1. Definitions**

For the purposes of this By-law:

- i) "College Member" means a medical practitioner who holds a current licence issued under the *Medical Act, 2011* (the "Act").
- ii) "Council Member" means a person elected or appointed to the Council pursuant to s. 9(1) of the *Act*.

#### **2. Procedure**

All meetings of the College shall be conducted in accordance with the Robert's Rules of Order, unless otherwise specified herein.

#### **3. Annual General Meeting**

##### **Time and place**

(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.

##### **Timing and delivery of notice**

(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.

## **Contents of notice**

(3) The notice of the annual general meeting shall include a summary of the financial statements of the College, if the audited financial statements are available at the time of notice, and an agenda of other business to be conducted at the meeting.

## **Audited Financial Statements**

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

## **Defect in notice**

(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.

## **Quorum**

(6) 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**

(7) The chairperson elected pursuant to s. 11(1) of the *Act*, or in his or her absence the vice-chairperson, shall preside over the annual general meeting.

## **Order of proceedings**

(8) 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**

(9) At an Annual General Meeting, the College shall

(a) Receive

- (i) 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;
- (ii) audited financial statements of the College for the preceding fiscal year from the auditor; and
- (iii) such other reports as the Council may deem appropriate;

- (b) Appoint an auditor to audit the accounts of the College and to report on the financial statements of the College;
- (c) Consider and vote on those other matters required by the by-laws;
- (d) Consider matters of general interest to College members; and
- (e) Consider such other business as the Council may deem appropriate.

### **Motions**

- (10) 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.
- (11) The chairperson may determine whether a vote on a motion shall be by an open vote or secret ballot.
- (12) 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.
- (13) 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.

### **4. 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, provided that 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.