

LONDON AND DISTRICT ACADEMY OF MEDICINE AGREEMENT

THIS AGREEMENT is made as of the 06 day of April, 2016, among those individuals who have executed this Agreement (the “Members”) and those additional individuals who may, from time to time, become Members as defined herein.

WHEREAS all of the Members practice Medicine or are medical students or residents in the City of London and its surrounding district;

AND WHEREAS the London and District Academy of Medicine (“Academy”) has continuously operated since 1936 under its current name;

AND WHEREAS the Members of the Academy desire to formalize the structure of the Academy as an unincorporated association;

NOW THEREFORE THIS AGREEMENT WITNESSETH that, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Unincorporated Association

- 1.1 The Members hereby agree to continue the Academy as an unincorporated association effective as of the date of this Agreement, upon and subject to the terms and conditions set forth in this Agreement. Each of the Members acknowledges and agrees that this Agreement does not in any way establish or create a partnership.
- 1.2 Members may only act on behalf of the Academy and other Members, as specifically authorized under this Agreement, or by resolution of the Academy.
- 1.3 It is acknowledged and agreed that no Member of the Academy may act as agent of or be responsible for any other Member of the Academy.
- 1.4 The name of the unincorporated association shall be the **London and District Academy of Medicine**.
- 1.5 The Academy shall operate without profit and the membership fees shall reimburse the Academy for its actual administration expenses and/or advance the purposes of the Academy, which purposes are outlined below.

2. Purposes of the Academy

- 2.1 The purposes of the Academy shall be to foster professional and social harmony; to advance knowledge in medicine; to promote health care in the community; and to assume the duties as a Branch Academy of the Ontario Medical Association for the City of London and County of Middlesex.

3. Membership

- 3.1 Members shall be graduates in Medicine who shall be classified as either resident, non-resident (geographically). Categories for membership include regular, honorary, lifetime, and temporary. Undergraduate and post-graduate medical students may be members of the academy.
- 3.2 Resident members (other than undergraduate and post-graduate medical students) shall have practised within the jurisdiction for a period of not less than one year since the date of their graduation in medicine. A candidate may apply for resident membership in writing on an approved form.
- 3.3 Non-resident membership may be granted to a former resident member who has moved out of the jurisdiction. The annual fee is to be set by the Executive.
- 3.4 Temporary membership may be granted on unanimous vote of the Executive to a physician resident in this area for a period of less than one year but otherwise qualified for resident membership, on recommendation by two members of this Academy. Such temporary membership shall expire at the end of twelve months, at which time it is expected that such members will apply for full resident membership.
- 3.5 Honorary membership may be conferred upon those who have made outstanding contributions to the medical profession on behalf of the Academy. Contributions to the advancement of medical science and other community activities related to the practice of medicine may also be considered. Members of the Academy who have reached the age of 65 years as of December 31 in the year preceding the annual business meeting of the Academy are eligible. Under exceptional circumstances, candidates under 65 years of age may be considered. Honorary membership may be conferred by unanimous vote of the members of the Academy who are present, on the recommendation of the Executive Committee. Not more than six honorary members may be elected in any one Academy year. Honorary members shall not be required to pay fees or assessments and may not vote or hold office.
- 3.6 Lifetime membership may be granted by unanimous vote of those present of the Academy, upon recommendation of the Executive Committee, to any member who has been in good standing continuously for at least 25 years and who has been a past president of the Academy.
- 3.7 Only regular resident members in good standing shall be eligible for election to office and shall have the privilege of voting by ballot. Otherwise, all members shall have equal privileges.
- 3.8 All members must provide an email address at which they can be contacted.
- 3.9 Admission to Association

The initial Members of the Academy shall be those executive members who have signed this Agreement and those listed in Schedule A, the Established Members. Thereafter, every application for membership shall include the phrase, "I hereby apply to join the London and District Academy of Medicine and agree to be bound by its constituting agreement." Each application shall be referred to the Executive Committee, which shall review the application and either accept or reject such application. If accepted, the new member shall be introduced to the membership at the next regular meeting. In case the

applicant is rejected for membership, his or her fee shall be returned. No application for membership from a previously rejected candidate shall be considered for one year from the time of rejection. Any one who was a prior member of the Academy and had their membership revoked for whatever reason must wait at least one year from the time of revocation before applying again for consideration of membership.

3.10 Withdrawal of Members

Any Member may withdraw from the Association upon written notice to the Association. The membership of a Member shall terminate immediately and without notice upon the occurrence of any of the following events:

1. death,
2. the issuance of a decree or order of a court having competent jurisdiction declaring the Member bankrupt or insolvent, or
3. the revocation of the Member's certificate of registration with the CPSO after the hearing of all appeals, or the expiry of the requisite appeal period, or
4. more than two thirds of the executive vote that the member is acting against the purposes of the Academy and that the member should have his or her membership revoked.

When a membership is revoked for any of the above reasons, that prior member will not receive refund for already-paid dues. When an Executive member's Academy membership is revoked, their membership on the Executive is likewise revoked.

