

BY-LAWS OF THE CANADIAN SOCIETY OF PLASTIC SURGEONS

Amended as of June 21, 2024

ARTICLE 1

TITLE

The Corporation shall be known as The Canadian Society of Plastic Surgeons (**the “Society”**).

ARTICLE 2

MISSION STATEMENT

The Canadian Society of Plastic Surgeons is the non-profit professional society that represents the interests of plastic surgeons in Canada.

Our mission is to represent, promote and provide leadership for the discipline of plastic surgery across Canada, in terms of clinical practice, education, ethics, economics and research. As an integral part of its mission, the Canadian Society of Plastic Surgeons pursues the following objectives:

Objectives:

- (a) To advance the art and science of Plastic Surgery;
- (b) To promote its interests in relation to medicine with particular reference to the clinical, ethical, and economic aspects thereof;
- (c) To promote, review, approve, and provide Continuing Professional Development/Continuing Medical Education Activities for Plastic Surgeons in keeping with the goals and criteria of the Royal College of Physicians and Surgeons of Canada (RCPSC) and according to recognized educational methods and principles;
- (d) To associate together in one corporate body members in good standing of the Medical Profession who have specialized in this particular science;
- (e) To undertake the measures deemed necessary to preserve and enhance the bilingual nature of the Society in both English and French;
- (f) To promote the interests of Society members and to do all such other lawful acts and things as may be incidental or conducive to the attainment of the above objectives;
- (g) To be innovative in the field of continuing professional development using novel methods of needs assessment and evaluation.

ARTICLE 3

(i) MEMBERSHIP

Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The following conditions of membership shall apply:

Class A Members

- a. Class A voting membership shall be available to individuals. The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Society.
- b. As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings
- c. Class A membership shall consist of the following categories of member:
 - (1) **Active Members:** Must be certified in Plastic Surgery by the Royal College of Physicians and Surgeons of Canada or the American Board of Plastic Surgery and/or the Collège des médecins du Québec and must be engaged in the practice of Plastic Surgery in Canada. Plastic surgeons certified by the Royal College of Physicians and Surgeons of Canada practicing in the United States shall also be eligible for Active Member status. Active members shall be entitled to attend, take part in and vote at all meetings of the Society, shall be eligible for membership on the Board of Directors and entitled to

propose or second candidates for membership in the Society.

(2) **Senior Members:** These shall be Active Members who, on attaining their 65th birthday, may apply in writing to transfer to this category. They may no longer be engaged in the practice of Plastic Surgery in Canada. They shall retain a vote but may not hold office. They will not pay annual dues but will pay convention subscription on attendance. Sick or disabled members may also apply for transfer to this category.

Class B Members

- a. Class B non-voting membership shall be available only to individuals.
- b. The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with the policies of the Society.
- c. Subject to the Act and the articles, a Class B non-voting member shall not be entitled to vote at meetings of the members of the Society.
- d. Class B membership shall consist of the following categories of member:

(1) **Honorary Members:** These shall be such distinguished persons who have rendered services to Plastic Surgery as the Society may desire to recognize. They may neither vote at meetings nor hold office in the Society. They will not pay annual dues but will pay convention subscription on attendance.

(2) **Associate Members:** These shall be:

- (a) Royal College of Physicians and Surgeons of Canada certified Plastic Surgeons who practice outside of Canada or the United States.
- (b) Other recognized Plastic Surgeons who practice outside of Canada or the United States, are members in good standing of their National Plastic Surgery Society, are known to the membership of the Canadian Society of Plastic Surgeons and have attended at least one meeting of The Canadian Society of Plastic Surgeons in person.

Former active members practicing outside of Canada or the United States may transfer to this category.

Associate Members may not hold office and shall be non-voting members paying the same dues as the active members.

(3) **Senior Associate Members:** These shall be Associate Members who, on attaining their 65th birthday may apply in writing to transfer to this category. They shall be non-voting members and may not hold office. They will not pay annual dues but will pay convention subscription on attendance.

(4) **Junior Members:** Candidates for Junior membership shall be registered in a Canadian plastic surgery training program. Their membership in the Society shall be proposed by their training program director, and upon receipt of an application from the candidate, they will be submitted to the Board of Directors for approval. They may not hold office and shall be non-voting members paying appropriate dues.

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 paragraphs 197(1)(e), (h), (l) or (m).

