



MEDICAL COUNCIL OF CANADA LE CONSEIL MÉDICAL DU CANADA

BY-LAW N° 38
September 2017

**MEDICAL COUNCIL OF CANADA
LE CONSEIL MÉDICAL DU CANADA**

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Being a by-law relating generally to the activities and affairs of the
Medical Council of Canada - Le Conseil médical du Canada

ARTICLE 1 REGISTERED OFFICE

Section 1.01 The registered office of the Medical Council of Canada - Le Conseil médical du Canada (the “**MCC**”) shall be in the City of Ottawa, in the Province of Ontario and at such place therein as the Executive Board may determine from time to time.

ARTICLE 2 CORPORATE SEAL

Section 2.01 The seal of the MCC shall be in such form as shall be prescribed from time to time by resolution of the Members of Council and shall have the corporate name of the MCC impressed thereon.

Section 2.02 The seal shall remain in the custody of the Executive Director.

ARTICLE 3 MEMBERS OF COUNCIL

Section 3.01 The Members of Council of the MCC (collectively, the “**Council**”) shall be the following:

- 3.01.01 two Members of Council from each province and territory of Canada, as appointed by the medical regulatory authority for the province or territory;
- 3.01.02 one Member of Council from each university in Canada having a medical school as appointed by the university provided that, in the event of two universities having one medical school, there shall be one Member of Council appointed jointly by the two universities;
- 3.01.03 up to five Members at Large appointed by the Members of Council for such term and on such conditions as may be determined from time to time by the Members of Council;
- 3.01.04 two Student Members registered in a medical school accredited by the Committee on Accreditation of Canadian Medical Schools as appointed by the Executive Board; and
- 3.01.05 two Postgraduate Trainees registered in accredited postgraduate programs in Canada as appointed by the Executive Board.

For purposes of these by-laws, “**medical**” and “**medicine**” shall include all disciplines; “**medical regulatory authority**” shall include the colleges of physicians and surgeons in the provinces, (Collège des médecins du Québec), and the equivalent authorities in the

territories of Canada; and “**university**” shall mean any university in Canada that has a medical school in connection therewith and has the power to grant medical degrees.

Section 3.02 The term of office for all Members of Council other than the Student Members, the postgraduate trainee members and except as otherwise expressly provided for in Section 3.01.03 shall be four years. The term for the Student Members and the postgraduate trainee members shall be one year. All Members of Council shall be eligible for re-appointment.

Section 3.03 Subject to Section 3.04 and Section 3.05, an individual shall cease to be a Member of Council upon resignation, upon expiration of the term by effluxion of time, or by appointment of a successor as provided in these by-laws or as otherwise expressly contemplated herein.

Section 3.04 A Member of Council appointed by a provincial or territorial medical regulatory authority, a university, the Members of Council or the Executive Board may at any time be removed from membership in the Council, with or without cause, by the body which did appoint such Member of Council, effective upon such removal being certified in writing by the appointing body to the Executive Director, whereupon the appointing body may appoint another person as a Member of Council in the place and stead of the person who has been removed but only for the remainder of the term of the person removed.

Section 3.05 The following persons are disqualified from being a Member of Council:

3.05.01 anyone who has been declared to be mentally incompetent or incapable of managing their personal affairs pursuant to any act or court order;

3.05.02 a person who has the status of a bankrupt;

3.05.03 a Member of Council who fails, without reasonable cause, to attend two consecutive annual meetings of the Members of Council;

3.05.04 a Member of Council who is convicted of an offence under the Criminal Code; or

3.05.05 a Member of Council who has resigned by written notice thereof to the Registrar of the MCC,

provided that upon the acceptance of such resignation by the Council or upon other disqualification of a Member of Council, the Council shall forthwith give notice in writing thereof to whoever appointed the Member of Council, and any person appointed in the place and stead of a person who has resigned or become disqualified shall be a Member of Council only for the remainder of the term of the person who resigned or became disqualified.

Section 3.06 Each Member of Council and each elected officer shall, in respect of each day or part thereof devoted to a meeting of Council or a committee thereof or on the business of Council at its request, be entitled to traveling and sustenance expenses necessarily laid out all within any monetary or other limits therefor as determined from time to time by resolution of the Executive Board.

ARTICLE 4 DUTIES OF THE MEMBERS OF COUNCIL

Section 4.01 The duties of the Members of Council shall include:

- 4.01.01 the enactment, the repeal or amendment of the by-laws, subject and as provided in Section 24.01 of the by-laws;
- 4.01.02 the formulation, development and approval of policy and the overall direction of the MCC;
- 4.01.03 the receipt of the report of the Executive Board and the reports of other committees of the Council;
- 4.01.04 the receipt of the report of the Public Accountant on the financial statements;
- 4.01.05 the appointment of officers, examiners and members of committees; and
- 4.01.06 such other duties and functions as may be provided in the by-laws, including setting fees for the Medical Council of Canada's Qualifying Examination Part I ("**MCCQE Part I**") and the Medical Council of Canada's Qualifying Examination Part II ("**MCCQE Part II**") and any re-examination.

Section 4.02 Each Member of Council in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the MCC.

ARTICLE 5 MEETINGS OF THE MEMBERS OF COUNCIL

Section 5.01 Once in each calendar year, the MCC shall hold an Annual Meeting of Members of Council at such time and place in Canada as may from time to time be determined by the Council, but except as authorized under the *Canada Not-for-profit Corporations Act* (the "**Act**"), such meeting shall take place (i) not more than fifteen months after the holding of the last preceding Annual Meeting, and (ii) no later than six months after the end of the MCC's preceding financial year.

Section 5.02 The President, on behalf of the Executive Board, may summon, or direct the Executive Director to summon, a Special Meeting of the Members of Council at any time and at such place in Canada as the President, on behalf of the Executive Board, may determine. Upon resolution of the Executive Board or upon a requisition in writing signed by Members of Council who hold not less than five percent of the votes that may be cast at a meeting of the Members of Council, in each case specifying the business to be transacted thereat, the Executive Director shall, on behalf of the Executive Board, convene a Special Meeting of the Members of Council at such time and at such place in Canada as may be specified in the resolution or requisition.

Section 5.03 Notice of the time and place of a meeting of Members of Council shall be given to each Member of Council who, at the close of business on the record date for notice or if no record date for notice is fixed, at the close of business on the preceding day on which the notice is given, is entitled to receive notice, by the following means:

5.03.01 by mail, courier or personal delivery to each such Member of Council, during a period of twenty-one to sixty days before the day on which the meeting is to be held; or

5.03.02 by telephonic, electronic or other communication facility to each such Member of Council, during a period of twenty-one to thirty-five days before the day on which the meeting is to be held.

