

# By-laws of the Capital District Medical Staff Association

1. In these by-laws unless there be something in the subject or context inconsistent therewith:

- (a) "Act" means the Health Authorities Act.
- (b) "Active Staff" means Active Staff as such are defined in section 5.8 of the CDHA Medical Staff By-Laws.
- (c) "Affiliated Medical Staff" means Affiliated Medical Staff as defined in section 5A.1 of the CDHA Medical Staff By-Laws.
- (d) "Associate Staff" means Associate Staff such are defined in section 5.9 of the CDHA Medical Staff By-Laws.
- (e) "Association" means the Capital District Medical Staff Association.
- (f) "Board" means the Board of Directors of the CDHA.
- (g) "CDHA" means the Capital District Health Authority.
- (h) "CDHA Medical Staff By-Laws" means the by-laws made pursuant to section 24 of the Act;
- (i) "CEO" means the Chief Executive Officer of the CDHA.
- (j) "Constituency group" means a particular grouping or category of Medical Staff or Affiliated Medical Staff, having in common some geographic or professional interest, served by a Local Medical Staff Committee.
- (k) "District Chief of Staff (VP Medicine)" means the District Chief of Staff (VP Medicine) of the CDHA.
- (l) "District MAC" means the District MAC of the CDHA as provided for in section 7 of the CDHA Medical Staff By-Laws.
- (m) "Executive Committee" means the President, Vice-President, Past President and the Secretary-Treasurer of the Association, together with those persons appointed by the Local Medical Staff Committees.
- (n) "Executive Management Team" means the Executive Management Team of the CDHA.
- (o) "Local Medical Staff Committee" means a semi-autonomous committee of the Association, formed for the purpose of representing the interests of a particular constituency group.
- (p) "Medical Staff" means Medical Staff as defined in section 2.1.20 of the CDHA Medical Staff By-Laws.
- (q) "Membership Committee" means the Membership Committee of the Association appointed by the Executive Committee.
- (r) "Minister" means the Minister of Health for the Province of Nova Scotia.
- (s) "Officers" means the President, President-Elect, Past President and the Secretary-Treasurer of the Association.
- (t) "Past President" means the Past President of the Association.
- (u) "President" means the President of the Association.
- (v) "Secretary-Treasurer" means the Secretary-Treasurer of the Association.
- (w) "Special Resolution" means a resolution passed by not less than two-thirds of such members entitled to vote as are present in person or vote by mail or e-mail, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, provided always that at least 100 voting members of the Association are present in person.
- (x) "Vice-President" means the Vice-President of the Association.

2. The name of the Association is the Capital District Medical Staff Association.

3. The objects of the Association are:

- (a) To represent the interests of the members of the Association in dealings with CDHA, and in particular with the Executive Management Team, the District MAC, and the Board, as set out in section 9.4 of the CDHA Medical Staff By-Laws;
- (b) To advocate and ensure dedication to patient care within the CDHA;
- (c) To advocate and ensure the interests of the patient are considered paramount within the CDHA;
- (d) To set and maintain standards of competence and integrity within the CDHA; and
- (e) To provide expert advice to society at medium on matters within the expertise of its members.

4. The Association and its members affirm the primacy of patient welfare, and of patient autonomy and social justice.

5. The Association and its members shall be at all times committed to:

- (a) professional competence;

- (b) improving the quality of care;
- (c) improving access to care;
- (d) scientific knowledge;
- (e) honesty with patients;
- (f) patient confidentiality;
- (g) maintaining appropriate relations with patients;
- (h) maintaining trust by managing conflicts of interest if and when they arise;
- (i) the just distribution of finite resources;
- (j) working collaboratively to maximize patient care;
- (k) being respectful of one another;
- (l) participating in the processes of self regulation, including remediation and the discipline of members;
- (m) abiding by the Code of Ethics of the Canadian Medical Association, and such other professional associations as govern the activities of Affiliated Medical Staff;
- (n) working with other health professional organizations, agencies and institutions to further the objects of the Association as set out herein.

