
BY-LAW No. 43

A By-law relating generally
to the transaction of the activities
and affairs of the

Medical Council of Canada
Le Conseil médical du Canada



September 23, 2024

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SECTION 1 DEFINITIONS AND INTERPRETATION

1.1 **Definitions.** In the By-laws of MCC, unless the context otherwise requires:

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act* and all regulations made under the Act, as it may be amended or replaced, and any reference to a particular provision of that Act will be deemed also to be a reference to any similar provision resulting from its amendment or replacement;
- (b) “**Advisory Forum**” means a committee described in section 8.1;
- (c) “**Articles**” has the meaning given to that term in the Act;
- (d) “**By-laws**” means this By-law No. 42, as amended or restated, and all other by-laws of MCC in force and effect;
- (e) “**Chief Executive Officer**” means the chief executive officer of the MCC (who may be referred to as the “Executive Director” in any Policies and Regulations that pre-date these By-laws);
- (f) “**Council**” means the council of the MCC, constituted in accordance with section 5.3;
- (g) “**Councillor**” means any individual who, from time to time, has been elected or appointed to serve on the Council;
- (h) “**Finance, Audit and Investments Committee**” means the committee described in Article 10;
- (i) “**Former By-laws**” means by-law No. 39 of the MCC, as it was immediately before these By-laws were adopted;
- (j) “**Governance and Nominating Committee**” means the committee described in Article 9;
- (k) “**Immediate Past President**” means the immediate past President of the MCC
- (l) “**Ineligible Individual**” has the meaning given to that term in section 149.1 of the Income Tax Act (Canada), as may be amended;
- (m) “**MCC**” means MEDICAL COUNCIL OF CANADA / LE CONSEIL MÉDICAL DU CANADA;
- (n) “**Member**” means any individual who, from time to time, has been admitted to membership in the MCC in accordance with the By-laws;
- (o) “**Officer**” means any individual who, from time to time, has been appointed as an officer of MCC in accordance with the By-laws;

- (p) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- (q) “**Policies and Regulations**” has the meaning given in section 2.8;
- (r) “**President**” means the president of the MCC;
- (s) “**Special Resolution**” means a resolution passed by a majority of not less than two- thirds (2/3) of the votes cast on that resolution; and
- (t) “**Vice-President**” means the vice-president of the MCC.

1.2 **Interpretation.** In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) words importing the singular number include the plural and vice versa, and words importing a gender include all genders;
- (b) the words “includes” or “including” mean includes or including without limitation;
- (c) the word “person” includes an individual, body corporate, partnership, trust and unincorporated organization; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION 2 FINANCIAL AND OTHER MATTERS

- 2.1 **Corporate Seal.** The seal of the MCC shall be in such form as shall be prescribed from time to time by the Council and shall have the corporate name of the MCC impressed thereon. The seal shall remain in the custody of the Chief Executive Officer.
- 2.2 **Registered Office.** Unless changed in accordance with the Act, the registered office of MCC shall be in the City of Ottawa, in the Province of Ontario.
- 2.3 **Books and Records.** The Council shall see that all necessary books and records of MCC required by the By-laws of MCC or by any applicable statute or law, including the minutes of meetings of the Council of MCC, are regularly and properly kept and made available for viewing to all Members and Councillors.

- 2.4 **Financial Year.** Unless otherwise determined by the Council, the financial year of MCC shall be April 1st to March 31st.
- 2.5 **Execution of Documents.** Contracts, documents or other instruments in writing requiring the signature of MCC shall be signed by those individuals appointed by resolution of the Council, either generally or to sign a specific contract, document or other instrument in writing on behalf of MCC. The seal of the MCC may, when required, be affixed to contracts, documents or other instruments in writing signed as aforesaid or by any Officer or Officers appointed by the Council.
- 2.6 **Banking Arrangements.** The banking business of MCC shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Council may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of MCC and/or other persons as the Council may by resolution from time to time designate, direct or authorize.
- 2.7 **Borrowing Powers.**
- (a) The Council may, from time to time:
 - (i) Borrow money on the credit of the MCC;
 - (ii) issue, reissue, sell, pledge or hypothecate debt obligations of MCC;
 - (iii) give a guarantee on behalf of MCC to secure performance of an obligation of any person; or
 - (iv) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of MCC, owned or subsequently acquired, to secure any obligation of MCC.
 - (b) The Council may delegate the powers referred to in subsection 2.7(a) to a Councillor, a committee of Councillors or an Officer.
- 2.8 **Policies and Regulations.** Subject to Article 15, the Council may adopt, amend, or repeal by resolution such policies, regulations and terms of reference (collectively, “**Policies and Regulations**”) that are not inconsistent with the By-laws of the MCC relating to the activities and affairs of the MCC as the Council may deem appropriate from time to time.