Section 5.04 Notice of any Annual Meeting shall include a statement informing the Members of Council 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 MCC and that the Members of Council may, upon request, obtain a copy of those financial statements and other documents free of charge at the registered office or by prepaid mail.

Section 5.05 Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit a Member of Council to form a reasoned judgment on the business and state the text of any resolution requiring approval by an affirmative vote of at least two-thirds of the Members of Council at a meeting of the Members of Council to be submitted to the meeting. For purposes of these by-laws, all business transacted at a Special Meeting or Annual Meeting of the Members of Council, except consideration of the financial statements, Public Accountant's report, election of the Executive Board and re-appointment of the incumbent Public Accountant, is "**special business**". The President, the members of the Executive Board, the Public Accountant and any other person or persons designated by Council, will be entitled to receive notice of every meeting of the Members of Council, and to attend and be heard thereat, but will not be entitled to vote at any such meeting.

Section 5.06 The notice described above shall be directed to such address as appears on the books of the MCC, or, if no address be given therein, then to the last address of the individual known to the Executive Director. Any electronic document shall be directed to the information system that the recipient has designated for the receipt of electronic documents. A meeting of the Members of Council may be held for any purpose at any time and at any place, including by means of a telephonic, electronic or other communications facility, without notice and the attendance of a Member of Council at the meeting is a waiver of notice of the meeting, except if the Member of Council attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. Notice of any meeting or any irregularity of any meeting or in the notice thereof may be waived in writing by any Member of Council. The accidental omission to give notice of any meeting or the non-receipt of the notice by any Member of Council or Members of Council shall not invalidate any resolution passed or any action or proceedings taken at the meeting.

Section 5.07 At all meetings of the Members of Council, a majority of the then Members of Council plus one shall constitute a quorum. If within one-half hour within the time appointed for the meeting less than a quorum be present, the meeting may be adjourned from time to time for less than thirty-one days at any one time without any notice until a quorum be present. At any such adjourned meeting of the Members of Council at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. If the meeting is adjourned by one or more adjournments for an aggregate of more than thirty days, notice of the adjournment will be given as if for an original meeting.

- Section 5.08 Each Member of Council present at a meeting shall have the right to exercise one vote and all questions shall be decided by a simple majority vote of the Members of Council present unless otherwise specifically provided by the Act or by the by-laws of the MCC.
- Section 5.09 The Members of Council may, from time to time, invite certain qualified persons or interested organizations to participate as Liaison Representatives in the activities of the Annual Meeting provided that the terms of any such participation shall be at the discretion of the Members of Council. Notwithstanding the foregoing, no Liaison Representative shall be permitted to vote at any meeting of the Members of Council.
- Section 5.10 Notices for introducing new matters, other than the matters of privilege, shall be sent in writing to the Executive Director at least six weeks before a meeting of the Members of Council.
- Section 5.11 A Member of Council shall not withdraw from attendance without permission of the Members of Council and any Member of Council so withdrawing cannot dissent from any decision of the Members of Council arrived at during the Member of Council's absence.
- Section 5.12 If a Member of Council leaves the place of meeting before the final session of the meeting without the consent of the Council which is to be given for good and sufficient reason only, the Member of Council shall be paid only such actual expense allowance as appropriate.
- Section 5.13 If the Council makes available a telephonic, electronic or other communications facility as permits all persons participating in the meeting to communicate with one another, any person entitled to attend a meeting of the Members of Council may participate in the meeting by such means and a person participating in the meeting by such means is deemed to be present at the meeting. The Secretary shall ensure that each particular meeting of Members of Council is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance of the Members of Council at the meeting. Unless a ballot is demanded, each vote cast by a Member of Council participating by means of a telephonic, electronic or other communications facility shall be recorded in the minutes by the Secretary. If a ballot is demanded, each vote cast by a Member of Council shall be gathered in a manner that permits (i) its subsequent verification, and (ii) the tallied votes to be presented to the Council without it being possible for the MCC (including the Council) to identify how each Member of Council voted.

ARTICLE 6 EXECUTIVE BOARD

- Section 6.01 The activities and affairs of the MCC shall be managed by a board of directors (the "**Executive Board**") composed of eight Members of Council, including a Member at Large. All of the members of the Executive Board will be elected by the Members of Council at the Annual Meeting from among the Members of Council.
- Section 6.02 The President shall act as Chair of the Executive Board and the Executive Director, or designate, shall act as Secretary to the Executive Board.
- Section 6.03 The duties of the Executive Board shall include:

- 6.03.01 engaging the Executive Director by way of a written contract of employment;
- 6.03.02 general conduct of the activities and affairs of the MCC, with a full accounting and report on the work of the Executive Board being presented to the Members of Council at each Annual Meeting;
- 6.03.03 developing policy proposals and strategic direction for consideration by the Members of Council;
- 6.03.04 assisting and supporting the President and the Executive Director in the implementation of policy, strategic direction and in external liaison activities;
- 6.03.05 general management of the assets of the MCC, including banking arrangements;
- 6.03.06 adopting and approving an annual budget, including capital spending, which shall be reported to Members of Council at the Annual Meeting;
- 6.03.07 approval of audited financial statements; and
- 6.03.08 generally taking cognizance of, and, subject to the Act, exercising the full power of the Council between meetings of the Members of Council.

Section 6.04 Meetings of the Executive Board may be held at any time and place to be determined by the Executive Board, provided that forty-eight hours written notice of such meeting shall be given, other than by mail, to each member of the Executive Board. It is provided further that, if notice is given by mail, such notice shall be mailed at least fourteen days prior to the meeting. A notice of a meeting of the Executive Board shall specify any matter referred to in Section 138(2) of the Act that is to be dealt with at the meeting. The attendance of a member of the Executive Board at a meeting of the Executive Board is a waiver of notice of the meeting, except if the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. No error or omission in giving notice of any meeting of the Executive Board or any adjourned meeting of the Executive Board shall invalidate such meeting or make void any proceedings taken thereat and any member thereof may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The President may, and the Secretary shall, upon written requisition of not less than a majority of the members thereof, call a meeting of the Executive Board.

Section 6.05 A majority of the members of the Executive Board shall constitute a quorum at any meeting of the Executive Board.

Section 6.06 Each member of the Executive Board shall be entitled to exercise one vote on each issue which comes before each meeting of the Executive Board. Unless otherwise specifically provided by the Act or the by-laws of MCC, at all meetings of the Executive Board, every question shall be determined by a majority of votes cast at the meeting. Unless a ballot is demanded, an entry in the minutes of a meeting of the Executive Board to the effect that the Chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

Section 6.07 If all members of the Executive Board consent thereto in advance, generally or in respect of a particular meeting, and all members have equal access, a member of the Executive Board may participate in a meeting of the Executive Board by means of such telephonic, electronic or other communications facility as permits all persons participating in the meeting to communicate with one another, and a member participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by the Secretary at the beginning of each particular meeting by verbal roll call, where appropriate, or by such other reasonable measures as determined by the Secretary to accurately confirm attendance by the members of the Executive Board at the meeting. Each vote cast by a member of the Executive Board participating by means of a telephonic, electronic or other communications facility shall be recorded in the minutes by the Secretary.