3.11 Members may only act on behalf of the Academy and other Members, as specifically authorized under this Agreement, or by resolution of the Academy.

4. Meetings of the Academy

4.1 Business Meetings

Business meetings may be held whenever deemed necessary by the Executive Committee. A minimum of one business meeting shall be held each year.

4.2 Annual Meeting

The business meeting shall be held in October or November.

4.3 Special Meetings

On a written request by ten members, a special meeting of the Academy shall be called by the Executive Committee within 48 hours of the time designated by the members requesting the meeting. Any business transacted, other than that stated in the notice, must be ratified at the subsequent meeting of the Academy.

4.4 Notice of Meetings

At least 48 hours' notice shall be given of all meetings of the Academy. The notice shall specify all business to be discussed at the meeting.

4.5 Quorum

Ten (10) members shall constitute a quorum for the purpose of the annual meeting or special meeting.

4.6 Papers and Discussions

No member shall be allowed to speak longer than ten minutes on any one subject on motion at a business meeting and shall not speak twice on the said motion without consent of the chair.

4.7 Visitors

1. Any member, with the permission of the presiding officer, may introduce a medical friend to any meeting.
2. Any member of the profession not a member of this Academy who has been and still is refused membership in this or any other recognized local, district or national Academy cannot be admitted as a visitor to any meetings of this Academy.
3. Visitors may receive regular notice of meetings at the discretion of the Executive.

5. Officers

5.1 The Officers shall be the President, Vice President, Secretary, Treasurer, and Member-at-Large. There can be multiple Members-at-Large. These officers, together with the immediate Past President, shall comprise the Executive Committee. The Executive Committee shall meet monthly unless otherwise stipulated.

5.2 President

1. The President shall chair the Executive Committee meetings and set the agenda for same.
2. The President shall work closely with the Academy administrative secretary to co-ordinate business meetings.
3. The President shall be Chair of the Executive.
4. The President shall conduct all correspondence between the Academy and any other individual or body and keep copies of letters written and all letters received.

5.3 Vice President

1. The Vice President shall fill in for the President in case of his or her absence.
2. The Vice President shall take on duties at the request of the President.
3. The Vice President shall be a member of the Nominating Committee.

5.4 Secretary

1. The Secretary shall attend all meetings of the Academy and shall enter, or cause to be entered, into the minute book a record of the proceedings of each meeting and shall give, or cause to be given, notice to members of meetings and keep all manuscripts, printed books, membership applications and other documents of the Academy.

2. The Secretary shall make and keep in duplicate a list of members in good standing, noting the correct names, addresses and dates of graduation, and the dates of the certificate entitling the members to practise medicine in this province. One copy of the list shall be available for reference at the regular meetings or at the request of the other officers or any committee. The Secretary shall notify all applicants of election to membership and all members of their election to office or appointment to committees.
3. The Secretary shall provide each member with a copy of the By-laws of this Academy when requested.
4. At the completion of his or her term of office, the Secretary shall turn over to a successor all records and documents of the Academy.
5. All documents that the Secretary manages should be left at the workplace. If documents must leave the workplace they must be physically locked or digitally encrypted.
6. The Secretary may delegate some of his or her secretarial duties to an employee of the Academy.

5.5 Honorary Treasurer

1. The Honorary Treasurer shall receive all money due to the Academy, be accountable for the safe-keeping of all funds belonging to the Academy, and give a verbal statement of all money at any time when requested by the presiding officer. The Honorary Treasurer shall make all payments by cheque and shall at the annual meeting give a detailed report accompanied by vouchers for each disbursement. The Honorary Treasurer shall also pay such orders as may be drawn on him or her by the Secretary, countersigned by the President or a designated alternate(s), and shall hand over when called upon by the Academy all monies, paper, books, etc., in his or her possession which are claimed as belonging to the Academy, to the successor in office or any one appointed by the Academy to receive them.
2. All current funds of the Academy shall be kept on deposit in a chartered bank or trust company and shall be withdrawn only on the signature of the Honorary Treasurer and the President or their designated alternate(s). Surplus funds may be invested in approved low risk investment vehicles upon the unanimous recommendation of the Executive Committee.
3. The Honorary Treasurer may delegate some of his or her duties to an employee of the Academy. The Honorary Treasurer will still be responsible for overseeing the finances of the Academy.

- 5.6 The Past President will chair the Executive Nominating Committee and provide advice to the current President. The Past President is responsible for annual in-person evaluations of Academy administrative staff.

6. Election of Officers

6.1 Nominating Committee

1. The immediate Past President will be chair of the Nominating Committee; the Vice President will be a member of the Nominating Committee; an additional member will be elected at the annual meeting to act for the following year.

2. The report of the Nominating Committee shall be submitted to the members at the annual meeting. Any member of the Academy shall have the privilege of offering additional nominations for any office. The officers shall then be elected at this same meeting. If more than one person is nominated for any one office, the vote shall be by ballot.

6.2 Chairpersons

The Executive Committee shall appoint the Chairpersons of the Standing Committees. The members of the Standing Committees may be appointed by the Chairperson or by the new Executive at the discretion of the Executive.