SECTION 3 MEMBERSHIP

- 3.1 **Membership.** There shall be one (1) class of Members in the MCC. Membership in the MCC

shall be available only to the Councillors. The Councillors shall automatically become Members upon being elected or appointed as Councillors and shall automatically cease to be Members when they cease to be Councillors. Subject to the provisions of this By-law, each Councillor shall remain a Member until the close of the annual meeting at which the Members elect the Councillors. At the close of such meeting, each Member whose term as a Councillor will expire by effluxion of time at the meeting (and who has not been re-elected as a Councillor at that meeting) shall automatically cease to be a Member.

3.2 **Removal of Members.** A membership in the MCC is terminated when:

- (a) the Member dies;
- (b) the Member fails to maintain any qualifications for membership described in section 3.1;
- (c) the Member resigns by delivering a written resignation to the Chief Executive Officer of the MCC, in which case, the resignation will be effective on the date specified in the resignation; or
- (d) the MCC is liquidated or dissolved under the Act.

SECTION 4 MEETINGS OF MEMBERS

4.1 **Annual Meetings.** Subject to the Act, the annual meeting of the Members will be held on the date and at the time determined by the Council, but in any case, not (i) more than fifteen (15) months after the holding of the last preceding annual meeting, and (ii) later than six (6) months after the end of MCC's preceding financial year. At every annual meeting of the Members, the Members shall:

- (a) review and consider the financial statements, the report of the public accountant and any other reports required by the Act to be placed before the Members at the annual meeting;
- (b) elect the Councillors in accordance with section 5.6;
- (c) appoint the public accountant; and
- (d) transact any other business that may be properly brought before the Members.

4.2 **Special Meetings and Requisition Meetings.** The Council shall have the power to call at any time a special meeting of the Members. In addition, the Council shall call a meeting of the Members on written requisition of Members who hold not less than the threshold of votes that is prescribed by the Act, for the purposes stated in the requisition. Subject to the Act, should the

Council fail to call such meeting within twenty-one (21) days of receipt of such requisition, any Member who signed the requisition may call such meeting.

4.3 **Place of Meetings.** Subject to these By-laws, the annual meeting or any special meeting of the Members shall be held at any place in Canada as the Council may determine and on such day as the Council shall appoint.

4.4 **Meeting by Electronic Means, etc.**

(a) Any person entitled to attend a meeting of the Members may participate in the meeting, in accordance with the Act, by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if MCC makes available such a communication facility. A person participating in a meeting by such means is deemed for the purposes of the Act to be present at the meeting.

(b) If the Councillors or the Members call a meeting of the Members, those Councillors or Members, as the case may be, may determine that the meeting be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting.

4.5 **Notice of Meetings.** Notice of the time and place of a meeting of the Members shall be given to each Member 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:

(a) by mail, courier or personal delivery to each such Member, during a period of twenty- one (21) to sixty (60) days before the day on which the meeting is to be held; or

(b) by telephonic, electronic or other communication facility to each such Member, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

The public accountant and any other person or persons designated by the Council will be entitled to receive notice of every meeting of the Members.

4.6 **Special Business.** Notice of any meeting of the Members 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 and state the text of any Special Resolution to be submitted to the meeting. For purposes of this section, all business transacted at a special meeting or annual meeting of the 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".

4.7 **Annual Financial Statements.** The notice of the annual meeting of Members 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 MCC and that the Members may, upon request, obtain a copy of those financial statements, report or other documents free of charge at the registered office or by prepaid mail.

