

Ottawa-Carleton Pharmacists' Association Constitution and Bylaws

Current as of 8 March, 2012



Constitution

Name

The name this organization shall be “Ottawa-Carleton Pharmacists’ Association,” hereinafter referred to as “the Association.”

Objectives

The objectives of the Association are:

- a) To promote and support professionalism and innovation in pharmacy practice in the Ottawa-Carleton area
- b) To promote the expertise of pharmacists to the community, government, and other stakeholders in the Ottawa-Carleton area
- c) To promote and facilitate continuing education for pharmacists in the Ottawa-Carleton area

Operations

The operations of the Association may be carried on throughout Canada and elsewhere as prescribed in the bylaws.

Head Office

The Association is located in Ottawa, Ontario.

Corporate Seal

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

Status

The corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the corporation are to be used in promoting its objects.

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Amendments to the Constitution

This Constitution may be amended by a two-thirds vote of the active members in attendance at any meeting of members, provided that such proposed amendments shall have been plainly stated in the call for the meeting or distributed to the members by direct mail at least ten (10) days prior to the date of the meeting at which they are to be considered.

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Membership

1. Membership in the Association is voluntary. There shall be 4 types of membership in the Association namely:
 - a) Active Members: Every pharmacist who is licensed under the laws of a province of Canada to practice the profession of pharmacy may become a Member upon payment of the annual fee. Active Members shall have a vote on Association matters. Active Members may hold Office or sit as a member of the Executive Council.
 - b) Honorary Life Members: Any person who has devoted long service or has contributed significantly to the profession of pharmacy may, upon recommendation and approval by the Executive Council, be granted Honorary Life Membership in the Association. An Honorary Life Member shall not pay a membership fee. An Honorary Life Member may vote on Association matters and may sit as a member of the Executive Council provided the Honorary Life Member meets the criteria for Active Membership in the Association.
 - c) Student Members: Any undergraduate or graduate student enrolled in a recognized school of pharmacy or serving a specific training period prior to registration as a pharmacist and registered with any provincial regulatory body may become a Student Member in the Association. Student Members are not required to pay a membership fee. Student Members may not vote on Association matters and may not hold Office or sit as a member of the Executive Council.
 - d) Associate Members: Any individual not licensed under the laws of a province of Canada to practice the profession of pharmacy but having completed a degree from a recognized school of pharmacy or having successfully completed the PEBC Pharmacist Evaluating Examination may become an Associate Member of the Association upon payment of an annual fee. Associate Members may not vote on Association Matters and may not hold Office or sit as a member of the Executive Council.
2. Members may resign in writing, effective upon acceptance by the Executive Council. In case of resignation a Member shall remain liable for payment of any fee or other sum levied that is payable by the Member to the Association prior to acceptance of his resignation.

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Meetings of Members

3. Meetings of the Association shall be classified as follows:
 - a) Annual Meeting: An Annual Meeting of Members shall be convened no later than November 30th of each year so that programs and activities of the Association may be presented and updated. Proposed amendments to the Constitution or the Bylaws shall be presented and voted on at the Annual Meeting. The Annual Meeting shall be held at the date and place determined by the Officers.
 - b) Special Meeting: A Special Meeting of the Members may be convened at any time at the call of the Executive Council provided that written notice is sent to all Members at least 15 days in advance of the meeting.
4. The Executive Council may invite any person to attend meetings.
5. Minutes shall be kept of all Annual and Special Meetings of Members.
6. At every Annual Meeting, in addition to any other business that may be transacted, the report of the Executive Council, the financial statements and the report of the auditors shall be presented. Officers of the Association shall be elected biennially at the Annual Meeting. Members may consider and transact any business at a meeting of Members.
7. Notice of all meetings of Members shall be communicated to each Member not less than ten (10) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. In the case of a Special Meeting the Members shall be informed in sufficient detail of the business to be transacted to enable them to make an informed decision.
8. No error or omission in giving notice of any meeting of Members or any adjourned meeting of Members shall invalidate such meeting or make void any proceedings taken and any Member may at any time waive notice of any such meeting in writing and may ratify, approve, and confirm any or all proceedings taken thereat. For the purpose of sending notice to any Member, or Officer, for any meeting or otherwise, the address, phone number, and electronic mail address of any Member, or Officer shall be his last address recorded on the books of the Association.
9. At all meetings of Members, every question shall be decided in the first instance by a show of hands unless a poll be demanded by the majority of Members present. Upon a show of hands, unless a poll be demanded, a declaration by the President or Vice-President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

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10. The President, or, in his absence, the Vice-President, shall preside at all meetings of Members.