6. To achieve its objects as set out herein the Association may:

- (a) acquire by way of grant, gift, purchase, bequest, devise, or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Association;
- (b) buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Association.

## **MEMBERSHIP**

7. The Executive Committee shall appoint a Membership Committee, which shall consist of such persons as the Executive Committee determine after consultation with each Local Medical Staff Committee, and which will have at least one member nominated from and by each of the Local Medical Staff Committees.

8. As provided for in section 9.1 of the CDHA Medical Staff By-Laws, all Medical Staff shall be voting members of the Association, and their names shall be entered in the Register of Members accordingly.

9. As provided for in section 9.1 of the CDHA Medical Staff By-Laws, Affiliated Medical Staff may be non-voting members of the Association, and their names may be entered in the Register of Members accordingly.

10. The Membership Committee shall, inter alia, seek out and encourage the participation of family physicians not being members of the Medical Staff. Any qualified medical practitioner licenced to practice in the Province of Nova Scotia, who is not a member of the Medical Staff, may apply to the Membership Committee for membership in the Association, which, if granted, shall entitle to applicant to become a non-voting member of the Association. In such a case, the Membership Committee shall determine to which Local Medical Staff Committee constituency the joining member shall belong. For the purpose of clarity, membership in the Association in such circumstances shall not entitle the member to any of the benefits, rights or privileges enjoyed by members of the Medical Staff.

11. The Membership Committee shall at each annual general meeting of the Association make recommendations to the membership as to the membership dues to be paid by each class of member, and when approved by a majority of those voting at the annual general meeting, said dues shall be levied and assessed against each member of the Association according to his or her class of membership and as provided for in section 5.6 of the CDHA Medical Staff By-Laws. Notwithstanding the foregoing, the Executive Committee shall set said dues in the first year immediately following the forming of the Association.

12. Every member of the Association shall be entitled to attend any meeting of the Association, and every voting member of the Association shall be entitled to vote at any meeting of the Association.

13. Every voting member of the Association shall be entitled to hold any office in the Association.

14. The membership of any person in the Association shall terminate immediately upon that person ceasing to be entitled to such membership in accordance with these by-laws.

15. Any member whose licence is revoked by the College of Physicians and Surgeons of Nova Scotia, or, in the case of an Affiliated Medical Staff member required to be licenced, revoked by his or her professional body, shall have his or her membership in the Association immediately terminated.

16. No formal admission to membership shall be required and the entry in the Register of Members by the Secretary-Treasurer of the name and address of any individual shall constitute an admission to membership in the Association.

17. Any member whose membership in the Association is not by virtue of 9.1 of the CDHA Medical Staff By-Laws mandatory, may resign his or her membership by sending a letter to the Secretary-Treasurer, and upon acceptance of same by the Executive Committee that person shall no longer be a member of the Association.

18. Any member failing to pay his or her membership dues for a period of more than 12 months shall, upon an affirmative vote by a majority of the members of the Executive Committee present at any meeting of that committee, have his or her membership revoked, and, in accordance with 9.1 of the CDHA Medical Staff By-Laws the Executive Committee shall advise the Board of the former members ineligibility to continue as a member of the Medical Staff.

### **FISCAL YEAR**

19. The fiscal year of the Association shall begin of January 1st and end on December 31st in each year.

### **MEETINGS OF THE ASSOCIATION**

20. The annual general meeting of the Association shall be held within three months after the end of each fiscal year of the Association.

21. General meetings of the Association shall be held at least every three months.

22. With the exception of the annual general meeting of the Association and any extraordinary general meeting, general meetings of the Association may be formal or informal, and be social, academic or business related in nature, and unless required by a majority of those voting members present, it shall not be necessary to keep a record or minutes of the proceedings.

23. An extraordinary general meeting of the Association may be called by the President or by the Executive Committee at any time, and shall be called by the President if requisitioned in writing by at least fifty members of the Association or if requested by the District MAC.

