

BILL

No. 304 of 1999

An Act respecting Saskatchewan Medical Association

(Assented to _____, 1999)

Preamble

WHEREAS Saskatchewan Medical Association was continued under *The Non-profit Corporations Act* on December 17, 1981; and

WHEREAS a Petition has been presented praying that an Act be passed by the Legislative Assembly of Saskatchewan as hereinafter set forth for the continuance of Saskatchewan Medical Association as a body corporate pursuant to this Act; and

WHEREAS it is considered expedient to grant the prayer of the said Petition:

THEREFORE HER MAJESTY, by and with the advice and consent of the Legislative Assembly of Saskatchewan, enacts as follows:

Short title

1 This Act may be cited as *The Saskatchewan Medical Association Act*.

Interpretation

2 In this Act:

- (a) “**corporation**” means Saskatchewan Medical Association continued as a body corporate pursuant to section 3; and
- (b) “**Representative Assembly**” means the representative assembly constituted as such pursuant to the bylaws of the corporation.

Continuance

3(1) Saskatchewan Medical Association, a body corporate incorporated pursuant to *The Non-profit Corporations Act* on December 17, 1981, is hereby continued as a body corporate pursuant to the provisions of this Act.

(2) Upon continuance under subsection (1):

- (a) the property of Saskatchewan Medical Association continues to be the property of the corporation;
- (b) the corporation continues to be liable for the obligations of Saskatchewan Medical Association;
- (c) an existing cause of action, claim or liability to prosecution is unaffected;
- (d) a civil, criminal or administrative action or proceeding pending by or against Saskatchewan Medical Association may be continued to be prosecuted by or against the corporation;
- (e) a conviction against, or ruling, order or judgment in favour of or against Saskatchewan Medical Association may be enforced by or against the corporation; and
- (f) the bylaws of Saskatchewan Medical Association continue as the bylaws of the corporation until repealed or amended by the corporation.

Members

4 The members of the corporation are:

- (a) those persons who are members of the corporation as of the date of this Act coming into force; and
- (b) such other persons as may thereafter become members of the corporation in accordance with this Act and the bylaws of the corporation.

Head office

5 The head office of the corporation shall be located in such place in Saskatchewan as may from time to time be designated by the bylaws of the corporation.

Objects

6 The objects of the corporation are to:

- (a) advance the educational, professional and economic welfare of Saskatchewan physicians;
- (b) advance the honour and integrity of the medical profession; and
- (c) promote quality health practices and quality health services and advocate for a quality health system for Saskatchewan.

Powers

7(1) Subject to this Act, the corporation has the capacity, rights, powers and privileges of a natural person.

(2) Without limiting the generality of subsection (1), the corporation has the power to:

- (a) purchase, acquire, and hold any real and personal property;
- (b) sell, alienate, transfer, mortgage, lease, exchange or otherwise dispose of all or any of its real or personal property;
- (c) invest all or a portion of its funds in any property or security as the corporation may determine;
- (d) borrow or raise money and secure its repayment by granting security in any of its assets or by issuing bonds, debentures, bills of exchange, promissory notes, mortgages or any other instrument that the corporation may consider necessary;
- (e) draw, accept, make, endorse and negotiate bills of exchange and other negotiable instruments;
- (f) enter into any contract, indenture or agreement or deed;
- (g) have a corporate seal and to change it at will;
- (h) act as agent or trustee or otherwise for members of the medical profession, or any of them, in connection with pension or retirement savings or disability plans or other forms of insurance;

- (i) act for members of the medical profession practising in Saskatchewan, or any of them or any group or section or division of them, as agent to negotiate for and on their behalf:
 - (i) with respect to conditions of medical services and remuneration;
 - (ii) in any matter affecting the practice of medicine or any branch or aspect of the practice of medicine; and
 - (iii) in any matter in any way affecting or related to the medical profession or any group, section or division thereof;
- (j) collect fees including membership fees and receive donations, and expend monies to defray expenses of the corporation and to produce and further the objects of the corporation;
- (k) affiliate with, join or assist any other body or association with a similar or related object or objects or which is engaged in any activity in which the corporation is interested;
- (l) permit any body or association referred to in clause (k) to affiliate with the corporation or to join or assist it on such terms and conditions as may be prescribed by the corporation; and
- (m) do any and all other things that are necessary, incidental or conducive to the attainment of the objects of the corporation or to the exercise of any powers mentioned in this Act.