ARTICLE 7 OFFICERS

Section 7.01 The officers of the MCC shall be the Immediate Past-President, the President, Vice-President, the Chair of the Finance Committee, and the Executive Director. The Members of Council may elect such additional officers as Council may from time to time determine, and may assign to them such duties as it sees fit.

Section 7.02 The Members of Council at an Annual Meeting shall, after nomination, elect from among the membership of the Executive Board certain officers of the MCC as follows:

7.02.01 the President shall be elected for a two-year term or until his/her successor is elected;

7.02.02 the Immediate Past-President shall be elected to hold office during the first year of office of the President or until the Vice-President is elected;

7.02.03 the Vice-President shall be elected to hold office during the second year of the office of the President or until the Immediate Past-President is replaced; and

7.02.04 the Chair of the Finance Committee shall be elected for a one-year term or until his/her successor is elected. The Chair of the Finance Committee may be re-elected for more than one additional term.

Section 7.03 The Members of Council, at an Annual Meeting, shall appoint or engage a Public Accountant, a General Legal Counsel and such others as may, from time to time, appear necessary to carry out the purposes of the MCC.

ARTICLE 8 DUTIES OF OFFICERS

Section 8.01 The President shall act as Chair at all meetings of the Members of Council. The President shall sign all diplomas of Licentiate granted during the President's term of office. The President shall exercise general supervision over the affairs of the MCC and shall be *ex-officio*, a member of all Standing Committees of the Council and shall perform such other duties as may be assigned by the Council.

Section 8.02 The President may express views on any subject under discussion but, if the President wishes to take part in a debate or submit a motion, the President shall call the Vice-

President or Immediate Past-President, as applicable, to assume the Chair or, in the absence of the Vice-President or Immediate Past-President, another Member of Council.

Section 8.03 The President or whoever occupies the Chair shall have a vote and, in the event of a tie vote, shall have a second or casting vote.

Section 8.04 In the absence or inability of the President, the Vice-President or Immediate Past-President, as applicable, shall assume the President's functions. The Vice-President or Immediate Past-President shall be, *ex-officio*, a member of all Standing Committees and shall perform such other duties as are assigned by the President or by the Council.

Section 8.05 In the absence or inability of the Vice-President or Immediate Past-President, as applicable, the Chair of the Finance Committee shall assume the functions of the Vice-President or Immediate Past-President, as applicable, and shall perform such other duties as may be assigned by the President or by the Members of Council.

Section 8.06 The Director of Finance and Corporate Services shall be the Chief Financial Officer and shall perform all the duties incident to the Directorate of Finance and Corporate Services.

Section 8.07 The Executive Director shall be the Chief Executive Officer of the MCC, and shall:

8.07.01 be engaged by the Executive Board as a full-time employee and shall be a Licentiate of the Medical Council of Canada, and shall reside in Ottawa or its environs;

8.07.02 supervise the affairs of the MCC under the direction of the Executive Board;

8.07.03 perform the function of Registrar for the MCC;

8.07.04 perform all duties as specified in the by-laws and shall perform such other duties and exercise such power as may be assigned by the Members of Council, the Executive Board and, under the direction of the Executive Board, by other committees; and

8.07.05 be the Secretary of Council.

Section 8.08 The Public Accountant shall audit the accounts of the MCC and perform such other duties as are required under the Act. The Executive Board shall immediately fill any vacancy in the office of the Public Accountant. The remuneration of the Public Accountant shall be fixed by the Executive Board.

Section 8.09 The General Legal Counsel shall give to the Members of Council, the Executive Board, the President and the Executive Director legal advice and opinion upon any matter properly submitted to General Legal Counsel.

ARTICLE 9 COMMITTEES

Section 9.01 The following general conditions shall apply to the transaction of business at all meetings of the committees of the Council:

- 9.01.01 In all committees a quorum shall consist of a simple majority of the members, and each committee shall decide questions on the basis of a simple majority of the members present.
 - 9.01.02 When voting on questions, in all committees the Chair, or whoever occupies the Chair, shall have a second or casting vote.
 - 9.01.03 Any person who ceases to be a Member of Council *ipso facto* ceases to be a member of each committee to which the person has been elected or appointed. Any member of a committee may resign therefrom by resignation in writing delivered to the Executive Director.
 - 9.01.04 The Members of Council may remove any member of a committee at any time by a vote of a majority of the Members of Council present at the meeting of the Members of Council at the time of the taking of such vote.
- Section 9.02 The Members of Council shall have the authority to establish committees as may be deemed advisable for the fulfillment of the purposes of the MCC. The Members of Council shall determine the mandate of each such committee.
- Section 9.03 The following conditions shall apply to each of the Standing Committees listed in Section 9.03.01:
- 9.03.01 The Members of Council at an Annual Meeting shall, after nomination, elect members of the following Standing Committees: (a) Legislation; (b) Finance; (c) Appeals; (d) Research and Development; and (e) Selection.
 - 9.03.02 The Members of Council shall elect a Chair and a Vice-Chair for each Standing Committee listed in Section 9.03.01 from among the members elected to the committee. The Chair shall be responsible for the conduct of meetings of the committee. The Vice-Chair shall, in the absence or inability of the Chair, perform the duties and shall carry out such other duties as are assigned by the Chair.
 - 9.03.03 The term of office for members of a Standing Committee shall be for one year from the time of their assuming office, or until their successors have assumed office. Members of Standing Committees are eligible for re-election.
 - 9.03.04 Any vacancies among the officers and members of Standing Committees by death, resignation, or otherwise shall be filled by persons appointed by the Executive Board, such appointees to serve for the unexpired term.
- Section 9.04 The following conditions shall apply to specific committees of the Council:
- 9.04.01 Legislation Committee
 - (a) The Legislation Committee shall be elected by the Members of Council at the Annual Meeting and shall consist of the Vice-President or Immediate Past-President, as applicable, as Chair, at least one member from each province or territory, and one Member at Large.

- (b) The committee shall meet before the Annual Meeting as necessary and at such other times as the Chair may decide.
- (c) The committee shall consider all matters pertaining to changes to (i) legislation, which in the discretion of the committee, would impact the MCC, and (ii) the articles of the MCC, by-laws, rules, regulations and other instructions relating to the operations of the MCC, and shall report to the Members of Council at each Annual Meeting.