24. The members of the Association, both voting and non-voting, are encouraged to attend all general meetings of the Association, so as to enable the broadest debate of those issues to be discussed and so as to ensure that the Association in its resolutions and policies reflects the will of the membership of the Association at medium.

25. In accordance with sections 5.8.4.1 and 5.9.4.1 of the CDHA Medical Staff By-Laws, Active Staff and Associate Staff shall attend at least fifty percent (50%) of the general meetings of the Association.

26. At least fourteen days' notice of any general meeting of the Association, ordinary or extraordinary, specifying the place, day and hour of the meeting and, in the case of special business, the nature of that business, shall be given to the members. In the case of a special resolution to be considered, the notice given shall include the text of that resolution. Notice shall be given in writing by e-mail or regular mail (as elected by the member), and by posting said notice on bulletin boards throughout the property of the CDHA. The failure of any member to become aware of any notice shall not invalidate the proceedings at any general meeting.

27. At each ordinary or annual general meeting of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- (a) Minutes of the preceding general meeting;
- (b) Consideration of the annual report of the Executive Committee;
- (c) Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors, if any, thereon;
- (d) Election of the President, Vice-President and Secretary Treasurer (bi-annually);
- (e) Appointment of Auditors.

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Association.

28. No business shall be transacted at any meeting of the Association unless a quorum of members is present in person or by teleconference at the commencement of such business and, except in the case of a meeting considering a special resolution, such quorum shall consist of fifty voting members.

29. If within one-half hour from the time appointed for any meeting, a quorum of members is not present, the meeting, if convened upon the requisition of fifty members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.

30. At every general meeting of the Association:

- (a) The President of the Association shall preside and chair the meeting;
- (b) If there is no President or if at any meeting he or she is not present at the time of holding same, the Vice-President shall preside as chairperson.

(c) If there is no President or Vice-President or if at any meeting neither the President nor the Vice-President is present at the holding of same, the Secretary-Treasurer shall preside as chairperson.

(d) If there is no President, Vice-President or Secretary-Treasurer or if at any meeting none of the President, Vice-President or Secretary-Treasurer is present at the holding of same, the members present shall choose someone of their number to preside as chairperson.

31. At every general meeting of the Association the chairperson shall be entitled to vote. In the case of an equality of votes, the motion shall be deemed to have been defeated.

32. The chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

33. At any general meeting, unless a poll is demanded by at least three members, a declaration by the chairperson that a resolution has been carried and an entry to that effect in the book of the proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

34. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Association in general meeting.

35. There shall be no proxy voting at general meetings of the Association, either ordinary or extraordinary, and each voting member shall be accorded one vote and one vote only.

36. Voting Members of the Association may attend a general meeting of the Association, either ordinary or extraordinary, in person or by teleconference, and may vote in person when so attending. Voting Members of the Association not attending in person or by teleconference may vote, by mail or e-mail or such other method as the Association may from time to time approve, but such votes shall not be counted towards establishing a quorum for any meeting.

37. Non-voting members shall enjoy all the privileges of a voting member at general meetings of the Association, both ordinary or extraordinary, with the exception of the right to vote.

## **LOCAL MEDICAL STAFF COMMITTEES**

38. There shall be constituted and formed the following Local Medical Staff Committees:

(a) QE II, representing \*\*;

(b) DGH representing \*\*;

(c) Tri-Facilities representing \*\*;

(d) Hants representing \*\*;

(e) Cobequid Centre representing \*\*;

(f) Mental Health Program representing \*\*;

39. Other Local Medical Staff Committees may be formed from time to time, and when approved at a general meeting of the Association, shall enjoy all the rights, privileges and be subject to the obligations of those Local Medical Staff Committees named herein.

40. Should there be formed an Affiliated Medical Staff Local Medical Staff Committee or a Family Physician Local Medical Staff Committee, the member of the Executive Committee appointed by either shall not be entitled to vote but shall otherwise be entitled to participate fully at meetings of the Executive Committee.