Voting

11. Unless otherwise required by the Constitution, Act, or these Bylaws, decisions shall be made by a simple majority vote and the President shall have a second vote in the event of a tie.
12. Each eligible Member shall at all meetings of the Members be entitled to one (1) vote. No Active Member shall vote at meetings of the Association unless the Member has paid all payable dues or fees.
13. If all are eligible to vote, a Member who is unable to attend a meeting of the Members may appoint a Member present at the meeting to exercise the voting privilege on the Members' behalf written by proxy. A Member present at the meeting may only cast a proxy vote on behalf of one (1) other Member. Proxy voting is not permitted for questions amending the Constitution or Bylaws of the Association.
14. No Member shall vote on any matter in which the Active Member has a financial interest or other conflict of interest and shall declare the details of any conflict of interest prior to a vote on such matter.

Quorum

15. Quorum for meetings of the Association and of the Executive Council shall be classified as follows:
 - a) A quorum of the Executive Council shall be a majority of Members but shall include the President or one Vice-President, and the Treasurer or Secretary.
 - b) A quorum for the transaction of business at any meeting of Members shall consist of a simple majority of Members present in person or represented by proxy unless otherwise required by law or in the Bylaws but shall include the President or one Vice-President, and the Treasurer or Secretary.

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Officers

16. Officers of the Association shall be Active Members or Honorary Life Members who meet the criteria for Active Membership, and shall be elected by majority vote, every two years at the Annual Meeting provided that in default of such election the then incumbents, shall hold Office until their successors are elected. These Officers are:
 - a) President
 - b) Up to three (3) vice presidents
 - c) Treasurer
 - d) Secretary
17. The term for Officers of the Association begins on January 1st following their election and extends until December 31st of the subsequent year.

Duties Of Officers

18. The duties of the Officers shall be as follows:

- i) President

The President shall have such powers and duties as the Executive Council may from time to time determine. The President shall preside at all meetings of the Members and at all meetings of the Executive Council. The President shall be the chief executive Officer and chief spokesperson of the Association and shall exercise general control of and supervision over its affairs. The President with the Secretary or other Officer appointed by the Executive Council for the purpose shall sign all Bylaws. The President is an ex-officio member of all committees. The President shall, with the elected Executive Council members and the immediate past president, by January 1st, immediately following an election, establish the following committees:

- a) The Communications and Membership Committee shall be composed of the Communications Coordinator and the Membership Coordinator, one of whom acts as chair, and one or more Members at large appointed by the Chair. This committee shall recruit eligible pharmacists and pharmacy students for membership in the Association, ensure regular distribution of notices and information to Members, and maintain the Association website. This committee shall also oversee the organization of social events for Members.

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- b) The Awards and Bursary Committee shall be composed of the Secretary, and the Treasurer, one of whom acts as chair and one or more Members at large appointed by the chair. It shall be the duty of this committee to establish and oversee the nomination and selection process for any awards or bursaries given by the Association.
- c) The Education Committee shall be composed of the Continuing Education Coordinator(s) as chair and two or more Members at large appointed by the chair. This committee shall oversee the organization and sponsorship of continuing education seminars for all Members.
- d) The Association Affairs Committee shall be composed of the Immediate Past-President as chair, the Secretary and one or more Members at large appointed by the chair. This committee shall solicit nominations for Officers of the Association up to thirty days prior to the election date and circulate a list of nominees to the membership, at least fourteen consecutive days prior to the election date. Nominations shall bear the signature of two Active Members and the person being nominated. This committee shall also receive nominations to be presented to Executive Council for Honorary Life Membership in the Association. In addition this committee shall receive proposed amendments to the constitution or its Bylaws. The Executive Council or any two Active Members, may propose such amendments. These proposed amendments must reach the Secretary, in written and signed form, at least thirty days prior to an Annual Meeting.
- e) The Audit Committee shall be composed of a chair, who must be an Active Member and two or more appointed by the chair. The members of this Committee shall not be members of Executive Council. It is the duty of this committee to verify the finances and accounting of the Association and audit the annual financial statement, which is prepared by the treasurer.

ii) Vice President(s)

The Vice-Presidents shall have such powers and duties as may be assigned to them by the Executive Council. In case of absence or disability of the President, the Executive Council may appoint one Vice-President to exercise the powers and perform the duties of the President.