9.04.02 Finance Committee

- (a) The Finance Committee shall consist of the Chair of the Finance Committee, the President, and three other members who shall be elected by the Members of Council at an Annual Meeting from the general membership, one of whom shall be a Member at Large.
- (b) The committee shall meet before the Annual Meeting as necessary and at such other times as the Chair may decide.
- (c) The committee shall be responsible for the supervision of the investment concerns of the MCC, and shall have the authority to sell, convert or otherwise effect transactions in the securities owned by the MCC, and to invest money of the MCC. The committee may empower the Executive Director to conduct such transactions on the advice of the MCC's financial advisers, and with the consent of the Chair of the committee, and of the President, such consent being in the form prescribed from time to time by the Finance Committee.
- (d) The committee shall prepare an annual budget including capital spending for presentation to the Executive Board.
- (e) The committee shall monitor estimates of revenues and expenses for financial periods.
- (f) The committee shall receive the reports of the Public Accountant for the past financial period for presentation to the Executive Board, and shall report on its work to the Members of Council at the next Annual Meeting.

9.04.03 Appeals Committee

- (a) The Appeals Committee shall be elected by Members of Council at an Annual Meeting and shall consist of the Chair and nine other members, all elected from the general membership, one of whom shall be a Member at Large and at least four of whom shall be fluent in the French language.
- (b) The committee shall meet before the Annual Meeting as necessary and at such other times as the Chair may decide.

- (c) Appeals to the Appeals Committee by candidates and other persons as provided for in this by-law shall be heard by an appeal panel of three or five persons, appointed from time to time, by the Chair. The Chair shall select the appeal panel from among members of the Appeals Committee and may, when considered appropriate, select one person who need not be a member of the Appeals Committee, or a past or present Member of Council.
- (d) Subject to any rules or regulations prescribed by the Executive Board, the Appeals Committee may adopt rules of procedure governing the conduct of appeals before the Committee.
- (e) The committee shall report on appeals heard during the year at the Annual Meeting.

9.04.04 Research and Development Committee

- (a) The Research and Development Committee shall be elected by the Members of Council at an Annual Meeting and shall consist of a minimum of three members elected from the general membership.
- (b) The committee shall meet before the Annual Meeting as necessary and at such other times as the Chair may decide.
- (c) The committee shall consider, recommend and report to Council on all projects concerning research and development in the field of evaluation of the clinical knowledge and competence of medical students and practitioners which are related to the furtherance of the purposes of the MCC. The Executive Director in consultation with the committee shall have the power to retain consultants from time to time, with relevant expertise, to assist the committee in the assessment and adjudication of and the reporting on proposed research projects provided that the ultimate authority to recommend research projects and to report on them shall remain with the committee. All proposed retainers for such consultants and the relevant rate or rates of remuneration shall be subject to the prior approval of the Executive Director.
- (d) The committee shall report its recommendations for the adoption, and the results, of the research and development activities of the MCC at the Annual Meeting for the decision of the Members of Council.

9.04.05 Nominating Committee

- (a) The Nominating Committee shall consist of five members, three of whom shall be appointed by the Executive Board, which shall also designate the Chair.
- (b) The committee shall meet before the next Annual Meeting as necessary and at such other times as the Chair may decide.

- (c) The committee shall submit to the Annual Meeting nominations for the election of the officers by the Members of Council, the Chair and Vice-Chair of the CEC (as defined in Section 10.01) and the Chairs, Vice-Chairs and members of the various Standing Committees and of the Selection Committee (as defined in Section 9.04.06(a)).
- (d) The committee shall submit nominations to the Annual Meeting for the appointment of Members at Large to Council.

9.04.06 Selection Committee

- (a) The Committee for the Selection of Members of Test Committees (the "**Selection Committee**") shall be elected by the Council at the time of the Annual Meeting and shall consist of five members. The committee shall include representatives of both official language groups and from among the representatives of both the medical regulatory and education bodies represented on the Council. The Chair of the CEC and the MCC Director of the Evaluation Bureau may be appointed as advisers to the committee.
- (b) The Selection Committee shall meet before the Annual Meeting as necessary and at such other times as the Chair may decide.
- (c) The Selection Committee shall select and nominate members and consultant members of the test committees. No Member of Council shall be selected and no individual shall be nominated to serve in any capacity on more than one test committee, unless authorized by the Chair of the Selection Committee. Individuals may be re-appointed to test committees.
- (d) The Selection Committee shall report its nominations to the Members of Council at the Annual Meeting for approval.

ARTICLE 10 CENTRAL EXAMINATION COMMITTEE

- Section 10.01 At the Annual Meeting, the Members of Council shall appoint the Central Examination Committee ("**CEC**") for such term of office as Council may determine.
- Section 10.02 No Member of Council shall be appointed to the CEC. Members of the CEC are eligible for re-appointment.
- Section 10.03 The Council shall appoint test committees to create content for each domain or area in which candidates for the MCCQE Part I and MCCQE Part II are to be assessed.
- Section 10.04 Each test committee shall consist of five members or more who are family physicians or other specialists in proportions as decided from time to time by the Council, and all of whom shall have experience and expertise in the subject of the test committee. Each test committee shall include at least one member representing each official language. A Chair and Vice-Chair for each test committee shall be appointed from among its members by the Council. Test committees shall meet at times and places at the call of the Chair.

Section 10.05 A maximum of three consultant members as decided by Council from time to time shall be appointed for each test committee. Such consultant members shall be in the proportions of family physicians and other specialists as determined by Council.

Section 10.06 Each test committee shall:

10.06.01 Prepare or select from materials available to it, test items including clinical problems that are pertinent to:

- (a) the assessment of the candidate's knowledge, understanding, clinical skills and the ability to make use of current medical knowledge in a subject;
- (b) the frequency of disease and injury in Canada;
- (c) prevention of health hazards and rehabilitation;
- (d) maintenance of psychological, physical and social well-being and good health;
- (e) understanding the health care system based on local, regional and national resources available, cost effectiveness and containment;
- (f) essential interpersonal skills with the patients, family and other members of the health care system and the community;
- (g) knowledge of gender, moral, ethical and legislative issues which are relevant to the needs of society; and
- (h) self-directed learning and maintenance of competence.

10.06.02 Prepare balanced examinations from such test items and clinical problems in accordance with the evaluation objectives adopted by the Council for the MCCQE Part I and the MCCQE Part II.

Section 10.07 The CEC shall consist of a Chair, a Vice-Chair and the Chairs of all test committees. In the event of the inability of the Chair of any test committee to attend a meeting of the CEC, the Chair of the committee, in consultation with the Executive Director, may designate another member of the test committee to attend such meeting and the member so designated shall be entitled to act at such meeting with the full power of the Chair of his/her test committee.