- 4.8 **Waiver of Notice.** A meeting of the Members may be held at any time and place without notice if all the Members waive notice or otherwise consent to such meeting being held. The attendance of a Member at a meeting of the Members is a waiver of notice of the meeting, except where a Member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 4.9 **Persons Entitled to be Present.** The only persons entitled to be present at a meeting of the Members will be the Members, the Chief Executive Officer, the public accountant of MCC, and others who, although not entitled to vote, are entitled or required under any provision of the Act, the Articles, or the By-laws to be present at the meeting. Any other person may only be admitted with the consent of the Members or the Council.
- 4.10 **Quorum.** A majority of the Members will constitute a quorum at that meeting. For greater certainty, a Member will be counted as present at a meeting if they are present in person or by telephonic, electronic or other communication facility.
- 4.11 **Manner of Voting.**
- (a) Each Member is entitled to one (1) vote at a meeting of the Members.
 - (b) At all meetings of the Members, every question will be determined by Ordinary Resolution, unless otherwise specifically provided by these By-laws or the Act.
 - (c) If a meeting of the Members is held by telephonic, electronic or other communication facility, then any person participating in, and entitled to vote at, that meeting may vote, in accordance with the Act, by means of the telephonic, electronic or other communication facility that MCC has made available for that purpose.
- 4.12 **Resolution in lieu of Meeting.** Subject to the Act, a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of the Members is as valid as if it had been passed at a meeting of the Members. A Member may submit a written signature by facsimile, email or other functionally equivalent electronic means of transmission.

SECTION 5 THE COUNCIL

- 5.1 **General Powers.** The Council shall manage or supervise the management of the activities and affairs of MCC in all things. The Council may make or cause to be made for MCC, in its name, any kind of contract which MCC may lawfully enter into and subject to the provisions of the Act,

the Articles, or these By-Laws, may exercise all such other powers and do all such other acts and things as MCC is authorized to exercise and do.

5.2 **Specific Powers.** Without limiting the generality of the foregoing or any other responsibilities of the Council under these By-laws or any applicable Policies and Regulations, the Council shall be responsible for:

- (a) periodically reviewing, updating and approving the MCC's strategic plan, including the MCC's mission, vision and values;
- (b) establishing processes and schedules to monitor and assess the progress towards the objectives set out in the strategic plan and the performance of the Council;
- (c) identifying the principal risks to the MCC and ensuring the implementation of appropriate systems to manage those risks;
- (d) ensuring the delivery of exams and services that are high-quality and responsive to the needs of the medical profession in Canada;
- (e) engaging and providing advice and counsel to the Chief Executive Officer, and monitoring and evaluating the Chief Executive Officer's performance; and
- (f) maintaining the financial integrity of the MCC by ensuring sufficient funding for the implementation of the MCC's strategic plan, including by periodically reviewing the funding model of the MCC, approving the annual budget of the MCC and monitoring performance against the budget, and approving new material expenditures.

5.3 **Composition.** The Council shall consist of no more than twelve (12) Councillors. Subject to section 5.4, the Council will consist of the following individuals, to be elected as described in section 5.6:

- (a) three (3) individuals with regulatory experience in health professions;
- (b) three (3) individuals who are current registrars of provincial or territorial medical regulatory authorities;
- (c) three (3) individuals who are experienced medical educators; and
- (d) three (3) members of the public,

provided, however, that, to the greatest extent possible, at least half of the Councillors shall be individuals who are licensed to practice medicine in Canada or who have held a license to practice medicine in Canada in the past three (3) years at the time of their initial election to the Council.

5.4 **Qualifications.** Without limiting section 5.3, or any qualifications and attributes of Councillors, including with respect to skills, experience, and diversity, that are prescribed in Policies and

Regulations, each Councillor shall:

- (a) be an individual who is at least eighteen (18) years of age;
- (b) not have the status of a bankrupt;
- (c) not be incapable (as the term “incapable” is defined in the Act); and
- (d) not be an Ineligible Individual, unless that person has received approval of the Council to become or remain a Councillor.

5.5 **Duty to Disclose.** Every Councillor who is or becomes an Ineligible Individual shall disclose such fact to the Council immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Council may approve of the Ineligible Individual remaining as a Councillor. If the Councillor is not so approved, the Councillor will be deemed to be no longer qualified pursuant to section 5.4 and will immediately cease to be a Councillor. The resulting Councillor vacancy may be filled in the manner prescribed in section 5.9.