41. Every voting member of the Association shall be affiliated with and represented by one Local Medical Staff Committee. In the event that a member is entitled, because of membership in more than one constituency group, to be affiliated with and represented by more than one Local Medical Staff Committee, that member shall elect to be represented by one such committee only, and shall give notice of such election to the Local Medical Staff Committees in question and the Executive Committee.

42. The objects of each of the Local Medical Staff Committees shall be those of the Association set out herein, adapted to the context of the constituency of the particular Local Medical Staff Committee.

43. Each Local Medical Staff Committee shall be responsible for its own by-laws, rules and procedures, save that nothing in those by-laws, rules and procedures shall be inconsistent with these by-laws.

44. Each Local Medical Staff Committee shall have as its officers at least a President and a Secretary, who may not be the same person.

45. Each Local Medical Staff Committee shall hold an election of officers at least once every two years.

46. Any Medical Staff member or Affiliated Medical Staff member within the constituency group of a Local Medical Staff Committee shall be eligible to be elected an officer of that Local Medical Staff Committee, with the exception of persons who are members of the Executive Management Team.

47. Each Local Medical Staff Committee shall be entitled to appoint one member to the Executive Committee.

48. In each year, the Association shall pay to each Local Medical Staff Committee at least two-thirds of those membership dues collected from the members of the constituency group served by the particular Local Medical Staff Committee, which monies shall be used to promote the objects of the Association and the Local Medical Staff Committee.

## **OFFICERS**

49. The officers shall be the President, Vice-President, Past President and the Secretary-Treasurer, elected or appointed as otherwise provided for in these by-laws.

50. The President shall, after consultation with the Executive Committee, make such appointments to such committees of the CDHA as are required in accordance with the CDHA Medical Staff By-Laws.

51. The President shall:

(a) Have general supervision of the activities of the Association and shall perform such duties as may be assigned to him by the Executive Committee from time to time;

(b) Represent the Medical Staff in particular, and the members of the Association generally, and speak for and on behalf of individual members where called upon to do so;

(c) Represent to CEO, the District Chief of Staff (VP Medicine), and other members of the Board, the Association's position on the CDHA policies and programs;

(d) At the pleasure of the Minister, sit as an ex officio member of the Board;

(e) Sit as an ex officio member of all Association committees.

52. The Vice-President or the Past President shall, at the request of the Executive Committee and subject to its directions, perform the duties of the President during the absence, illness or incapacity of the President or during such period as the President may request him or her to do so.

53. The Secretary-Treasurer shall keep the minutes of the meetings of members and of the Executive Committee and shall perform such other duties as may be assigned to him or her by the Executive Committee. The Secretary-Treasurer shall also have charge of the books and records and the financial affairs of the Association. The Executive Committee may appoint a temporary substitute for the Secretary-Treasurer should the need arise, who shall, for the purpose of these by-laws, be deemed to be the Secretary-Treasurer pro tem.

## **EXECUTIVE COMMITTEE**

54. The Executive Committee shall consist of the President, Vice-President, Past President and the Secretary-Treasurer of the Association, together with those persons appointed by the Local Medical Staff Committees.

55. Any voting member of the Association shall be eligible to be elected a President, Vice-President or Secretary-Treasurer of the Association, and any member of the Association, voting or non-voting, shall be eligible to be appointed to be a member of the Executive Committee by a Local Medical Staff Committee.

56. Non-voting members of the Association who are members of the Executive Committee shall not be entitled to vote at meetings of the Executive Committee.

57. The President, Vice-President and Secretary-Treasurer of the Association shall be elected by the voting members at an annual general meeting of the Association and their term of office shall be two years.

58. The Past President shall be that person holding the office of President in the two years prior to holding office as Past president, and he or she shall hold office as Past-President for two years.

59. Notwithstanding the foregoing, at the first ordinary or annual general meeting of the Association the voting members shall elect a President, Vice-President, Secretary-Treasurer and Past President to hold office until the annual general meeting of the Association for the year 2007.