Section 10.08 The Executive Director, the Director of the Evaluation Bureau and/or the Director of Psychometrics and Assessment Services shall attend the meetings of the CEC as consultants only. The Vice-Chair or his/her designate shall act as Secretary at all meetings of the CEC. Other MCC staff may attend such meetings as consultants with the approval of the Chair.

Section 10.09 The Chair or Vice-Chair, who shall act for the Chair in his/her absence, and five other members shall constitute a quorum of the CEC provided that there is at least one member present representing each official language. In the event of a tie vote, the Chair or whoever occupies the Chair shall have a second or casting vote.

- Section 10.10 The CEC shall meet at least twice per year and at other times at the call of the Chair. The CEC shall report its decisions to the Members of Council through the Executive Board for ratification.
- Section 10.11 The CEC shall be responsible for the overall content and quality of the examinations, including:
- 10.11.01 a determination of the Pass or Fail standard to be applied to candidates who have attempted each administration of the MCCQE Part I and who are to be awarded results; and
 - 10.11.02 a determination of the Pass or Fail standard to be applied to candidates who have attempted each administration of the MCCQE Part II and who are to be awarded results.
- Section 10.12 Ratification of results: The CEC shall ratify scores and results for all candidates including:
- 10.12.01 award to each candidate at the latest administration of the MCCQE Part I a Pass or Fail result on the MCCQE Part I as a whole, except for those who receive a No Standing or a Denied Standing;
 - 10.12.02 award to each candidate at the latest administration of the MCCQE Part II a Pass or Fail result on the MCCQE Part II as a whole, except for those who receive a No Standing or a Denied Standing;
 - 10.12.03 in the event a candidate is prevented from finishing the latest administration of the MCCQE Part I or the MCCQE Part II due to circumstances beyond the candidate's control, decide whether to award a Pass, Fail or No Standing on the basis of the examination or part thereof completed;
 - 10.12.04 award a No Standing to a candidate on the MCCQE Part I or the MCCQE Part II where procedural irregularities in the examination process may have materially affected the performance of the candidate and/or may have prevented a reliable assessment of the candidate's knowledge and abilities;
 - 10.12.05 award a Denied Standing on the MCCQE Part I or the MCCQE Part II to a candidate who is found to have committed an infraction related to the MCC examination process and determine whether such candidate should be denied entry to one or more future examinations of the MCC, including such terms and conditions precedent as may apply to entry to future examinations; or
 - 10.12.06 award a Denied Standing on the MCCQE Part I or the MCCQE Part II to a candidate who is found to have breached the confidentiality of the examination and determine whether the candidate should be denied entry to one or more future examinations of the MCC, including such terms and conditions precedent as may apply to entry to future examinations.

- Section 10.13 A candidate who is unsatisfied with the result awarded by the CEC may request a reconsideration of that decision by the CEC who may consider the request and issue a decision. That decision is final subject only to the rights of appeal herein.
- Section 10.14 A candidate may appeal a final decision of the CEC to the Appeals Committee only on the following grounds:
- 10.14.01 where the candidate has been given a Denied Standing on the MCCQE Part I or the MCCQE Part II;
 - 10.14.02 where the candidate has been denied entry to a future MCCQE Part I or MCCQE Part II, with or without terms and conditions precedent for the entry to future examinations;
 - 10.14.03 where the candidate has received a No Standing on the MCCQE Part I or the MCCQE Part II; or
 - 10.14.04 where the candidate has received a Fail on the results of an MCCQE Part I or MCCQE Part II and considers that his/her performance has been materially prejudiced by a procedural irregularity in the conduct, but not the content, of such examination.
- Section 10.15 Subject to any rules or regulations prescribed by the Executive Board, the CEC may adopt rules of procedure governing the conduct of reconsiderations.
- Section 10.16 The CEC, including the test committees, shall conduct the duties as assigned by the by-law and such other duties as may be delegated to it in accordance with such Council rules, directions and regulations as may be established or made from time to time.
- Section 10.17 The Chair of the CEC in consultation with the Executive Director may, between meetings of the Members of Council, take such action as may be deemed necessary to carry out the duties of the CEC and as are not inconsistent with the articles and rules and regulations made by the Council pertinent thereto.

ARTICLE 11 LICENTIATE EXAMINATIONS

- Section 11.01 The MCCQE Part I shall evaluate medical knowledge relating to all domains considered essential for competence in general medical and health care as defined by the Blueprint and objectives for the qualifying examination.
- Section 11.02 The MCCQE Part II shall evaluate the clinical skills and attitudes necessary for the practice of medicine in the delivery of health care.
- Section 11.03 The Executive Director shall determine the place or places and dates for the conducting of the MCCQE Part I and Part II and any re-examination.
- Section 11.04 The fees for the MCCQE Part I and Part II and any re-examination shall be fixed from time to time by the Members of Council.
- Section 11.05 The Executive Director shall from time to time determine the closing date for the receipt of applications for the MCCQE Part I and Part II, and any re-examination for the ensuing year, and the maximum number of applications to be accepted for any one of the examinations.

Section 11.06 To be eligible for the MCCQE Part I a candidate must:

- 11.06.01 be a graduate, or be fully expected to complete all requirements to graduate before such date as prescribed for each administration of the MCCQE Part I, from a medical school accredited by the Committee on Accreditation of Canadian Medical Schools/Liaison Committee on Medical Education ("**CACMS/LCME**"); or
- 11.06.02 be a graduate from a medical school not accredited by CACMS/LCME but listed in one or more directories of medical schools approved from time to time by resolution of the Executive Board and be a medical school acceptable to the Executive Director, and
- (a) hold a valid Pass result on the Medical Council of Canada Evaluating Examination ("**MCCEE**") or an examination determined by the Executive Board to be an acceptable substitute; or
 - (b) be a specialist certified by a member Board of the American Board of Medical Specialties; or
 - (c) be certified by the Royal College of Physicians and Surgeons of Canada ("**Royal College**"), the College of Family Physicians of Canada ("**CFPC**") or the Collège des médecins du Québec ("**CMQ**"); or
- 11.06.03 be fully expected to complete all requirements to graduate from a medical school not accredited by CACMS/LCME but listed in one or more directories of medical schools approved from time to time by resolution of the Executive Board and be a medical school acceptable to the Executive Director before such date as prescribed for each administration of the MCCQE Part I, and hold a valid Pass result on the MCCEE or an examination determined by the Executive Board to be an acceptable substitute; or
- 11.06.04 be a graduate from a United States School of Osteopathic Medicine accredited by the American Osteopathic Association, and
- (a) hold a valid Pass result on the MCCEE or an examination determined by the Executive Board to be an acceptable substitute, or
 - (b) be a specialist certified by a member Board of the American Board of Medical Specialties, or
 - (c) be certified by the Royal College, the CFPC or the CMQ; or
- 11.06.05 be fully expected to complete all requirements to graduate from a United States School of Osteopathic Medicine accredited by the American Osteopathic Association before such date as prescribed for each administration of the MCCQE Part I and hold a valid Pass result on the MCCEE or other examination as determined by the Executive Board to be an acceptable substitute.

