



ROYAL COLLEGE
OF PHYSICIANS AND SURGEONS OF CANADA
COLLÈGE ROYAL
DES MÉDECINS ET CHIRURGIENS DU CANADA

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FOUNDATION of the ROYAL COLLEGE

Bylaw No. 4

March 2024

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BE IT ENACTED as a Bylaw of the Foundation as follows:

Bylaw No. 4

A Bylaw to regulate generally the business of the Foundation.

Article 1
Interpretation

- 1.1 "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c. 23 including the regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- 1.2 "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Foundation.
- 1.3 "Board" means the board of Directors of the Foundation, and "Director" means a member of the Board.
- 1.4 "Bylaw" means this bylaw of the Foundation.
- 1.5 "Foundation" means The Foundation of the Royal College of Physicians and Surgeons of Canada - La Fondation du Collège royal des médecins et chirurgiens du Canada.
- 1.6 "Officers" means the officers described in article 7.1.
- 1.7 "Old Bylaws" has the meaning ascribed thereto in article 16.2.
- 1.8 "Royal College" means THE ROYAL COLLEGE OF PHYSICIANS AND SURGEONS OF CANADA - LE COLLÈGE ROYAL DES MÉDECINS ET CHIRURGIENS DU CANADA.
- 1.9 In this Bylaw and all other bylaws and in all regulations of the Foundation, the singular shall include the plural and the plural the singular, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.
- 1.10 The insertion of headings in this Bylaw is for convenience only and shall not affect the construction or interpretation thereof.
- 1.11 The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

Article 2
Registered Office

- 2.1 Registered Office - The registered office of the Foundation shall be in the City of Ottawa, in the Province of Ontario as the Board may from time to time by resolution decide.

Article 3 Membership

- 3.1 Membership - There shall be one class of members in the Foundation. Membership in the Foundation shall consist of the Councillors of the Royal College from time to time. Each member shall be entitled to receive notice of, to attend and to vote on each matter which properly comes before the members at each meeting of the members of the Foundation.
- 3.2 Transferability - The interest of a member in the Foundation is not, directly or indirectly, transferrable.
- 3.3 Termination - A membership in the Foundation is terminated when:
- 3.3.1 the member dies;
 - 3.3.2 the member delivers a written resignation to the Foundation;
 - 3.3.3 the member is expelled or their membership is otherwise terminated in accordance with the article 3.4;
 - 3.3.4 the member's term on the Council of the Royal College expires; or
 - 3.3.5 the Foundation is liquidated and dissolved under the Act.
- 3.4 Discipline - Any member may be removed as a member by a vote of at least two-thirds (2/3) of the members at a meeting of the members, provided that such member shall be granted an opportunity to be heard at such meeting.
- 3.5 Membership Fees - There shall be no membership fees.

Article 4 Members' Meetings

- 4.1 Place of Meetings or Virtual Meetings – Meetings of the members may be held at any place within Canada as determined by the Board. The Board may also determine that the meeting shall be held entirely by a telephonic, electronic or other communication facility, that permits all members participating in such meeting to communicate with one another during the meeting.
- 4.2 Annual Meetings - The annual meeting of the members will be held on the date and at the time determined by the Board, 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 the Foundation's preceding financial year. At every annual meeting, in addition to any other business that may be transacted, the members shall:
- 4.2.1 review and consider the financial statements, the report of the public accountant and any other reports to be placed before the members at the annual meeting;
 - 4.2.2 elect Directors nominated pursuant to article 5.1;