60. Each Local Medical Staff Committee shall appoint one person as a members of the Executive Committee.

61. Members of the Executive Committee appointed by a Local Medical Staff Committee shall hold their office at the pleasure of the Local Medical Staff Committee, which may appoint or remove the member at any time.

62. In making their respective appointments, every Local Medical Staff Committee shall adhere to the principals of representative democracy so that the appointments reasonable reflect the will of the majority of members of the Association represented by that Local Medical Staff Committee.

63. In the event that a member of the Executive Committee resigns his office or ceases to be a member of the Association, whereupon his office as member of the Executive Committee shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term:

(a) In the case of any of the President, Vice-President, Past President and the Secretary-Treasurer of the Association, by an election to be held at a special meeting of the Association;

(b) In the case of a member appointed by a Local Medical Staff Committee, by that Local Medical Staff Committee.

64. The Association may, by special resolution, remove any of the President, Vice-President, Past President or the Secretary-Treasurer of the Association before the expiration of their period of office and appoint another person in his or her stead. The person so appointed shall hold office during such time only as the member of the Executive Committee in whose place he or she is appointed would have held office if he or she had not been removed.

65. Meetings of the Executive Committee shall be held as often as the business of the Association may require and shall be called by the Secretary-Treasurer. A meeting of the Executive Committee may be held at the close of every ordinary or annual general meeting of the Association without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each member of the Executive Committee within a reasonable time before the meeting is to take place, but non-receipt of such notice by any member of the Executive Committee shall not invalidate the proceedings at any meeting of the Executive Committee.

66. No business shall be transacted at any meeting of the Executive Committee unless at least half in number of the members of the Executive Committee are present at the commencement of such business.

67. Issues brought before the Executive Committee involving the constituency group of any particular Local Medical Staff Committee shall be referred to that Local Medical Staff Committee for its review and recommendations.

68. The Executive Committee may from time to time establish such committees of the Association as the Executive Committee sees fit, and appoint the members thereof.

69. The Executive Committee may from time to time appoint such persons as it sees fit to represent the interests of the members of the Association to other groups or organizations.

70. The President or, in his absence, the Vice-President or, in his absence, the Past President, or in the absence of all of them, any member of the Executive Committee appointed from among the members of the Executive Committee present shall preside as President at meetings of the Executive Committee.

71. The President shall be entitled to vote as a member of the Executive Committee and, in the case of an equality of votes, he or she shall have a casting vote in addition to the vote to which he or she is entitled as a member of the Executive Committee.

## **MANAGEMENT**

72. The management of the activities of the Association shall be vested in the members of the Executive Committee who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by Statute expressly directed or required to be exercised or done by the Association in general meeting.

73. The seal of the Association shall be in the custody of the Secretary-Treasurer and may be affixed to any document upon resolution of the Executive Committee.

74. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Association and of the Executive Committee shall be the responsibility of the Secretary-Treasurer.

75. The books and records of the Association may be inspected by any member at any reasonable time or within two days prior to any general meeting by making arrangements to do so with the Secretary-Treasurer.

76. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by any one of the President, Vice-President or Past President together with the Secretary-Treasurer, or otherwise as prescribed by resolution of the Executive Committee.

77. By special resolution of the members the Executive Committee may be authorized to borrow money from time to time for the purposes of the Association.

78. The Executive Committee may direct the President from time to time to hire such staff, independent contractors or consultants as the Executive Committee considers necessary or advisable to achieve the objects of the Association.

## **AUDIT OF ACCOUNTS**

79. The auditor of the Association shall be appointed annually by the members of the Association at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the Executive Committee may do so.

80. At each annual general meeting, the Secretary-Treasurer shall make a written report to the members as to the financial position of the Association and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account and, in every such report, they shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Association and properly drawn up so as to exhibit a true and correct view of the Association's affairs, and such report shall be read at the annual meeting.

**REPEAL AND AMENDMENT OF BY-LAWS**

81. The Association may repeal or amend any of these by-laws by a special resolution.

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