(ii) MODE OF ELECTION

Candidates for Class A Membership and Class B-Associate and Honorary Membership shall be nominated in writing by two members of the Society in good standing. Such nominations, in writing, together with a dossier of the candidate's professional and personal background, shall be sent to the Chair of the Membership Committee who shall submit these data to the Board of Directors without undue delay. The Board of Directors shall recommend for election at an Annual General Meeting of the Society, those candidates whom they may deem eligible. Election shall be by secret ballot and must be approved by eighty per cent of the ballots cast.

(iii) DUES AND ASSESSMENTS

No member shall enjoy any of the privileges of membership until the member has paid all annual dues and assessments and is not in arrears in respect thereof.

(iv) LOSS OF MEMBERSHIP

A member shall cease to be a member -

- (a) If by notice in writing to the Secretary-Treasurer of the Society the member resigns from membership.
- (b) If the member is expelled under Section (v) hereof.
- (c) If the member's name shall be removed for misconduct from the medical register of the Province or County in which the member practices.
- (d) If the member's annual dues and/or assessments are in arrears for more than twelve months and the member has been duly notified in writing of the delinquency by the Secretary-Treasurer of the Society. In such case the member may be reinstated with the consent of the Board of Directors on payment of arrears.
- (e) A member in arrears by 2 (two) or more years must apply for membership as a new member.

(v) DISCIPLINE

On admission, each member shall agree to abide by the By-Laws and Code of Ethics of the Society.

Any Member may be censured, suspended, expelled or otherwise disciplined for violating the Society's By-Laws or Code of Ethics or for any other conduct detrimental to the reputation or the best interests of the Society. Any Member sanctioned by the Province or County in which the member practices or by the Royal College of Physicians and Surgeons of Canada or the Collège des médecins du Québec shall have an obligation to notify the Ethics Committee.

Complaints raising disciplinary considerations may be made by any interested party. All complaints shall be submitted in writing to the Chair of the Ethics Committee. The Ethics Committee shall investigate the complaint and, present evidence of violations to the Judicial Council.

If at any time it is considered by the Judicial Council that an individual has committed a violation and should be disciplined, it shall forward its decision in writing to the individual. The decisions of the Judicial Council shall be final and binding.

ARTICLE 4

ANNUAL GENERAL MEETINGS (Business Meetings)

The Annual Scientific Meeting of the Society shall be held at such time and place as may be fixed by the Board of Directors. At the Annual Scientific Meeting the Board will hold an Annual General Meeting during which the business of the Society is conducted in-person, by hybrid or by virtual means. The Board may from time to time call for a General Meeting separate from the Annual Scientific Meeting and which may be conducted in-person, by hybrid or by virtual means. Special General Meetings (Business Meetings) may be held from time to time at the call of the President. The President shall, at the request in writing of at least 10 per cent of the Class A members of the Society, call a Special General Meeting which may be conducted in-person, by hybrid or by virtual means, provided the request of such members specifies the nature of the business to be transacted thereat, and no other business is to be considered.

ARTICLE 5

DIRECTORS, OFFICERS AND COMMITTEE CHAIRS

(i) DIRECTORS AND OFFICERS

Subject to the Articles, seven directors shall hold an office of the Society. The members will elect each such director separately in reference to which office that director shall hold, as follows:

- a) the President
- b) the Vice-President
- c) the Vice-President Elect
- d) the Secretary-Treasurer
- e) the Chair of the Membership Committee

- f) the Chair of the Public Relations Committee
- g) the Historian

The members shall elect two additional Directors at Large

Unless provided otherwise by these bylaws, directors shall take the above offices at the close of the Annual General Meeting for a period of one year or until their successors are duly elected and shall be eligible for re-election. The President shall be a director for a term of two years, shall be referred to as Past President for the second year of that term and shall not hold the office of President for two consecutive years; the Secretary-Treasurer shall hold office for three years and shall not be eligible for re-election and the other positions may be filled by the same officer for a maximum of three years. In the third year of the Secretary-Treasurer's mandate, the Secretary-Treasurer shall be eligible to combine this office with that of the Vice-President Elect.

(ii) DUTIES AND POWERS OF OFFICERS

(a) **President:** The President shall be and have the power of the Chief Executive Officer of the Society. The President shall preside at all meetings and shall have a vote at all meetings of the members of the Society in the event of a tie.