For greater certainty, for those graduates described in subsections 11.06.01, 11.06.02 and 11.06.04, the medical degree credential must either have been successfully source verified or be in progress of source verification through the Council. In addition, for all candidates expected to complete all requirements to graduate by the prescribed date, as identified in subsections 11.06.01, 11.06.03 and 11.06.05, the required evidence, in the form determined by the Executive Director, must be submitted and accepted.

Section 11.07 To be eligible for the MCCQE Part II a candidate must either:

- 11.07.01 be a graduate from a medical school accredited by the CACMS/LCME or a medical school listed in one or more directories of medical schools approved from time to time by resolution of the Executive Board and be a medical school acceptable to the Executive Director; and
- (a) have successfully completed the Qualifying Examination prior to 1 January 1992 or the MCCQE Part I thereafter; and
 - (b) submit evidence in the form determined by the Executive Director that the candidate has satisfactorily completed at least 12 months of acceptable postgraduate clinical medical training; or
 - (c) where a candidate wishes to challenge the MCCQE Part II before completion of 12 months of acceptable postgraduate clinical medical training, a candidate may do so upon submission of evidence in the form determined by the Executive Director that the candidate is fully expected to complete 12 months of acceptable postgraduate clinical medical training no later than:
 - (i) June 30 if the candidate wishes to challenge the spring MCCQE Part II session held in April or May of the same year; or
 - (ii) December 31 if the candidate wishes to challenge the fall MCCQE Part II session held in October or November of the same year; or
 - (d) have had the required medical credentials successfully source verified through the MCC; or
 - (e) have produced evidence of the required medical credentials acceptable to the Executive Director; or
- 11.07.02 be a graduate from a United States School of Osteopathic Medicine accredited by the American Osteopathic Association; and
- (a) have successfully completed the MCCQE Part I; and
 - (b) submit evidence in the form determined by the Executive Director that the candidate has satisfactorily completed at least 12 months of:
 - (i) acceptable postgraduate clinical medical training; or

- (ii) osteopathic postgraduate clinical training in a program accredited by the Accreditation Council for Graduate Medical Education (“**ACGME**”); or
- (c) where a candidate wishes to challenge the MCCQE Part II before completion of 12 months of acceptable postgraduate clinical medical training, or osteopathic postgraduate clinical training, a candidate may do so upon submission of evidence in the form determined by the Executive Director that the candidate is fully expected to complete 12 months of acceptable postgraduate clinical medical training or ACGME-accredited osteopathic postgraduate clinical training, no later than:
 - (i) June 30 if the candidate wishes to challenge the spring MCCQE Part II session held in April or May of the same year; or
 - (ii) December 31 if the candidate wishes to challenge the fall MCCQE Part II session held in October or November of the same year; or
- (d) have had the required medical credentials successfully source verified through the MCC; or
- (e) have produced evidence of the required medical credentials acceptable to the Executive Director.

Section 11.08 When applying for admission to take the MCCQE Part I or Part II or any re-examination, a candidate shall submit to the office of the MCC a completed application as well as the fees, requisite information and credential/training documents as may be prescribed from time to time by the Council.

Section 11.09 Each accepted candidate shall receive from the Executive Director documents pertaining to the MCCQE Part I or Part II, or any re-examination to which the candidate is accepted, including the appropriate documentation which will be required as a condition for admission to the assigned examination date and centre.

Section 11.10 The Executive Director shall publish rules and regulations for the guidance of the Deputy Registrars, the CEC and candidates undergoing the examinations.

Section 11.11 Any decision of the Executive Director made pursuant to Subsections 11.06.02, 11.06.03, 11.07.01 or 11.07.02 shall be final, subject only to review by the Executive Board. The decision of the Executive Board in response to a request for review shall be final.

ARTICLE 12 OTHER EXAMINATIONS

Section 12.01 The Executive Board may prescribe regulations for the establishment, maintenance and effective conduct of MCCEE, and all matters incident thereto, required to be passed by international medical candidates and candidates from a United States School of Osteopathic Medicine accredited by the American Osteopathic Association regarding eligibility for the MCCQE Part I.

Section 12.02 The Executive Board may prescribe regulations for the development, maintenance and effective conduct of examinations for the purpose of assessing the competency of international medical candidates and all matters incident thereto.

ARTICLE 13 REGISTRATION

Section 13.01 Any person who graduates in medicine can be registered in the Canadian Medical Register only if and once he or she has successfully completed:

13.01.01 the Qualifying Examination prior to 1 January 1992, at least twelve months of postgraduate training or equivalent as deemed acceptable by the Executive Director; or

13.01.02 the MCCQE Part I and the MCCQE Part II and at least twelve months of postgraduate training deemed acceptable by the Executive Director; or

13.01.03 The MCCQE Part I and, during the years from 2013 to 2015, the MCC/CFPC harmonized examination and at least twelve months of postgraduate training deemed acceptable by the Executive Director.

Section 13.02 Physicians whose names are in the Canadian Medical Register shall be known as "Licentiates of the Medical Council of Canada" ("LMCC") or "Licenciés du Conseil médical du Canada" ("LCMC").

Section 13.03 Any person who has been registered in the Canadian Medical Register and whose name has been erased, may apply to the Executive Director for restoration of the name of the person to the Canadian Medical Register.

Section 13.04 Any person who has been refused registration in the Canadian Medical Register may appeal such refusal to the Appeals Committee.

Section 13.05 The Executive Director may cancel or correct any entry in the Canadian Medical Register upon the grounds of fraud, accident or mistake. Any person whose name has been cancelled may appeal to the Appeals Committee for restoration of the name of the person to the Canadian Medical Register.

Section 13.06 On the receipt of any appeal pursuant to Section 13.04 or Section 13.05 the office of the Executive Director shall submit the appeal, together with any supporting evidence or information in connection therewith, to the Appeals Committee.

ARTICLE 14 MCC PHYSICIAN CREDENTIALS REPOSITORY

Section 14.01 The MCC Physician Credentials Repository is a designated service of the MCC.

Section 14.02 The MCC Physician Credentials Repository shall consist of the Director, Repository and Registration Centre, together with such other MCC employees who shall be dedicated to the MCC Physician Credentials Repository from time to time.