5.6 **Election and Term.**

- (a) Councillors shall be elected at annual meetings of the Members by Ordinary Resolution of the Members from a slate developed by the Governance and Nominating Committee. For greater certainty, there shall be no nominations from the floor of any meetings of the Members.
- (b) The terms of office of Councillors shall be up to three (3) years or until their successors are elected. Councillors shall be eligible for re-election for a second term and a third term, each of up to three (3) years or until their successor is elected, except that no Councillor shall serve as a Councillor for more than nine (9) years.

5.7 **Removal.** The Members may, by a resolution passed by a majority of the votes cast on the resolution, at a special meeting of the Members remove any Councillor from office for any reason.

5.8 **Resignations.** The office of Councillor shall be vacated upon the written resignation of the Councillor, effective at the time the written resignation is sent to MCC or at the time specified in the resignation, whichever is later.

5.9 **Vacancies.**

- (a) A quorum of the Council may fill a vacancy among the Councillors, except a vacancy resulting from: (i) a failure to elect the minimum number of Councillors provided for in the Articles; or (ii) an increase in the minimum or maximum number of Councillors provided for in the Articles.
- (b) The Council may only fill a vacancy among the Councillors with a candidate recommended by the Governance and Nominating Committee.
- (c) Subject to the Act, if there is not a quorum of the Council, or if the vacancy has arisen in

the circumstances referred to in subsection 5.9(a), the Councillors then in office will forthwith call a special meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no Councillors then in office, the meeting may be called by any Member.

- (d) A Councillor appointed under this section 5.9 will only hold office for the unexpired term of their predecessor. For greater certainty, the time spent filling a vacancy shall not be counted towards the term limits set out in section 5.6(b).

- 5.10 **Expenses.** The Councillors will be entitled to be reimbursed for reasonable travelling and other reasonable expenses properly incurred by them in attending meetings of the Council or any committee of the Council, or in conducting any business on behalf of the Council, as may be authorized by the Council.

SECTION 6 MEETINGS OF THE COUNCIL

- 6.1 **Meetings of the Council.** Subject to the By-laws, the Act and any resolution of the Council, notice of the time and place of each meeting of the Council will be given in the manner provided in section 14.1 to each Councillor not less than fourteen (14) days before the time when the meeting is to be held, but if the President of the Council considers it a matter of urgency that a meeting of the Council be convened, he or she may give notice of a meeting by telephonic, electronic or other communication facility no less than forty-eight (48) hours before the meeting. No notice of a meeting will be necessary if all the Councillors in office are present or if those absent waive notice of that meeting, except where a Councillor attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called. A notice of a meeting of the Council need not specify the purpose of or the business to be transacted at the meeting except where required by the Act.
- 6.2 **Place of Meetings.** Unless the Articles otherwise provide, meetings of the Council may be held at the registered office of MCC or at any other place within Canada, as determined by the Council.
- 6.3 **Meeting by Electronic Means, etc.** If all the Councillors of MCC consent, a meeting of Councillors or of a committee of Councillors may be held by means of any telephonic, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other, and a Councillor participating in such a meeting by those means is deemed to be present at that meeting.
- 6.4 **Calling of Meetings.** Subject to any resolution of the Council, in addition to any regular meetings of the Council scheduled under section 6.7, the President or a majority of the Councillors may, at any time, call a meeting of the Council for the transaction of any business.

6.5 **Quorum.**

- (a) A majority of the Councillors will constitute a quorum at any meeting of the Council.
- (b) For greater certainty, a Councillor will be counted as present at a meeting if they are present in person or by telephonic, electronic or other communication facility pursuant to section 6.3. The Councillors shall not appoint proxyholders to attend and act on their behalf at any meeting of the Councillors.

6.6 **Votes to Govern.** Each Councillor is authorized to exercise one (1) vote at each meeting of the Council. Unless otherwise required by the Act, at all meetings of the Council, every question will be decided by a majority of the votes cast on the question except where the Articles or By- laws require otherwise. In case of an equality of votes, the chair of the meeting will not be entitled to a second or casting vote.