The President shall submit an annual report of the business and affairs of the Society to the Board of Directors as soon as such report may conveniently be prepared after the close of each fiscal year, and to the members at the ensuing Annual General Meeting. From time to time, the President shall report to the Board of Directors all matters within his knowledge which the interests of the Society may require to be brought to their notice.

The President shall be an ex-officio member of all Committees and shall have the general powers and duties of management and supervision usually vested in the office of President.

(b) **Vice-President:** The Vice-President shall assume the duties of the President during the latter's absence or incapacity and shall, in the event of the death or retirement of the President, become the President of the Society. The Vice-President shall be responsible for the Scientific Program as Chairman of the Program Committee. The Vice-President shall serve as Co-Chair of the Education Committee.

(c) **Vice-President Elect:** Should the Vice-President be unable to fulfill the duties associated with the Annual Scientific Program, the Vice-President Elect shall be Chair of the Program Committee. This officer will be nominated to serve for a period of one year. The Vice-President Elect shall be a member of the Education Committee.

(d) **Secretary-Treasurer:** The Secretary-Treasurer shall:

- (1) Keep the minutes of the Society, of the Board of Directors and of the Executive Committee in books provided for the purpose.
- (2) See that all notices are duly given in accordance with the provisions of these by-laws or as required by law.
- (3) Be custodian of the records of the Society and of the seal thereof.
- (4) Have charge and custody of, and be responsible for all funds and securities of the Society and deposit such funds in the name of the Society in such banks, trust companies or other depositories as shall be selected by the Board of Directors.
- (5) Exhibit at all reasonable times his books of account and records to any of the officers or members upon application during working hours and at the place where books and records are kept.
- (6) Render a detailed report of the finances of the Society whenever called upon by the auditors of the Society and an annual report to the Society at the Annual Meeting.
- (7) Receive and give receipts for monies due and payable to the Society from any source whatsoever.
- (8) In general perform all duties necessary or incident to the office of Secretary-Treasurer and such other duties as may from time to time be assigned to him by the Executive.
- (9) In the third year of the Secretary-Treasurer's term, be eligible for nomination to combine this office with that of Vice-President Elect.

(e) **Chair of the Membership Committee:** The Chair of the Membership Committee shall be responsible for reviewing all applications for membership submitted to the Society and for preparing a report on said nominations to be presented to the Board of Directors at one of its meetings.

(f) **Chair of the Public Relations Committee:** The Chair of the Public Relations Committee shall be responsible for maintaining a favorable public image for the Society by responding in person or through a delegate to inquiries from the media or the public.

(g) **Historian:** The Historian shall be responsible for custody of the archives of the Society. The Historian shall acquire such documents and photographic records particularly in relation to the Annual Meeting as are indicated for the preservation of the heritage of the Society. The Historian shall also be responsible for recording the necrology of the Society, and presenting it to the membership at the Annual General Meeting.

(iii) DUTIES OF OTHER DIRECTORS AND COMMITTEES

(a) **Past President:** The Past President shall act as Chair of the Nominating Committee and provide advice to the Board of Directors concerning the business of the Society.

(b) **Directors at Large:** The Directors at Large will be assigned responsibilities by the Board with regard to activities such as future planning, exhibitors, time and place of meeting sites, continuing medical education and public relations. The Directors will hold office for a minimum of one year and are eligible for re-election.

(c) **Nominating Committee:** This committee shall be made up of five members including the three most recent Past-Presidents and two other members elected by ballot from the floor at the previous Annual General Meeting. The Committee shall be chaired by the immediate Past-President or, if absent, by the most immediate predecessor. The Nominating Committee is responsible for presenting at the Annual General Meeting a list of candidates for Director-President, Director-Vice-President, Director-Vice-President Elect, Director-Secretary-Treasurer, Director-Historian, Director-Chair of the Membership Committee, Director-Chair of the Public Relations Committee and two other Directors at Large. This slate will be circularized to the membership 30 days prior to the Annual General Meeting. Additional duly seconded nominations in writing may be forwarded to the Chair of the Nominating Committee before the election prior to the Annual General Meeting.

(d) **Delegates to the Foundation:** Two members of the Board of Directors will be delegated for a period of one year by the Board of Directors to be Directors of the Educational Foundation of the Canadian Society of Plastic Surgeons Inc.

(iv) BOARD OF DIRECTORS

The affairs of the Society shall be managed by the voting directors ("Board of Directors"). There shall be no less than two board meetings per year. If all of the directors of the Society consent, directors' meetings may be conducted in-person, by hybrid or by virtual means to permit all persons participating in the meeting to communicate with each other.