Section 14.03 The MCC Physician Credentials Repository shall:

14.03.01 facilitate primary source verification of medical and other relevant credentials obtained by graduates of medical schools. Such applicants to

the MCC Physician Credentials Repository may include candidates for Council examinations and persons who are candidates with agencies in Canada and elsewhere responsible for the evaluation of medical education or for the licensing and regulation of medical students and physicians; and

14.03.02 establish and maintain a central repository of verified medical credentials.

Section 14.04 The MCC Physician Credentials Repository may delegate or subcontract primary source verification to one or more service providers from time to time.

Section 14.05 Source Verification

14.05.01 The Director, Repository and Registration Centre, shall be responsible for all source verification decisions and shall report to the applicant in the manner and format adopted by the MCC Physician Credentials Repository from time to time.

14.05.02 The decision of the Director, Repository and Registration Centre, in regard to the results of the source verification process shall be final, subject only to reconsideration by the Executive Director.

14.05.03 Any request for reconsideration may only be made on the grounds of additional information or material not previously available to the Director, Repository and Registration Centre. Any decision of the Executive Director in response to a request for reconsideration shall be final.

ARTICLE 15 RECONSIDERATIONS

Section 15.01 Any candidate who is unsatisfied with the results awarded for an examination by the MCC pursuant to these by-laws or regulations may request a reconsideration of that decision by notifying the Executive Director in writing of such intention, setting forth the grounds for the reconsideration and the relief sought, within fifteen days of the communication of the decision of the Evaluating Examination Committee (“**EEC**”), the CEC, or the National Assessment Collaboration Examination Committee (“**NEC**”), as the case may be.

Section 15.02 The Executive Director may reject any request for reconsideration if he or she determines that it is incomplete, frivolous, vexatious, made in bad faith or otherwise an abuse of process. The Executive Director shall report the number of dismissed requests in his/her annual report to Council.

Section 15.03 Requests for reconsideration shall be considered on the basis of the paper record only and shall not involve any form of oral hearing including, but not limited to, oral submissions by any party and the calling and/or cross-examination of witnesses by any party.

Section 15.04 Requests for reconsideration shall be considered by a reconsideration panel within thirty days of the receipt of a valid and complete notice of reconsideration and any further written submissions from the candidate, or as soon as practicable thereafter. The reconsideration panel shall be appointed, from time to time, by the Chair of the EEC, CEC or NEC, as the case may be, from among the members of the EEC, CEC or NEC, and shall consist of a total of three or five members. The reconsideration panel may conduct its

deliberations in person or by electronic means, in whole or in part, at a time and place to be determined by the Chair of the panel in his or her sole and absolute discretion.

Section 15.05 After considering the notice of reconsideration, any relevant evidence adduced by either party, and the written submissions of the parties, the reconsideration panel may decide to:

15.05.01 reject the request for reconsideration and uphold the initial decision of the EEC, CEC, or the NEC, as the case may be; or

15.05.02 allow the request for reconsideration and order that a substitute decision be awarded.

Section 15.06 The reconsideration panel shall prepare written reasons for its decision to be made available to the candidate. The decision of the reconsideration panel shall be final, subject only to any rights of appeal pursuant to these by-laws or regulations.

ARTICLE 16 APPEALS

Section 16.01 Any candidate wishing to appeal to the Appeals Committee as permitted by these by-laws or regulations shall notify the Executive Director in writing of such intention, setting forth the grounds for the appeal and the relief sought, within thirty days of the final decision of the CEC, the Executive Director, the EEC, or the NEC, as the case may be and pay the applicable administrative fee.

Section 16.02 The candidate or person wishing to appeal must also provide the Executive Director, at least twenty days before the hearing of any appeal, a written statement or opinion of any person intended to give evidence and copies of all documents intended to be relied upon at the hearing, together with notice whether the appellant intends to appear in person, or be represented by counsel, or both.

Section 16.03 In attending an appeal, the appellant or counsel for the appellant shall, at the discretion of the Chair of the appeal panel, be entitled to present witnesses to give evidence or to cross-examine other persons present. The members of the appeal panel may question the appellant and any other persons as may be present or available. The appellant or counsel shall also have the right to make oral or written submissions.

Section 16.04 The appeal shall be heard within ninety days of the receipt of a valid and complete notice of appeal from the candidate or other person, or as soon thereafter as practicable. The candidate shall receive notice of the time and place of the hearing of the appeal. The appeal panel may proceed to consider and dispose of the appeal at the appointed time and place, whether or not the appellant or counsel for the appellant shall be present. The appeal panel may conduct a hearing by electronic means (telephone conference, video conference, etc.), in whole or in part, where the appellant indicates a preference for the appeal to proceed by way of an electronic hearing or an intention pursuant to Section 16.02 not to appear in person or to be represented in person by counsel.

Section 16.05 After considering the notice of appeal, the evidence adduced at the hearing and the submissions made, the appeal panel may decide to:

16.05.01 in the case of an appeal pursuant to Section 13.04 or Section 13.05:

- (a) reject the appeal and uphold the final decision of the Executive Director; or
- (b) allow the appeal and order that the name of the individual be included in the Canadian Medical Register; or

16.05.02 in all other cases:

- (a) reject the appeal and uphold the final decision of the CEC, the NEC, or the EEC, as the case may be; or
- (b) allow the appeal and order that:
 - (i) the candidate materially prejudiced by a procedural irregularity in the conduct of the examination be given a No Standing on the examination in issue; or
 - (ii) a Denied Standing or a No Standing be set aside and the candidate be awarded a Pass or Fail result by the CEC, the EEC, or the NEC based on the reported score obtained by the candidate on the examination in issue; or
 - (iii) the denial of entry to future examinations, including the terms and conditions precedent to any entry to future examinations as determined by the CEC, the EEC or the NEC, be set aside, reduced or amended.

Section 16.06 The appeal panel shall prepare written reasons for its decision to be made available to the appellant and the appellant's counsel. The decision of the appeal panel shall be final.

ARTICLE 17 LIAISON

Section 17.01 The MCC may continue to maintain or establish appropriate liaison with agencies responsible for assessment, accreditation and credentialing.

Section 17.02 Such liaison may be conducted through the attendance at meetings, conferences, and the like by authorized representatives of the MCC, and by correspondence. Attendance of representatives at specific meetings shall be authorized by the Executive Board. Informal correspondence and informal meetings may be carried out by members of the Executive Board and the appointed officers of the MCC but formal correspondence shall be conducted by the Executive Director. Binding agreements regarding liaison and reciprocity shall be made only with the prior approval of the Executive Board.