Bylaws

- 8(1) The corporation may make, amend and repeal any bylaws that it considers advisable for the conduct of its affairs.
- (2) Without limiting the generality of subsection (1), the corporation may make bylaws to provide for any or all of the following matters:
 - (a) the governance and proper administration of its property, affairs and interests;
 - (b) the classes of membership and the rights, privileges, restrictions and conditions that constitute the membership interests of each class;
 - (c) the terms of admission of members, the termination and suspension of membership interests and the expulsion or withdrawal of members;
 - (d) the collection and administration of membership dues;
 - (e) the division of the corporation into district medical associations, sections or other subdivisions, and the governance and administration of them;
 - (f) the affiliation of other bodies or organizations with the corporation;
 - (g) the constitution, duties and powers of a Representative Assembly and the nomination and election of delegates to it;
 - (h) the election of officers of the corporation, and of a speaker and deputy speaker for the Representative Assembly, and the powers and duties of them;

- (i) the qualifications of directors, the constitution and election of a board of directors of the corporation, and the governance, powers and duties of the same;
- (j) the constitution and appointment of committees, and the governance, powers and duties of the same;
- (k) the calling of meetings of the Representative Assembly, board of directors, committees, and subdivisions, and the governance and conduct of them, including, but not limited to, prescribing the quorum and procedure for voting at any meetings;
- (l) the remuneration and reimbursement of officers, directors, committee members and delegates of the corporation;
- (m) the establishment or adoption of a code of ethics for members of the corporation;
- (n) the making, amendment, repealing and revocation of bylaws;
- (o) the disposition of assets upon a winding-up, liquidation or dissolution of the corporation;
- (p) a fiscal year end and for the appointment of an auditor to audit the accounts of the corporation;
- (q) the form and authorized use of a corporate seal; and
- (r) generally for the carrying out of the objects and purposes of the corporation.

Board of directors

- 9(1)** The corporation may exercise all its powers by and through a board of directors established by the bylaws or by and through such other bodies or committees as the corporation may from time to time provide for in its bylaws for the management of all or any of the property or affairs of the corporation.
- (2) The board of directors of the corporation shall consist of those individuals who are from time to time designated in accordance with the bylaws of the corporation.
- (3) The board of directors may delegate to any officer, director or committee any of the powers of the directors.

Maintenance of records

- 10(1)** The corporation shall prepare and maintain records containing:
- (a) the bylaws and all amendments to them;
 - (b) minutes of meetings of the Representative Assembly and resolutions of delegates;
 - (c) a register of all members together with a register of members entitled to vote; and
 - (d) minutes of meetings and resolutions of the directors and any standing committee.
- (2) The corporation shall prepare and maintain adequate accounting records.

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Corporate seal

11 No instrument or agreement executed on behalf of the corporation by a director, officer or agent of the corporation is invalid merely because a corporate seal is not affixed.

Validity of acts of directors and officers

12 An act of a director or officer is valid notwithstanding an irregularity in his or her election or appointment or a defect in his or her qualification.

Winding up

13 Upon the winding up of the corporation, any remaining property of the corporation shall be transferred to such organization as designated in the bylaws of the corporation.

Accounting

14 When directed to do so by the Lieutenant Governor in Council, the corporation shall provide an account in writing of its property and affairs.

No personal liability

15 No member, director, officer, delegate or member of any committee of the corporation shall be personally liable for any liability, act or default of the corporation.

Ceasing as corporation under *The Non-profit Corporations Act, etc.*

16(1) Upon the coming into force of this Act, the corporation shall cease to be a corporation under *The Non-profit Corporations Act*.

(2) *The Business Corporations Act* and *The Non-profit Corporations Act* do not apply to the corporation.

Coming into force

17 The Act comes into force on assent.