(v) EXECUTIVE COMMITTEE

The Executive Committee shall consist of the President, Vice-President, Secretary-Treasurer, Vice-President Elect and Past President and shall conduct the current affairs of the Society including execution of the mandates of the Society and of the Board of Directors.

(vi) CASUAL VACANCIES

Whenever any vacancy shall occur in the Board of Directors by reason of death, resignation or otherwise, such vacancy or vacancies shall be filled by the remaining members of the Board of Directors but any person so appointed to fill any casual vacancy shall hold office only until the next Annual General Meeting of the Society and will then be eligible for election at the next Annual General Meeting.

(vii) EXPULSION

The Class A members of the Society may by resolution passed at a Special General Meeting called for such purpose, remove any of the members of the Board of Directors from office and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Board of Directors. Any person so appointed shall hold office only until the

next Annual General Meeting of the Society and will then be eligible for election at the next Annual General Meeting.

(viii) INDEMNITIES TO DIRECTORS AND OTHERS Every director or officer of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Society, from and against:

a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against that person for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by that person in or about the execution of the duties of that person's office or in respect of any such liability; and

b) all other costs, charges and expenses which that person sustains or incurs in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by that person's own willful neglect or default.

(ix) FOR THE PROTECTION OF DIRECTORS AND OFFICERS

No director or officer for the time being of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any moneys, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through that person's own wrongful and willful act or through that person's own wrongful and willful neglect or default.

The directors for the time being of the Society shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Society, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any director or officer of the Society shall be employed by or shall perform services for the Society otherwise than as director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Society, the fact of his being a director or officer of the Society shall not disentitle such director or officer of such firm or company, as the case may be, from receiving proper remuneration for such services.

ARTICLE 6

DUES AND ASSESSMENTS

Members shall pay such annual dues and assessments as shall be determined and fixed from time to time by the members of the Society at the Annual General Meeting or other general meetings thereof.

ARTICLE 7

PUBLICATIONS

All proceedings of the Society shall be accurately recorded and available in both of the Society's official languages and may be published only with the written authorization of the Board of Directors. All financial statements prepared for the Society pertaining to the financial status of the Society, shall be available in both of the Society's official languages and may be published only with the written authorization of the Board of Directors.

ARTICLE 8

PRESENCE AT MEETINGS

The Society's Annual General Meetings shall be attended by its Class A members only, except by special invitation of the

Board of Directors.

The Society's Annual Scientific Meeting meetings shall be attended by its members and invited guests only. Guests will require written sponsorship of a Society member in good standing and approval of the Chair of the Scientific Program. Residents in a recognized training program; Medical Students; members in good standing of the "Association Québécoise des Chirugiens Plasticiens" or of the American Society of Plastic and Reconstructive Surgeons will not require such written sponsorship.

Meetings of the Board of Directors shall be attended by directors only, except by special invitation of the Board of Directors. The Board of Directors shall extend a special invitation to:

- a) the Chair of the Local Arrangements Committee of the Annual Meeting
- b) the Chair of the Royal College Plastic Surgery Specialty Committee
- c) the Chair of the Young Plastic Surgeons Committee
- d) the two directors elected by the Educational Foundation of the Canadian Society of Plastic Surgeons Inc.,

ARTICLE 9

AMENDMENTS TO BY-LAWS

These by-laws may be amended or repealed by the Board of Directors and proposals for the amendment or repeal thereof may be made by individual members of the Society provided always that in no event shall any such amendment or repeal have any force or effect unless and until approved by a majority of at least two-thirds of the votes cast at an Annual General Meeting of the Society. Notice of any proposal to repeal, amend or add to these by-laws must be sent to the Secretary-Treasurer in writing, signed by at least two Class A Members, not later than six weeks before the date fixed for an Annual General Meeting, and must appear on the agenda of the said meeting in the form of a motion, which shall be mailed to the Class A Members not less than two weeks before the date fixed for such Annual General Meeting

ARTICLE 10

QUORUM

- a) Either one third of the Class A Members personally present at the Annual Scientific Meeting, or 10% of the total number of Class A Members of the Society present in-person or by virtual means, shall constitute a quorum for any Annual General Meeting of the Society and no business shall be transacted at any Annual General Meeting unless the requisite quorum be present at the commencement of business. If a quorum is present at the opening of an Annual General Meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- b) 10% of the total number of Class A Members of the Society present in-person or by virtual means, shall constitute a quorum for any General Meeting or Special General Meeting of the Society.
- c) Six directors present in-person or by virtual means shall constitute a quorum for all meetings of the Board of Directors.
- d) Three members of the Executive Committee present in-person or by virtual means shall constitute a quorum for all meetings of the Executive Committee.