- 4.2.3 appoint the Chair of the Board pursuant to article 7.4, and
- 4.2.4 appoint the public accountant.
- 4.3 Special Meetings - A special meeting of the members may be held at such time and place as the Board may from time to time determine. The Board may also determine that the meeting shall be held entirely by a telephonic, electronic or other communication facility, that permits all members participating in such meeting to communicate with one another during the meeting. The Board shall also call a special meeting of the members on the written requisition of at least five per cent (5%) of the members for the purposes stated in the requisition.
- 4.4 Notice of Meetings - Notice of the time and place of an in-person meeting or a virtual meeting of the members shall be given to the members by the following means:
- 4.4.1 by mail, courier or personal delivery during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
- 4.4.2 by telephonic, electronic or other communication facility during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.
- 4.5 Notice of Annual Meetings - Notice of any annual meeting shall include a statement informing the members that the comparative financial statements, report of the public accountant, and any other documents required by the Act, are available at the registered office of the Foundation and that the members may, upon request, obtain a copy of those financial statements and other documents free of charge at the registered office or by prepaid mail.
- 4.6 Notice of Special Business - Notice of any meeting where special business will be transacted shall state the nature of that business in sufficient detail to permit the members to form a reasoned judgment on the business and state the text of any resolution to be submitted to the meeting, which resolution, pursuant to the Act, requires approval by a majority of not less than two-thirds (2/3) of the votes to be cast. For purposes of this article, all business transacted at a special meeting or annual meeting, except consideration of the financial statements, public accountant's report, election of Directors and re-appointment of the incumbent public accountant, is "special business".
- 4.7 Persons Entitled to be Present - The only persons entitled to be present at a meeting of the members shall be the members, the Directors and the public accountant of the Foundation and such other persons who are entitled or required under any provision of the Act or Bylaw to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.
- 4.8 Quorum - A quorum at any meeting of the members shall be a majority of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- 4.9 Method of Voting - At any meeting of the members, every question shall be determined on a show of hands or on a ballot or on the results of electronic voting unless a poll is (before or on the declaration of the result of the vote) demanded by a

member present at the meeting. A demand for a poll may be withdrawn. If a poll is demanded it shall be taken in such manner as the chair directs. Every question shall be determined by a majority of votes cast unless otherwise specifically provided by the Articles, Bylaw or the Act. In the event of a tie vote, the question shall be defeated. A declaration by the chair that a motion has been carried or carried unanimously or by a particular majority, or lost, and an entry to that effect in the books of the proceedings of the Foundation shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against that motion.

- 4.10 Participation by Electronic Means – Any member entitled to participate in a meeting of the members may do so by means of a telephonic, electronic or other communication facility that permits all persons participating in the meeting to communicate with one another, if the Foundation makes available such a communication facility, and a member participating in a such a meeting by such means is deemed to be present at the meeting. The chair shall ensure each particular meeting is handled in a secure fashion. Any member participating in and entitled to vote at such a meeting may vote, subject to the Act, by means of the telephonic, electronic or other communication facility that the Foundation has made available for that purpose.

Article 5 Board of Directors

- 5.1 Number - The Board shall be composed of not less than seven (7) and not more than twelve (12) Directors. The number of Directors shall be fixed by the members from time to time. Directors shall be individuals, at least eighteen (18) years of age who have the power under law to contract. At least two (2) of the Directors shall not be Officers or employees of the Foundation or its affiliates. The nominees to become Directors will be chosen by the Foundation on the basis of their interest in the Foundation, and their capacity to assist the Foundation in the raising, and the appropriate distribution, of funds.
- 5.2 Term of Office - A Director may be elected for a term of three (3) years in duration or until their successor is elected; and may be re-elected for one (1) additional three (3) year term or until their successor is elected, but no longer. Notwithstanding the foregoing, a Director's term limit may be extended in exceptional circumstances for an additional term of up to three (3) years or until their successor is elected, but no longer.
- 5.3 Removal from Office - The office of a Director shall be deemed to be vacated upon the happening of any of the following events:
- 5.3.1 upon the death of the Director;
 - 5.3.2 upon the Director being declared incapable by a court in Canada or in another country;
 - 5.3.3 upon the Director having the status of a bankrupt;
 - 5.3.4 upon the written resignation of the Director (with such resignation effective at the time the written resignation is sent to the Foundation or at the time specified in the resignation, whichever is later);