6.7 **Regular Meetings.** The Council may fix a day or days in any month or months for regular meetings of the Council at a place and hour to be named, and without limiting the generality of the foregoing, the Council shall meet at least four (4) times per year. A copy of any resolution of the Council fixing the place and time of those regular meetings will be sent to each Councillor promptly after being passed, but no other notice will be required for any regular meeting except where the Act requires the purpose of, or the business to be transacted at, that meeting to be specified.

6.8 **Resolutions in Writing.** A resolution in writing, signed by all the Councillors entitled to vote on that resolution at a meeting of Councillors is as valid as if it had been passed at a meeting of Councillors. Any such resolution may be signed in counterparts, each of which will be an original and all of which together will constitute one and the same resolution. A Councillor may submit their written signature by facsimile, e-mail or other functionally equivalent electronic means of transmission.

SECTION 7 COMMITTEES

7.1 **Committees.**

- (a) The Council may, from time to time, constitute such committees as it deems necessary or advisable for such purposes, and subject to the Act, with such powers as may be prescribed by the Council.
- (b) Subject to these By-laws and such Policies and Regulations as the Council may from time to time make in respect thereof:

- (i) 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;
- (ii) when voting on questions, in all committees, the chair of the committee, or whoever occupies the chair, will not have a second or casting vote;
- (iii) in all committees, any individual who ceases to be a Councillor ceases to be a member of a committee to which the individual has been appointed;
- (iv) the Council may remove any member of any committee at any time; and
- (v) all committees shall report to the Council in a timely manner the material discussions and activities had or undertaken by the committee.

SECTION 8 ADVISORY FORUMS

- 8.1 **Advisory Forums.** The MCC may constitute one or more broad-based committees, each to be known as an “Advisory Forum”, composed of such stakeholders and individuals, and representing a diversity of perspectives, as determined by the Council from time to time. The duties of an Advisory Forum shall include providing input and advice to the Council on such matters or questions as may be determined by the Council. The Council will determine the date, place and time of all meetings of an Advisory Forum. The Council will appoint the chair of the Advisory Forum from among the members of the Advisory Forum.

SECTION 9 GOVERNANCE AND NOMINATING COMMITTEE

- 9.1 **Governance and Nominating Committee.** The MCC shall have a Governance and Nominating Committee, composed of the following individuals:
- (a) a former President or Immediate Past-President of the MCC who shall chair the Governance and Nominating Committee, as determined by the Council;
 - (b) three (3) Councillors, as determined by the Council; and

(c) two (2) Advisory Forum members, as determined by the Council.

9.2 **Duties.** The duties of the Governance and Nominating Committee, among other duties assigned by the Council from time to time, shall include:

(a) developing and maintaining a Council:

(i) that reflects the composition contemplated in sections 5.3 and 5.4;

(ii) whose terms of office as Councillors are staggered, to the greatest extent possible, so that no more than half of the terms of office will expire in any particular year;

(b) developing and maintaining Policies and Regulations on the desired qualifications and attributes of Councillors;

(c) identifying and recommending candidates for the position of Councillor in respect of any vacancy or anticipated vacancy, and to present those recommendations in the form of a slate to the Council to (i) fill a vacancy as described in section 5.9, or (ii) include in the notice of the meeting of the Members to be put forward to the Members for election at that meeting;

(d) periodically reviewing, and if necessary or advisable, recommending to the Council any revisions to, the MCC's Articles, By-laws, and Policies and Regulations, to ensure that the MCC has appropriate practices in place to conduct its activities and affairs effectively, efficiently and in accordance with applicable laws; and

(e) oversight of certain awards granted by the MCC, as determined by the Council.

SECTION 10

FINANCE, AUDIT AND INVESTMENTS COMMITTEE

10.1 **Finance, Audit and Investments Committee.** The MCC shall have a Finance, Audit and Investments Committee, composed of the following individuals:

(a) four (4) Councillors, as determined by the Council, one of whom shall chair the Finance, Audit and Investments Committee, as determined by the Council; and

(b) one (1) member of the public who is a Chartered Professional Accountant, as determined by the Council.