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iii) Treasurer

The Treasurer shall have general charge of the finances of the Association. The Treasurer shall deposit all monies and other valuable effects of the Association in the name and to the credit of the Association in such banks or other depositories as the Executive Council may from time to time designate. The Treasurer shall render to the Executive Council, whenever directed by the Executive Council, an account of the financial condition of the Association and of all transactions made. At least 30 days prior to the Annual Meeting, The Treasurer shall submit an annual financial statement for presentation and approval by the Executive Committee and the Annual Meeting. The treasurer shall have charge and custody of and be responsible for the keeping of books of account required to be kept by the Executive Council and pursuant to the laws governing the Association.

iv) Secretary

The Secretary shall give notices of meetings of the Executive Council and of Members of the Association and shall keep the minutes of all such meetings in a book or books to be kept for that purpose. The Secretary shall have charge of the records of the Association, including books containing the names and addresses of the Members of the Association and the Executive Council, together with copies of all reports made by the Association, and such other books and papers as the Executive Council may direct. The Secretary shall be responsible for the keeping and filing of all books, reports, certificates, and other documents required to be kept and filed by the Association. The Secretary shall make available to Members the minutes of meetings of the Members of the Association and shall perform such other duties as pertain to the Office or as may be required by the Executive Council. The minutes and documents of the Association shall be kept at the place designated by the Executive Council.

v) Other Officers

All other Officers of the Association shall be such as the terms of their engagement called for or the Executive Council requires of them.

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Removal of Officers

19. The Executive Council may, by a resolution passed by at least two-thirds of the votes cast, remove any Officer, provided the Executive Council and the Officer have been given notice of the resolution in advance and provided that such Officer has been given a right to be heard. The Executive Council may, by a majority of the votes cast, appoint any Active Member in the Officer's stead for the remainder of the Officer's term.

Executive Council

20. Except as otherwise specified in this Constitution, the business, property, plans, policies and routine affairs of the Association shall be managed by the Executive Council composed as follows:
 - a) President (Chairperson)
 - b) Up to three (3) Vice-Presidents
 - c) Treasurer
 - d) Secretary
 - e) Immediate Past-President
 - f) Communications Co-ordinator
 - g) Membership Co-ordinator
 - h) Up to two (2) CE Co-ordinators
 - i) The Association's Representative to the Ontario College of Pharmacists
 - j) The Association's Representative to the Ontario Pharmacists' Association
21. The Association's Representative to the Ontario College of Pharmacists and the Association's Representative to the Ontario College of Pharmacists are ex-officio members of the Executive Council.
22. The newly elected Officers and the Immediate Past-President of the Association shall appoint the remaining members of the Executive Council before January 1st immediately following an election.
23. The term of appointment for non-elected members of the Executive Council begins on January 1st following a biennial election and extends until December 31st of the subsequent year.

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24. The Office or position held by a member of the Executive Council shall be automatically vacated;
- a) Upon acceptance of the Executive Council, if the member resigns by delivering a written resignation to the Secretary of the Association
 - b) If the member is found to be of unsound mind;
 - c) If at a Special Meeting of the members of the Executive Council called for that purpose a resolution is passed that the member be removed from Office;
 - d) On death;
 - e) If a member, for any reason, ceases to be an Active Member of the Association or ceases to meet the criteria for Active Membership if the member is an Honorary Life Member; or
 - f) If the member becomes bankrupt or makes an assignment in bankruptcy.
25. A vacancy on the Executive Council, may so long as a quorum of Executive Council members remain in Office may be filled by majority vote of the Executive Council. Otherwise such vacancy shall be filled at the next Annual Meeting of the Members at which the Officers are elected. If there is not a quorum of Executive Council members remaining in Office, the remaining Executive Council members shall immediately call a meeting of Members to fill the vacancies.
26. The Executive Council members may be compensated for hours of work missed when performing duties of the Association at a rate determined by the Executive Council. No Executive Council member shall directly or indirectly receive any profit from his position as such.

Meetings of the Executive Council

27. Minutes shall be kept of all meetings of the Executive Council.
28. The Executive Council may hold its meetings at such place or places as it may from time to time determine.
29. Executive Council meetings may be called by the President or by a Vice-President in the absence of the President. Notice of such meetings shall be communicated to each Executive Council member not less than five (5) days prior to the date fixed for the meeting. The statutory declaration of any Executive Council member or President or Vice-President that notice has been given pursuant to this Bylaw shall be sufficient and conclusive evidence of the giving of such notice. The Executive Council may appoint a day or days in any month or months for regular meetings at any hour to be named and such appointment shall serve as notice of a meeting. An Executive Council meeting may be held, without notice, immediately following the election of the Officers of the Association provided that all Executive Council members agree.

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30. The President, or in his absence, a Vice-President, shall preside at all meetings of the Executive Council.
31. If so demanded by any Officer present, any vote at any Executive Council meetings shall be taken by secret ballot, but if no such demand is made, the vote shall be taken by a show of hands. If a ballot is required, there shall be 2 scrutineers designated by the Executive Council to examine and investigate the results of such ballot. A declaration by the President that a resolution has been carried and entry to that effect in the minutes shall be admissible in evidence as prima facie proof of that fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution.