6.3 Auditors

The Executive Committee shall appoint a professional auditor who shall make a full report on the financial position of the Academy at the annual meeting.

6.4 Term

Officers and members of all committees shall hold office for the year in which they are elected, or until their successors have been duly elected and installed.

6.5 Vacancies

Vacancies in office arising during the year shall be filled by the Executive Committee of the Academy.

7. Committees and Their Duties

7.1 The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, immediate Past President, and Member(s)-at-Large.

1. The Executive shall officially represent the Academy on all occasions, unless otherwise directed by the Academy.
2. The Executive shall prepare all agendas for the consideration of the members at regular and emergency meetings.
3. The Executive shall examine the qualifications of applicants for membership.
4. The Executive may choose to mediate written complaints sent to the Academy about one of its members.
5. The Executive shall arrange for election of a nominating committee.

7.2 The Executive may create Standing Committees.

1. The Committees shall perform duties as directed by the Executive.
2. Standing Committees must report progress at each regular business meeting when especially directed. All committees must prepare a final report of their work to be given to the Secretary at least two weeks before the Annual Business Meeting.

- 7.3 Special Committees may be appointed by resolution of the Executive or at any meeting of the Academy. They shall assume the duties described in resolution of their appointment and shall report progress when requested by the Executive.
- 7.4 The President shall be an ex-officio member of all standing committees.
- 7.5 Unless otherwise provided, all committees shall act only in an advisory capacity to the Executive Committee.

8. Finance and Banking

- 8.1 The Academy may open a general bank account for the Academy's membership fees and expenses and such other bank accounts at such bank or banks as the Executive Committee may determine from time to time. At least two Officers must have authority to sign cheques and perform similar obligations on behalf of the Academy. All cheques must be signed by two Officers with signing authority. Any one Member shall have the authority to make deposits.
- 8.2 No Member shall, without the unanimous consent of the Executive Committee,
- (a) compound, release, discharge or give time for the payment or performance of any debt due or owing to the Academy or shall make, draw, sign or endorse any bill of exchange, promissory note, cheque or contract which creates a debt or liability or give any security in the name of or on behalf of the Academy.
 - (b) enter into any contract or agreement of any type which places economic constraints on one or more members of the executive, including without limiting the generality of the foregoing any lease agreement, employment agreement, or consulting agreement.
- 8.3 No Member shall borrow or authorize the borrowing of any money on account of the Academy.

8.4 Financial Year

The financial year of the Academy shall end on the 31st day of December in each year unless changed by extraordinary resolution.

8.5 Books of Account

Proper accounts shall be kept in the books of the Academy of all transactions of the Academy and such books, together with all other documents connected with the Academy, shall be kept at the office of the Academy and shall be accessible to each Member during regular hours of the Academy. Each Member shall be entitled to receive copies of any such records at his or her own personal expense.

8.6 Limitation of Liability

It is agreed among the members of the Academy that no member shall be liable (either jointly or severally) for acts or omissions of the Academy that occurred prior to the time that any member was a member of the Academy.

8.7 Dissolution of the Academy

The Academy may be dissolved by an extraordinary referendum brought into motion at a Meeting of the Academy. A majority vote of members is required for dissolution of the academy. Upon dissolution, the remaining Members at the date of dissolution shall be entitled to an equal refund of any remaining assets of the Academy after all liabilities and obligations of the Academy have been paid or provided for.

9. Fees and Assessments

9.1 The Annual Fee shall be determined by the Executive Committee and approved by the general membership at the Annual Meeting.

9.2 The Treasurer may, after due notice, draw on all members whose fees have not been paid by April 1st in the current year.

9.3 Any member, who fails to pay the annual fee by May 1st, shall be suspended without action on the part of the Academy. One week prior to May 1st, the member shall be notified by mail that the fee is unpaid. A member suspended for the non-payment of the fee may be reinstated to membership on the first day of the ensuing year upon payment in full of the annual fee for the current year.

9.4 No member shall be allowed to cast a vote on any question or be voted upon for an office unless the member has paid all annual fees and assessments.

9.5 Members elected during the last three months of the calendar year shall, upon payment of annual fees, secure a receipt for fees to the end of the following year.

9.6 Funds for meeting the expenses of the Academy shall be raised by annual dues, special assessments, and voluntary contributions.

9.7 A special assessment may be levied by a two-thirds vote of the members present at any regular business meeting. The Secretary must give members notice, at least one week prior to the meeting, that this assessment will be discussed at the meeting.

10. Code of Ethics

10.1 The Academy endorses and shall be guided by the Code of Ethics of the Canadian Medical Association.

11. Amendments

11.1 The Academy may amend this Agreement by a majority vote of the members present at the annual meeting, provided that such amendment or amendments have been submitted as a notice of motion at a regular business meeting of the Academy and provided also that such amendments shall have been sent by email to each member seven days in advance of the meeting at which final action is to be taken. Any amendments adopted by the Academy shall be reported to the Ontario Medical Association.