10.2 **Duties.** The duties of the Finance, Audit and Investments Committee, among other duties

assigned by the Council from time to time, shall include:

- (a) reviewing the comparative financial statements of the MCC before they are submitted to the Council for approval;
- (b) meeting with the public accountant to discuss the comparative financial statements of the MCC, or any other matter;
- (c) conducting an annual review of the types and amounts of insurance to be carried by the MCC and advising the Council thereon;
- (d) considering and reviewing the scope of an external audit performed or to be performed in respect of the comparative financial statements of the MCC and other related matters;
- (e) reviewing a candidate or slate of candidates for appointment as the public accountant of the MCC and recommending a candidate to the Council or the Members;
- (f) collaborating with the Chief Executive Officer to implement and maintain appropriate internal control procedures governing the MCC's receipts, disbursements and expenditures;
- (g) recommending, for Council approval, the annual budget of the MCC;
- (h) overseeing the preparation of reports to the Council on the financial condition of the MCC and performance against the annual budget;
- (i) recommending, for Council approval, the investment Policies and Regulations, and goals of the MCC to ensure the prudent investment of the funds of the MCC;
- (j) reviewing the investment Policies and Regulations and goals of the MCC, at least annually, and reviewing the performance of the MCC's investments at least quarterly, and reporting to the Council thereon;
- (k) informing the Council and the Chief Executive Officer of material organizational risks;
- (l) reviewing qualified candidates for appointment as the financial advisors of the MCC and recommending candidates to the Council for appointment; and
- (m) recommending to the Council for appointment banks, trust companies or other financial institutions to perform the banking business of the MCC, including the terms of any agreements with such banks, trust companies or other financial institutions, and reviewing and reporting to the Council on the performance of the banks, trust companies or other financial institutions so appointed.

SECTION 11 OFFICERS

- 11.1 **Appointment.** The Council may, in its discretion, appoint any of the Officers named in this Article 11, as well as any other Officers as the Council may determine. The power of the Council to determine the powers and duties of MCC's Officers is subject to the Act, the Articles, the By-laws, and any applicable employment agreement.
- 11.2 **President.** The President shall be appointed by the Council from among the Councillors. In the ordinary course, the President will have served as a Councillor for at least one (1) year prior to being appointed as the President. The President of the Council shall be appointed for a term of up to two (2) years or until their successor is appointed. The President shall preside at all meetings of the Council and the Members and shall see that all orders and resolutions of the Council are carried into effect. The President will sign all diplomas of Licentiate granted during the President's term of office. The President will be an *ex-officio* non-voting member of all standing committees of the MCC. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by resolution of the Council or as are incidental to the office.
- 11.3 **Vice-President.** The Vice-President shall be appointed by the Council from among the Councillors for a term of up to two (2) years or until their successor is appointed. The Vice-President may be appointed as the President in due course. In the absence or incapacity of the President, the Vice-President shall assume the President's powers and duties. The Vice-President shall perform such other duties as may from time to time be assigned to the Vice-President by resolution of the Council.
- 11.4 **Chief Executive Officer.** The Chief Executive Officer shall be appointed by Council. The Chief Executive Officer shall be a Licentiate of the MCC. The Chief Executive Officer shall manage the activities of the MCC under the direction of the Council, be the secretary of the Council and meetings of the Members and perform the function of Registrar of the MCC. The Chief Executive Officer shall have such powers and perform such duties as may from time to time be assigned to the Chief Executive Officer by resolution of the Council, as are incidental to the office, and as may be specified in any employment agreement. For greater certainty, the Chief Executive Officer is not a Councillor, but he or she will be entitled to receive notice of every meeting of the Council and the Members, and to attend and be heard thereat (except where the Council meets in-camera or there may be a conflict of interest), but will not be entitled to vote at any such meeting.
- 11.5 **Immediate Past President.** The Council may appoint the individual who last served as the President of the MCC as the Immediate Past President of the MCC. If the Council does not make, or if such individual chooses not to accept, such appointment, the position will remain vacant. If the Immediate Past President is appointed, it is expected that they would serve as such until the then-current President completes their term. The Immediate Past President is not required to be a Councillor. If the Immediate Past President is not or ceases to be a Councillor, they will be entitled to receive notice of every meeting of the Council, and to attend and to be heard thereat (except where there may be a conflict of interest) but will not be entitled to vote at any such

meeting. The Immediate Past President shall perform such duties as may from time to time be assigned by resolution of the Council.

