



By-laws



BY-LAWS OF THE SOCIETY OF OBSTETRICIANS AND GYNAECOLOGISTS OF CANADA
(hereinafter called the “Society”)

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1.0 GENERAL

1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) **“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;
- (b) **“Articles”** means the original or restated Articles of incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- (c) **“Board”** means the board of directors of The Society of Obstetricians and Gynaecologists of Canada and **“director”** means a member of the board;
- (d) **“Corporation”** means The Society of Obstetricians and Gynaecologists of Canada, “the Society”.
- (e) **“Meeting of members”** includes an annual general meeting or a special meeting of members
- (f) **“Ordinary resolution”** means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- (g) **“Special resolution”** means a resolution passed by the majority of not less than two-third (2/3) of the votes cast on that resolution;

1.2 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than in 1.1 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.3 Execution of documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and delegate the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.4 Financial year end

The financial year end of the Corporation shall be determined by the board of directors.

1.5 Banking arrangements

The banking business of the Corporation 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 of directors 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 Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.6 Annual financial statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (annual financial statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsections 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the national office or by prepaid mail.

2.0 MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.1 Membership classes

There shall be two classes of members in the Corporation, namely, ob/gyn members and affiliate members. Membership in the Corporation shall be available only to individuals interested in furthering the Society’s purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board by resolution.

2.1.1 Ob/gyn members

Ob/gyn voting membership shall be available only to individuals who are one of the following:

- (a) licensed to practice as specialists in obstetrics and gynaecology in Canada; or
- (b) undergoing education in obstetrics and gynaecology as a resident or fellow in Canada; or
- (c) retired from the practice of obstetrics and gynaecology who, prior to retirement, were eligible to be members of the Society.

Ob/gyn members must be in ethical and professional good standing with their respective regulatory body(ies) where applicable.

The term of membership of and ob/gyn voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.

As set out in the Articles, each voting member who is entitled to receive notice to attend and vote at meetings of members shall be entitled to one (1) vote at such meetings.

2.1.2 Affiliate members

Affiliate members are non-voting members and shall not be entitled to receive notice of, attend or vote at annual general meeting of the members of the Corporation. Affiliate non-voting membership shall be available only to individuals who are:

- (a) licensed to practice medicine (other than in obstetrics and gynaecology) in Canada; or
- (b) licensed as a registered nurse or nurse practitioner in Canada; or
- (c) licensed as a registered midwife in Canada; or
- (d) undergoing education in medicine (other than in obstetrics and gynaecology) as a resident or fellow in Canada; or
- (e) undergoing training in nursing or midwifery at a recognized educational institution in Canada; or
- (f) living outside of Canada but licensed to practice in obstetrics and gynaecology in their respective country; or
- (g) engaged in medical research, or health care policy, in the field of obstetrics and gynaecology or reproductive health.

Affiliate members must be in ethical and professional good standing with their respective regulatory body(ies) where applicable.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraph 197(1)(e), (h), (l) or (m).

2.2 Notice of meeting to members

Notice of the time and place of an annual general meeting shall be given to each member entitled to vote at the meeting by the following means;

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or

- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Note: Pursuant to subsection 197(1)(L) (Fundamental changes) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.3 Absentee voting

Members may not vote by proxy at any meeting of members.

Pursuant to section 171(1) (Absentee voting) of the Act, a member entitled to vote at an annual general meeting of members may vote by mailed-in ballot or telephonic, electronic or other communication facility if the Corporation has a system that:

- (a) enable the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (m) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

3.0 MEMBERSHIP – DUES AND TERMINATION

3.1 Membership dues

Membership dues and special assessments may be set by the board from time to time.

Members shall be notified in writing of the membership dues or special assessments at any time payable by them and, if any are not paid within the time limit set by the board, the members in default shall automatically cease to be member of the Society.

Upon any termination of membership, no member shall have any claim for refund or any part of dues or special assessments previously paid to the Corporation.