- 5.3.5 upon a resolution of the members to remove the Director, or
- 5.3.6 upon the Director ceasing to satisfy any qualification for appointment set out in article 5.1, if applicable.
- 5.4 Vacancy - Where any mid-term vacancy occurs in the Board, the remaining Directors shall have the power to fill the vacancy for the unexpired term of the Director who has vacated office, but not any vacancy due to an increase in the minimum or maximum number of Directors in the Articles, or a failure to elect the number or minimum number of Directors provided in the Articles.
- 5.5 Powers - The Board shall manage or supervise the management of the activities and affairs of the Foundation in all things and make or cause to be made for the Foundation, in its name, any kind of contract which the Foundation may lawfully enter into and, except as otherwise specifically provided herein, shall exercise all such other powers and do all such other acts and things as the Foundation is by its Articles or otherwise authorized to exercise and do. The Board may delegate to the Officers or the Directors to such extent and in such manner as the Board may, by resolution, determine. Without restricting the generality of the foregoing, the Board shall have the power to authorize expenditures on behalf of the Foundation from time to time.
- 5.6 Calling of Meetings - Meetings of the Board may be called by the Chair of the Board (if one is appointed), the Vice-Chair of the Board (if one is appointed), or any two (2) Directors at any time.
- 5.7 Notice of Meetings - Forty-eight (48) hours written notice of meetings of the Board shall be given other than by mail, to each Director, provided that, if notice is given by mail, such notice shall be mailed at least fourteen (14) days prior to the meeting. The President and Chief Executive Officer of the Royal College and the CEO of the Foundation shall each be entitled to receive notice of, to attend and be heard at all meetings of the Board, but shall not be counted for quorum or entitled to vote at Board meetings and nor shall any of them be Directors. A notice of a meeting of the Board shall not be required if all Directors are present and waive notice, and none object to the holding of the meeting, or if those absent have signified their consent to the meeting being held in their absence. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the Bylaw otherwise provides, no notice of a meeting of the Board need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of the Board shall specify any matter referred to in section 138(2) of the Act that is to be addressed at the meeting.
- 5.8 Quorum - A majority of the number of Directors fixed from time to time shall constitute quorum at any meeting of the Board.
- 5.9 Votes to Govern - At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the question shall be defeated.
- 5.10 Meetings by Other Means - Where all Directors have consented thereto, any Director may participate in a meeting of the Board by means of a telephonic, electronic or other communication facility that permits all persons participating in the meeting to

communicate with each other, and a Director participating in a meeting pursuant to this article shall be deemed to present in person at that meeting. The Board may also determine that the meeting shall be held entirely by a telephonic, electronic or other communication facility, that permits all Directors participating in such meeting to communicate with one another during the meeting.

Article 6 Committees of the Board of Directors

- 6.1 Committees - The Board may, from time to time, appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board.

Article 7 Officers

- 7.1 Officers - The Officers of the Foundation shall, if appointed, be the Chair of the Board, the Vice-Chair of the Board and the Chief Executive Officer and such other Officers as the Board may from time to time determine.
- 7.2 Duties of the Officers - Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Foundation, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:
- 7.2.1 Chair of the Board - The Chair of the Board, if one is to be appointed, shall be a Director. The Chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members and, together with the Chief Executive Officer, shall report to the Council of the Royal College on the general activities and affairs of the Foundation at least two (2) times per year at such meetings of the Council as may be specified by the Royal College. The Chair of the Board shall have such other duties and powers as the Board may specify.
- 7.2.2 Vice-Chair of the Board - The Vice-Chair of the Board, if one is to be appointed, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board and of the members. The Vice-Chair of the Board shall have such other duties and powers as the Board may specify.
- 7.2.3 Chief Executive Officer - If appointed, the Chief Executive Officer of the Foundation shall not be a Director and shall be responsible for implementing the strategic plans and policies of the Foundation and, together with the Chair of the Board, shall report to the Council of the Royal College on the general activities and affairs of Foundation at least two (2) times per year at such meetings of the Council as may be specified by the Royal College. The Chief Executive Officer shall, subject to the authority of the Board, have general supervision of the activities and affairs of the Foundation.
- 7.3 Powers and Duties - The powers and duties of all other Officers of the Foundation shall be such as the terms of their engagement call for or the Board or Chief