11.6 **Agents and Attorneys.** The Council will have power to appoint agents or attorneys for MCC in or out of Canada with any powers of management (including the power to sub-delegate) that the Council deems appropriate.

11.7 **Term of Office.**

(a) In the absence of a written employment agreement to the contrary, each Officer shall continue in office until:

- (i) their term of appointment expires (if applicable);
- (ii) the appointment of a successor;
- (iii) the Officer's resignation by delivery of a written resignation to the Chief Executive Officer;
- (iv) the Officer ceasing to satisfy any conditions of appointment;
- (v) the Officer's removal by resolution of the Council; or
- (vi) the Officer's death.

(b) If the office of any Officer of MCC shall be or becomes vacant, the Councillors may by resolution appoint a person to fill such vacancy for the remainder of the predecessor's term or until their successor is appointed.

11.8 **Expenses.** The Officers will be entitled to be reimbursed for reasonable expenses properly incurred by them in performing their duties.

11.9 **Duty to Disclose.** Every Officer who is or becomes an Ineligible Individual shall disclose such fact to the Council immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Council may approve of the Ineligible Individual remaining as an Officer. If the Officer is not so approved at the next meeting of the Council, the Officer will immediately cease to be an Officer notwithstanding any other provisions of this By-law to the contrary.

SECTION 12 PUBLIC ACCOUNTANT

12.1 **Public Accountant (Auditor).** At each annual meeting of the Members, the Members shall appoint a public accountant to hold office until the close of the next annual meeting and, if an appointment is not so made, the public accountant in office will continue in office until a successor

is appointed. The Members may, at any special meeting of the Members, remove the public accountant before the expiration of such public accountant's term of office, and shall, by a majority of the votes cast at that meeting, appoint another public accountant in such public accountant's place for the remainder of such public accountant's term. If the Members fail to appoint a successor public accountant, the Councillors shall immediately fill any vacancy in the office of public accountant. The remuneration of the public accountant shall be fixed by the Council.

SECTION 13

PROTECTION OF COUNCILLORS, OFFICERS AND OTHERS

- 13.1 **Limitation of Liability.** Subject to the provisions of the Act, these By-laws and to the extent permitted by law, the MCC shall indemnify a Councillor or Officer of MCC, a former Councillor or Officer of MCC or another individual who acts or acted at MCC's request as a Councillor or Officer, or an individual acting in a similar capacity, of another entity, and their 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 MCC or other entity.
- 13.2 **Advance of Costs.** Subject to section 13.4, and to the extent permitted by law, the MCC shall advance moneys to a Councillor, Officer or other individual for the costs, charges and expenses of a proceeding referred to in section 13.1. The individual shall repay the moneys if the individual does not fulfil the conditions of section 13.3.
- 13.3 **Limitation.** MCC may not indemnify an individual under section 13.1 unless the individual:
- (a) acted honestly and in good faith with a view to the best interests of MCC, or, as the case may be, to the best interests of the other entity for which the individual acted as Councillor or Officer or in a similar capacity at MCC's request; and
 - (b) 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.
- 13.4 **Derivative Actions.** MCC shall, with the approval of a court, indemnify an individual referred to in section 13.1, or advance moneys under section 13.2, in respect of an action by or on behalf of 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 MCC or other entity as described in section 13.1 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 13.3.

- 13.5 **No Restriction.** To the extent permitted by law, the MCC will also indemnify the individuals referred to in section 13.1 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.
- 13.6 **Insurance.** The MCC shall, at all times, maintain in force such directors' and officers' liability insurance as may be approved by the Council.

SECTION 14 MISCELLANEOUS

14.1 **Method of Giving Notice.**

- (a) A notice or document required by the Act, the Articles or the By-laws, to be sent to a Member or Councillor of MCC may be sent by prepaid mail addressed to, or may be personally delivered to, the addressee's last recorded address as recorded on the books of MCC, or may be sent electronically, subject to compliance with the Act and this By-law. A notice or document mailed in accordance with this section 14.1 to a Member or Councillor of MCC 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 the document is provided to the information system designated by the addressee, when it enters that information system.
- (b) The accidental omission to give any notice to any Member, Councillor, Officer, public accountant or member of a committee or Advisory Forum 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.