3.2 Membership termination

A membership in the Corporation is terminated when;

- (a) the member dies;
- (b) the member fails to maintain any qualifications for membership described in section 2.0 of these by-laws;

- (c) the member resign by delivering a written resignation to the president of the board. The resignation shall be effective on the date specified in the resignation but such resignation shall not exempt of any obligation or liability to the Corporation incurred or arising prior to resignation until such liability or obligation is discharged.
- (d) the member is expelled in accordance with the Articles or by-laws;
- (e) the member's term of membership expires, or
- (f) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exit.

3.3 Membership transferability

The interest of member in the Society is not transferable except with the approval of the board. Members may only transfer from one membership class to another if they meet the eligibility criteria of the other class as stipulated in these by-laws.

4.0 MEETINGS OF MEMBERS

4.1 Annual general meeting (AGM)

There shall be an annual general meeting (AGM) of the membership of the Corporation no more than fifteen (15) months after last annual general meeting, and no more than six (6) months after the end of the fiscal year.

4.2 Special meetings

Subject to the Act, special meetings of members shall also be held upon written request by at least five percent (5%) of the members entitled to vote on the resolution to be considered at the meeting. Such written requests by the members shall be filed with the Corporation in accordance with the requirement of the Act.

4.3 Place of meetings

Subject to compliance with the Act, meetings of members may be held at any place within Canada or, if the board so determines outside Canada.

4.4 Notice to directors and public accountant

Notice of any meeting of members shall be given to the directors and the public accountant via regular mail, courier, e-mail, facsimile or other communication facility to the last recorded address (or number as applicable) of each director

and public accountant. Notice shall be sent to the directors and the public accountant at least 21 days but not more than 60 days before the time appointed for the meeting.

4.5 Adjournment

The chair of any meeting of members may with the consent of the majority of members at the meeting adjourn the meeting from time to time to a fixed time and place and no notice of such adjournment need be given to the members provided that the new meeting is within 31 days of the adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.6 Waiving notice

A member and any other person entitled to attend a meeting may in any manner and at any time waive notice of a meeting of members, and attendance of any such person at a meeting of members is a waiver of notice of the meeting, except where such person attends a meeting of the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.7 Persons entitled to be present

The only persons entitled to be present at a meeting of the members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or by-laws of the Corporation 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 Chair of the meeting

The chair of any meeting of members shall be the president. In the event that the president, the past-president and the treasurer are absent, the members who are present and entitled to vote at the meeting shall choose one to their number to chair the meeting.

4.9 Quorum

A quorum at any meeting of members (unless a greater number of members are required to be present by the Act) shall be a minimum of thirty (30) members entitled to vote at the meeting. If a quorum is present at the opening of a meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.10 Votes to govern

At any meeting of members every question shall, unless otherwise provided by the Articles or by-laws or by the Act, be determined by ordinary resolution. In case of an equality of votes either on show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

5.0 DIRECTORS OF THE BOARD

5.1 Number of directors

Subject to the minimum and the maximum number of directors as provided for in the Articles, the directors may, from time to time, fix the number of directors of the Society and the number of directors to be elected at annual meeting of members. No decrease in the number of directors shall shorten the term of an incumbent director.

5.2 Qualifications

Each director shall be an individual who is not less than 18 years of age. No person who has the status of a bankrupt shall be a director. A maximum of one (1) director can be a non-member. All other directors must be members of the Society and are subject to the corporation requirements in article 5.3 of these by-laws.

5.3 Composition

A maximum of two (2) directors can be residents or fellows in obstetrics and gynaecology. There shall only be three (3) directors from affiliate member class on the board and of those, there shall be:

- (a) a registered nurse;
- (b) a registered midwife;
- (c) a physician licensed to practice family medicine in Canada.

5.4 Terms of office for directors

At the first election following the adoption of these by-laws by the members, the terms of office for directors shall be as follows:

- (a) One (1) year for 5 to 7 directors
- (b) Two (2) years for 5 to 7 directors
- (c) Three (3) years for the remaining number of directors.

Thereafter, directors, upon election (or appointment as per the Articles), shall immediately enter into the performance of their duties and shall continue in office for three (3) years or until their successors shall be duly elected and qualified,

or unless they resign, are removed or are otherwise unable to fulfill an unexpired term.