Executive Officer requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

- 7.4 Appointment - An Officer may, but need not be, a Director unless these Bylaws otherwise provide. The Chair shall be appointed by the members from among the Directors. The remaining Officers shall be appointed by resolution of the Board at the first meeting of the Board following the annual meeting of the members at which the Board is elected. Two (2) or more offices may be held by the same person.
- 7.5 Term - The Officers shall hold office for a term of one (1) year from the date of appointment or until their successors are appointed. Notwithstanding the foregoing,
- 7.5.1 the term of office of the Chair of the Board shall ordinarily be one (1) year and renewable twice or the Chair of the Board may be in office until their successor is appointed or for another period of time as the members may from time to time determine, and
- 7.5.2 the term of office of the Chief Executive Officer shall be as provided in the written contract of employment, as it may be amended.
- 7.6 Vacancy in Office - In the absence of a written employment agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Foundation. Unless so removed, an Officer shall hold office until the earlier of:
- 7.6.1 the Officer's successor being appointed;
- 7.6.2 the Officer's resignation;
- 7.6.3 such Officer ceasing to be a Director (if a necessary qualification of appointment); or
- 7.6.4 such Officer's death.

If the office of any Officer shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

Article 8 Remuneration and Payment of Expenses

- 8.1 Remuneration - The Directors and committee members shall serve as such without remuneration and no such person shall directly or indirectly receive any profit from his or her position as such.
- 8.2 Payment of Expenses - The Directors, committee members, or Officers shall be entitled to reimbursement for out-of-pocket expenses incurred on behalf of the Foundation or when engaged in Foundation activities and affairs.

Article 9 Indemnity and Insurance

- 9.1 Limitation of Liability - Except as provided in the Act, no person referred to in article 9.2 will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Foundation unless it results through his or her failure, when

exercising the powers and discharging the duties of his or her office, to act honestly and in good faith with a view to the best interests of the Foundation, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

- 9.2 Indemnity - Subject to the Act, the Foundation will indemnify a Director or Officer, a former Director or Officer, or another individual who acts or acted at the Foundation's request as a Director or Officer, and his or her heirs and legal representatives, against all costs, charges and expenses including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding to which he or she is involved because of his or her association with the Foundation if:

9.2.1 he or she acted honestly and in good faith with a view to the best interests of the Foundation; and

9.2.2 in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

The right to indemnity provided in this article 9.2 will include the right to the advance of moneys from the Foundation for the costs, charges and expenses of a proceeding referred to in article 9.2, which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions set out in article 9.2.1 and article 9.2.2. The Foundation will also indemnify the persons listed in article 9.2 in any other circumstances that the Act permits or requires. Nothing in the Bylaws will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of the Bylaws.

- 9.3 Insurance - Subject to the Act, the Foundation shall purchase and maintain insurance for the benefit of any person referred to in article 9.2 against any liabilities and in any amounts as the Board may determine.

Article 10 Financial Matters

- 10.1 Financial Year - Unless otherwise determined by the Board, the financial year end of the Foundation shall be December 31 in each year.
- 10.2 Finances - The Board shall take such steps as it may deem requisite to enable the Foundation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, payments and donations of any kind whatsoever to further the purposes of the Foundation. The Board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Foundation in accordance with such terms as the Board may determine.

Article 11 Public Accountant

- 11.1 Public Accountant - The members shall at each annual meeting appoint a public accountant to audit the accounts of the Foundation for report to the members at the

next annual meeting. The public accountant shall hold office until the next annual meeting provided that the Board shall immediately fill any mid-term vacancy in the office of public accountant.