ARTICLE 11

AUDITORS

Notwithstanding Part 11 of the Act, at each Annual General Meeting of the Society, the President shall appoint two members of the Board of Directors to verify the annual audit of the books and accounts of the Society.

ARTICLE 12

SEAL OF THE SOCIETY

The Society shall have a seal, which shall have inscribed thereon the name of the Society and the year of incorporation. The Secretary-Treasurer shall have the custody and care thereof.

Contracts, documents or any instruments in writing may be signed on behalf of the Society by the Secretary-Treasurer or by any such other person or persons as the Board of Directors may by resolution prescribe. Any signing officer may affix the Corporate Seal to any instrument requiring the same.

ARTICLE 13

SALARIES AND REMUNERATION

All officers shall render their services to the Society gratuitously, provided always that the Board of Directors may pay such reasonable salary or remuneration to the Auditors and to the Secretary-Treasurer commensurate with the value of the services rendered as it may from time to time deem fit, and provided also that the Board of Directors may authorize expenses in the interests of the Society.

ARTICLE 14

NOTIFICATION OF MEETINGS

Notice of the time and place of a meeting of members 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.

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

ARTICLE 15

METHODS OF VOTING

For the purposes of these by-laws, "Electronic Means" shall mean any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, electronic, radio, computer or internet-based technology or other communication facility or medium, that, in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions, enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member or group of members voted.

GENERAL MEETINGS

Voting by members at the Annual General Meeting, General Meetings and Special General Meetings may occur by any one or more of the following methods, in the discretion of the Board of Directors:

- (a) by a show of hands or voting cards, an oral vote or another method that adequately discloses the intention of the members who are entitled to vote;
- (b) by written ballot; or
- (c) by Electronic Means, in accordance with the Act and these by-laws,

provided that where a vote is to be conducted in accordance with paragraph (a), if requested by one or more members or directed by the chair of the meeting, in each case prior to or immediately following the conduct of the vote, such vote will be conducted by written ballot or other means by which the results of the vote can be presented without disclosing how any

individual member voted.

For the purposes of these by-laws, "Electronic Means" shall mean any electronic or digital system or combination of electronic or digital systems, including mail, telephonic, facsimile, electronic, radio, computer or internet-based technology or other communication facility or medium, that, in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses their intentions, enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the corporation without it being possible for the corporation to identify how each member or group of members voted.

SUPPLEMENTARY RESOLUTIONS

The Board of Directors may, in its sole discretion from time to time, approve the conduct of a vote of the members by Electronic Means. For each such vote, the Society must provide each member in good standing with notice in accordance with these by-laws, which notice must include:

- (a) the text of the resolutions that are the subject of the vote and any other supporting documentation;
- (b) in the case of a vote to be held by electronic means, the date and time of the conference and instructions on how members may join the videoconference.
- (c) in the case of a vote to be held during a time limited period, the opening and closing dates for casting a vote, with the closing date of each vote being no less than 30 days following the opening date of such vote; and
- (d) instructions on how members may cast their vote.

The resolution to be voted on by members pursuant to this Article shall be deemed to have been approved only if the Board Secretary has received approval responses from a simple majority of the members who voted, provided that, in the case of a vote requiring approval by special resolution, the Board Secretary must have received approval responses from two-thirds of the members who voted. Non-response to an electronic vote will be considered an abstention."

ARTICLE 16

ETHICS COMMITTEE

(i) The Society shall have an Ethics Committee consisting of seven Class A Members, formed jointly with the Canadian Society for Aesthetic Plastic Surgery (CSAPS).