5.5 Resignation or removal

Any director may resign at any time by giving written notice to the president. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time the resignation is sent to the president.

Any director may be removed by a majority vote of the membership at any meeting of members at which a quorum is present.

5.6 Vacancies

Subject to the Act, any vacancy occurring on the board by reason of death, resignation or otherwise, may be filled by the remaining directors for the rest of the unexpired term.

If there is not a quorum of directors or if a vacancy results from the failure to elect the number of directors required to be elected at any meeting of members, the directors then in office shall forthwith call a special meeting of members to fill the vacancy and, if they fail to call a meeting or if there are no directors then in office, the meeting may be called by any member.

5.7 Remuneration of directors

Directors, as such, shall receive no stated compensation for their services as directors, but the board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval of a payment of such expenses by designated officers of the organization. Nothing herein shall preclude a director from serving the organization in any other capacity and receiving reasonable remuneration for such services.

6.0 MEETINGS OF THE BOARD

6.1 Place of meetings

Meetings of the board may be held at the head office of the Society or at any other place within or outside of Canada, as the board may determine.

6.2 Calling of meetings

Meetings of the board may be called by the president, the president designate or any two (2) directors at any time.

6.3 Notice of meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section

8.1 of this by-laws to every director of the Corporation not less than 7 days before the time when the meeting is to be held.

Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

6.4 First meeting following annual general meeting

Provided that quorum is present, the board may, without notice, hold a meeting immediately following the annual general meeting.

6.5 Regular meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and the time of such regular meetings of the board shall be sent to each of the director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.6 Quorum

Fifty percent plus one (50% +1) of the number of directors fixed by the board as per Article 5.1 of these by-laws will form a quorum for the transaction of the Society's business. If the number of directors at a meeting falls below quorum, there can be no further transaction of business until a quorum is again present, except to adjourn the meeting and to set the date and time of the next meeting. Any meeting of the board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws.

6.7 Meetings other than in person

Provided that all directors consent and can participate and communicate equally and with due regard to security, meetings of the board and its committees may be held in person, by teleconference, or in any other manner, electronic or otherwise, that is appropriate to conducting the affairs of the board and the organization.

6.8 Chair of board meetings

In the event that the president and the past president or president designate are absent, the directors who are present shall choose one of their number to chair the meeting.

6.9 Votes to govern

Unless otherwise required by the Act or the Articles of the Corporation, questions arising at any meeting of the board shall be decided by consensus of the directors present at the meeting. A consensus will be considered to have been reached when no director objects to the question on the floor before the meeting. Should the chair of the meeting determine, after a reasonable effort to achieve consensus has been made, that a consensus will not be reached regarding a particular question, then the chair shall refer the question to be decided by majority vote of the directors. In that event, each director is authorized to exercise one vote.

7.0 OFFICERS

7.1 Description of office

Subject to the Act, the directors shall elect officers as needed. The power and duties of all officers of the Corporation shall be such as the terms of their engagement call for or the board 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. The officers are the president, past-president, president designate, the treasurer and two vice-presidents. All officers need to be directors of the board.

7.2 Vacancy in office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of;

- (a) the officer's successor being appointed,
- (b) the officer's resignation,
- (c) such officer ceasing to be a director or
- (d) such officer's death.

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

8.0 NOTICES

8.1 Method of giving notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of annual general meeting of members or a meeting of the board of directors, pursuant to the Act, the Articles, the by-laws or otherwise to member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of changes of directors); or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The treasurer may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the treasurer to be reliable. The declaration by the treasurer that the notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped type-written or printed.

8.2 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.3 Omissions and errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

9.0 EFFECTIVE DATE

9.1 Effective date

Subject to matters requiring a specific resolution, this by-law shall be effective when made by the board.

CERTIFIED to be by-law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the Wednesday 26th of March, 2014 and confirmed by the members of the Corporation by special resolution on the Friday 13th of June, 2014.

Dated as of the Friday 13th of June, 2014



Ward Murdock, FRCS
President and Chair of the board