Article 12 Banking Arrangements

- 12.1 Banking Arrangements - The banking business of the Foundation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Officer or Officers of the Foundation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

Article 13 Borrowing Powers

- 13.1 Borrowing Powers - The Board may, without authorization of the members:
- 13.1.1 borrow money on the credit of the Foundation;
 - 13.1.2 issue, reissue, sell, pledge or hypothecate debt obligations of the Foundation;
 - 13.1.3 give a guarantee on behalf of the Foundation to secure performance of an obligation of any person; and
 - 13.1.4 mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Foundation, owned or subsequently acquired, to secure any debt obligation of the Foundation.

The Board may, by resolution, delegate the powers referred to in this article 13.1 to a Director, a committee of Directors or an Officer.

Article 14 Execution of Documents, et cetera

- 14.1 Execution of Documents - Contracts, documents or instruments in writing requiring execution by the Foundation may be signed by the Chief Executive Officer and any person(s) designated by the Board from time to time, and all such contracts, documents or instruments in writing so signed shall be binding upon the Foundation without any further authorization or formality. Notwithstanding the foregoing, the Board is authorized from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the Foundation either to sign contracts, documents or instruments in writing generally or to sign specific contracts, documents or instruments in writing.
- 14.2 Corporate Seal - The corporate seal of the Foundation may when required be affixed to contracts, documents or instruments in writing signed as aforesaid or by any Officer or Officers, person or persons appointed as aforesaid by resolution of the Board.
- 14.3 Definition - The term "contracts, documents or instruments in writing" as used in the Bylaw shall include deeds, mortgages, hypothecs, charges, conveyances, transfers

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

Article 15 Method of Giving Notice

- 15.1 Method of Giving Notice - A notice or document required by the Act or the Bylaw, to be sent to the members or a Director may be sent by prepaid mail addressed to, or may be personally delivered to, the individual's last recorded address as recorded on the books of the Foundation, or may be sent electronically, subject to compliance with the Act and this Bylaw. A notice or document mailed in accordance with this article 15.1 to a member or a Director is deemed to be received by the addressee at the time it would be delivered in the ordinary course of mail unless there are reasonable grounds for believing that the addressee did not receive the notice or document at that time or at all. A notice or document sent electronically shall be deemed to have been received if sent in compliance with the Act and this Bylaw.
- 15.2 Omission of Notice - The accidental omission to give any notice to the members, a Director, an Officer, the public accountant or a member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof will not invalidate any action taken at any meeting held pursuant to or otherwise founded on that notice.

Article 16 Repeal, Amendment or Enactment of Bylaws

- 16.1 Repeal or Amendment - The Bylaw may be repealed or amended and a new bylaw may be enacted by a majority of the Directors present at a meeting of the Board and confirmed by at least two-thirds (2/3) of the members present at a meeting of the members of the Foundation called for the purpose of considering any such repeal, amendment or a new bylaw. The bylaw amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.
- 16.2 Old Bylaws - Simultaneously with the coming into force and taking effect of this Bylaw, all existing bylaws of the Foundation (in this Bylaw called the "Old Bylaws") shall be automatically repealed, provided that neither the coming into force of this Bylaw nor the repeal of the Old Bylaws shall in any way affect the previous operation of the Old Bylaws or any part thereof nor affect the validity of any act done or right, privilege, obligation or liability acquired or incurred thereunder nor the validity of any contract or agreement made pursuant thereto prior to repeal. All Directors, Officers and persons acting under any of the Old Bylaws shall continue to act as if elected or appointed under the provisions of this Bylaw and all resolutions of the members, the Board and committees of the Board with continuing effect passed under the Old Bylaws shall continue to be good and valid except to the extent inconsistent with this Bylaw and until amended or repealed.

Enacted this 22nd day of March 2024

Brian Hodges, MD, PhD, FRCPC
Chair of the Board

Ian Bowmer, MDCM, FRCPC, FRCP, FCAHS, FACP(hon), FRCPI(hon)
Chief Executive Officer

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