ARTICLE 18 SUPPORT OF RESEARCH AND DEVELOPMENT

Section 18.01 The Executive Board shall have the power to establish and support, or aid in the establishment and support of associations, institutions, funds, trusts and projects calculated to advance the evaluation of medical knowledge and competence of undergraduate and graduate medical students and medical practitioners in Canada.

Section 18.02 The selection of such associations, institutions, funds, trusts, and projects shall be recommended by the Research and Development Committee and the Finance Committee shall recommend the degree of participation by the MCC in the association, institution, funds, trusts and projects.

Section 18.03 The Executive Board shall consider the recommendations of the Research and Development Committee and the Finance Committee and shall approve any research and development activities which shall be established or supported and the degree of the support to be provided.

ARTICLE 19 SIGNATURE AND CERTIFICATION OF DOCUMENTS

Section 19.01 Contracts, documents or any instruments in writing requiring the signature of the MCC shall be binding upon the MCC when signed by such officer, officers, person or persons as the Executive Board may prescribe by regulation from time to time. The term "contracts, documents or any instruments in writing" as used herein shall be limited to those contracts, documents or instruments in writing that are not contemplated under Section 9.04.02(c), Section 21.01 and Section 22.01.

Section 19.02 The seal of the MCC may, when required, be affixed to contracts, documents or any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Executive Board.

ARTICLE 20 FINANCIAL YEAR

Section 20.01 The financial year end of the MCC shall be March 31.

ARTICLE 21 BANKING ARRANGEMENTS

Section 21.01 The banking business of the MCC, or any part thereof shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business, as the Executive Board may designate, appoint or authorize from time to time by regulation and all such banking business, or any part thereof, shall be transacted on the MCC's behalf by such one or more officers and or other persons as the Executive Board may designate, direct or authorize from time to time by regulation and to the extent therein provided including, but without restricting the generality of the foregoing, the operation of the MCC's accounts, the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money, the giving of receipts for and orders relating to any property of the MCC, the execution of any agreement relating to such banking business and defining the rights and powers of the parties thereto, and the authorizing of any officer of an approved bank, trust company or other firm or corporation to do any act or thing on the MCC's behalf to facilitate such banking business.

ARTICLE 22 BORROWING

Section 22.01 The Executive Board may from time to time:

22.01.01 borrow money on the credit of the MCC;

- 22.01.02 issue, reissue, sell, pledge or hypothecate debt obligations of the MCC;
- 22.01.03 give a guarantee on behalf of the MCC to secure performance of an obligation of any person;
- 22.01.04 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the MCC, owned or subsequently acquired, to secure any obligation of the MCC; and
- 22.01.05 delegate to such one or more of the officers and members of the Executive Board as may be designated by the Executive Board by regulation all or any of the powers conferred by the foregoing clauses of this Article 22 to such extent and in such manner as the Executive Board shall determine.

ARTICLE 23 PROTECTION OF MEMBERS, DIRECTORS AND OFFICERS

- Section 23.01 Subject to the provisions of the Act and to Section 23.04, the MCC shall indemnify a member of the Executive Board or officer of the MCC, a former member of the Executive Board or former officer of the MCC or another individual who acts or acted at the MCC's request as a member of the Executive Board or officer, or an individual acting in a similar capacity, of another entity, and his/her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the MCC or other entity.
- Section 23.02 Subject to the provisions of Section 23.04, the MCC shall advance moneys to an individual referred to in Section 23.01 for the costs, charges and expenses of a proceeding referred to in Section 23.01. The individual shall repay the moneys if the individual does not fulfil the conditions of Section 23.03.
- Section 23.03 The MCC may not indemnify an individual under Section 23.01 unless the individual:
 - 23.03.01 acted honestly and in good faith with a view to the best interests of the MCC, or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the MCC's request; and
 - 23.03.02 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.
- Section 23.04 The MCC shall with the approval of a court, indemnify an individual referred to in Section 23.01, or advance moneys under Section 23.02, in respect of an action by or on behalf of the MCC or other entity to procure a judgement in its favour, to which the individual is made a party because of the individual's association with the MCC or other entity as described in Section 23.01 against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 23.03.
- Section 23.05 The MCC will also indemnify the individuals referred to in Section 23.01 in any other circumstances that the Act permits or requires. Nothing in these by-laws will limit the

right of any person entitled to indemnity to claim indemnity apart from the provisions of these by-laws.

Section 23.06 Excluding any individual referred to in Section 23.01, the MCC will also indemnify Members of Council and every member of every committee of the Council and his/her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of their association with the MCC, except such costs, charges or expenses as are occasioned by the wilful neglect or default of such individual.

Section 23.07 The MCC shall maintain in force such liability insurance for the foregoing individuals as may be approved by the Executive Board.

ARTICLE 24 AMENDMENT OF BY-LAWS

Section 24.01 By-laws of the MCC may be enacted and the by-laws repealed or amended by an affirmative vote of at least two-thirds of the members at a meeting of the Members of Council duly called for the purpose of considering the said by-law.

ARTICLE 25 RULES AND REGULATIONS

Section 25.01 The Executive Board may prescribe such rules and regulations not inconsistent with the by-law relating to the management and operation of the activities and affairs of the MCC as it deems expedient.

ARTICLE 26 NOTICES

Section 26.01 Any Notice (which term includes any communication or document, electronic or otherwise) to be given, sent, delivered or served pursuant to the by-laws or otherwise, in writing or otherwise, to a Member of Council, member of the Executive Board, officer, member of a committee or candidate, shall be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered, mailed, sent by means of recorded communication or, with the written consent of the recipient, by electronic means including e-mail, to the person's recorded address. A Notice so delivered shall be deemed to have been given when it is delivered personally and a Notice sent by mail is deemed to be received at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the intended recipient did not receive the Notice at that time or at all.

ARTICLE 27 EFFECTIVE DATE AND REPEAL

Section 27.01 All previous by-laws of the MCC are repealed as of the coming into force of this by-law provided that such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under or the validity of any contract or agreement made pursuant to any such by-law prior to its repeal. All officers or persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this by-law and all rules and regulations and all resolutions of the Executive Board or of the Members of

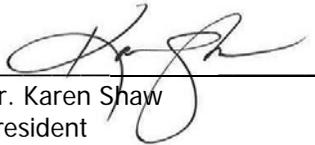
Council with continuing effect passed under any repealed by-law shall continue good and valid except to the extent inconsistent with this by-law and until amended or repealed.

ARTICLE 28 INTERPRETATION

Section 28.01 In all by-laws of the MCC, the singular shall include the plural and the plural the singular.

ENACTED by the Members of Council on the 19th day of September, 2017.

**MEDICAL COUNCIL OF CANADA
LE CONSEIL MÉDICAL DU CANADA**

By: 
Dr. Karen Shaw
President

By: 
Dr. M. Ian Bowmer
Executive Director