Powers Of The Executive Council

32. The Executive Council of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, except as hereinafter provided, may generally, exercise all such other powers and do all such other acts and things that the Association is by its constitution or otherwise authorized to exercise and do.
33. The Executive Council shall have the power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an Officer, Executive Council member or Association Member the right to employ and pay salaries to employees. The Executive Council shall have the power to make expenditures for the purpose of furthering the objects of the Association.
34. The Executive Council 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 Association in accordance with such terms as the Executive Council may prescribe.
35. The Executive Council shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive gifts, grants, and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

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36. As set out in the Canada Corporations Act, the Executive Council may, from time to time, on behalf of the Association:
- a. borrow money upon the credit of the corporation;
 - b. limit or increase the amount to be borrowed;
 - c. issue or cause to be issued bonds, debentures or other securities of the corporation and pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient;
 - d. secure any bond, debentures or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the corporation, and the undertaking and rights of the Association.

Any such by-law may provide for the delegation of such powers by the Executive Council to such officers of the corporation to such extent and in such manner as may be set out in the by-law.

37. The Executive Council shall report all of its decisions and activities to the Members Annual Meeting.
38. Every Executive Council member or Officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association or an organization controlled by it, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against;
- a) All costs, charges, and expenses whatsoever which such Executive Council member, Officer or other person sustains or incurs in any action or suit of proceedings which is brought, against him, or in respect of any act, or thing whatsoever, made, done or permitted by him in the execution of the duties of his Office or in respect of any such liability;
 - b) All other costs, charges and expenses, which he sustains or incurs in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

Fees

39. The Executive Council shall levy and collect fees from Members annually.
40. Payment of the fee by a Member constitutes acceptance of the objectives of the Association.
41. The membership fee for the subsequent year shall be set by the Executive Council at

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its meeting immediately preceding the Annual Meeting of the Association.

42. Every Active and Associate Member shall pay the annual membership fee by January 1st. Members in default are deemed not to be in good standing, but any Member may, on payment of all unpaid dues or fees, be reinstated.

Signature Of Documents

43. Donations, documents, memberships, contracts, and other instruments requiring signatures by the Association shall be signed by any Officer. Notwithstanding any provisions to the contrary contained in the Bylaws of the Association, the Executive Council may at any time by resolution direct the manner in which, and person or persons by whom, any particular document or obligation of the Association may or shall be signed.
44. Contracts in the ordinary course of the Association's operations may be entered into on behalf of the Association by any Officer or by any person authorized by the Executive Council.

Cheques And Drafts

45. All cheques and other orders for the payment of money accepted or endorsed in the name of the Association shall be signed by the Treasurer of the Association. Cheques or drafts exceeding \$2500.00 shall require the signature of a person on the Executive Council appointed by the President.

Deposits

46. The funds of the Association shall be deposited to the credit of the Association with such bank or trust company as the Executive Council may approve, from time to time by resolution.

Deposit Of Securities For Safekeeping

47. The securities of the Association shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions selected by the Executive Council. Any and all securities so deposited may be withdrawn, only upon the written order of the Association, signed by such Officer or Executive Council member, agent or agents of the Association and in such manner as shall be determined by the Executive Council and such authority may be general or confined to specific instances.

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Books And Records

48. The Executive Council shall see that all necessary books and records of the Association required by the Bylaws of the Association are regularly and properly kept including, proper books of account, with respect to all sums of money received and expended by the Association in the manners in respect of which such receipts and expenditures take place, all sales, and purchases of securities and other property by the Association, the assets and liabilities of the Association and all other financial transactions effecting the financial position of the Association. All books and records of the Association shall be kept at the head Office of the Association or at such other place in Ontario as the Executive Council think fit, and shall at all times be open to inspection by the Executive Council.

Delegation And Committees

49. The Executive Council may by resolution or bylaw delegate all or any of the rights or powers, which are exercisable by members of the Executive Council, to any one or more Officers or members of the Executive Council.
50. The Executive Council may upon recommendation of the President appoint committees whose members shall hold their Offices at the will of the Executive Council and the Executive Council may delegate such of its rights and powers to such committees as it deems desirable or appropriate.

Rules And Regulations

51. Roberts Rules or Order shall be followed at all meetings of Members and at all meetings of the Executive Council, unless other wise stated in these Bylaws.
52. The Executive Council may prescribe such rules and regulations not inconsistent with the Constitution and Bylaws of the Association relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next meeting of the Members, when they shall be confirmed, and failing such confirmation, shall at from that time cease to have any force and effect.

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Amendments to the By-Laws

53. The Bylaws of the corporation not embodied in the letters patent may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such Bylaws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.