- (a) In the first term four members will be elected by the Society and three by the CSAPS. In subsequent terms this ratio will alternate between the two societies.
- (b) The members of the committee will be elected every three years by the members at the Annual General Meeting for a term of three years.
- (c) The Nominating Committee shall present to the Society candidates representative of the geographic regions of Canada. In accordance with the By-Laws this list shall be circulated to the membership 30 days prior to the Annual General Meeting.
- (d) Members of the Ethics Committee shall not serve concurrently on the Judicial Council
- (e) The Chair will be elected by the Committee from among its members. This position will alternate every three years between the Society and the CSAPS

(ii) Procedure

- (a) Allegation of a breach of the Code of Ethics of the Society shall be made in writing to the Chair of the Ethics Committee (b) The affected member will be notified in writing of such allegation by the Ethics Committee.
- (c) The Chair of the Ethics Committee may request the member to turn over whatever documents may exist regarding the issue and explain the situation both verbally and in writing.
- (d) The Chair of the Ethics Committee will present the case to the Ethics Committee.
- (e) The member involved shall have the right to be present at this Ethics Committee meeting if the member so chooses.
- (f) If the Ethics Committee determines that there has not been an ethical transgression, the Ethics Committee can dismiss the case.
- (g) If the Ethics Committee determines that breach of ethics has occurred, then the Ethics Committee shall refer the case to the Judicial Council.
- (h) The affected member may appeal to the Judicial Council at any time during these proceedings.
- (i) If the complaint is heard at the Judicial Council, the Chair of the Ethics Committee shall present the evidence at the Judicial Council.
- (j) The member involved shall have the right to be present at the hearings of the Judicial Council.

(k) The determination as to whether an ethics violation has occurred will be by majority vote of the Judicial Council

(l) The penalty for a breach of the Code of Ethics will be:

(1) A letter of reprimand including suggested remedial action

(2) Temporary suspension from membership for a period to be determined by the Judicial Council

Or

(3) Expulsion from membership

ARTICLE 17

JUDICIAL COUNCIL

(a) **Composition:** The Society shall have a Judicial Council jointly with the Canadian Society for Aesthetic Plastic Surgery (CSAPS) consisting of five Class A members. Three of these members of the Judicial Council shall be Past Presidents of either the Society or the CSAPS and at least one Past President of each organization shall be represented; the third Past President shall alternate between the Society and the CSAPS with each election term. Each Society shall nominate one additional member to fill the remaining two positions on the Judicial Council. These two members need not be past presidents of either Society.

(b) **Election and Term:** The Nominating Committee shall present candidates for the Judicial Council to the Society. In accordance with the By-Laws this list shall be circulated to the membership 30 days prior to the Annual General Meeting. The term of Judicial Council members shall be three years. Members of the Judicial Council will be elected at the Annual General Meeting of the Society by a majority of those casting votes. Members of the Judicial Council shall not serve concurrently on the Ethics Committee. Vacancies occurring between the Annual General Meetings shall be filled by the Board of Directors.

(c) **Duties:** The Judicial Council shall conduct hearings and render decisions with respect to information received from the Ethics Committee alleging violation of the Society's By-Laws and Code of Ethics or any other conduct detrimental to the reputation or best interests of the Society. In the event of an adverse decision, they shall determine and impose sanctions.

(d) **Decision of the Judicial Council:** If by majority vote the Judicial Council determines that an individual has committed a violation and should be disciplined, it shall forward its decision in writing to the individual. The decisions of the Judicial Council shall be final and binding.

ARTICLE 18

YOUNG PLASTIC SURGEONS COMMITTEE

The mission of the Young Plastic Surgeons Committee is to support new members in their efforts to provide the highest quality patient care by upholding and advancing the discipline of plastic surgery across Canada through education, research and professional activities.

(i) **Membership requirements:** The Society shall have a Young Plastic Surgeons Committee consisting of:

a) Six Class A-Active or Class B-Associate Members who have been in practice eight (8) years or less;

b) Two Class B-Junior Members.

(ii) **Member selection:** Selection for the committee membership will be made by the active committee. The goal is to be inclusive in an attempt to ensure that the voices of young plastic surgeons from across the country in both community and academic practice settings are heard.

(iii) **Term of membership:** Members of this committee will hold office for 2 years and will be eligible for reappointment provided they continue to meet the requirements for the committee.

(iv) **Officers:** Offices of the committee will consist of a Chair and Chair-Elect selected by the committee from among their number. These officers will serve for one year after which time the Chair-Elect will succeed the Chair. The committee may elect to keep the Chair and Chair-elect in the same position for an additional year if deemed appropriate.

ARTICLE 19

AD HOC COMMITTEES

The Board of Directors 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 of Directors may from time to time make. Any committee member may be removed by resolution of the Board of Directors.