1. **Definitions**

   In these bylaws, unless the context otherwise requires or a separate definition is provided, words and phrases defined in the Pharmacy Act or the regulations passed pursuant to the Pharmacy Act have the same meaning in these bylaws.

2. **Fiscal Year**

   The fiscal year of the College begins on the first day of January in any year and ends on December 31st of that year.

3. **Seal**

   The seal of the College shall be kept by the Registrar.

4. **The Council**

   (1) The Council consists of

   (a) eight registrants elected as provided in these bylaws,

   (b) three public representatives appointed pursuant to the regulations, and

   (c) the director of the pharmacy program at Dalhousie University or a person named by the director to represent that pharmacy program, who may participate in the discussions of Council but may not vote.

   (2) Any member of the Council who is absent from three consecutive regular meetings of the Council ceases to be a member of the Council unless the absence is excused by the Council

   (a) in the case of an elected member, the vacancy shall be filled as provided in these by-laws;

   (b) in the case of a public representative, the vacancy shall be filled as provided in the regulations; and

   (c) in the case of the director of the pharmacy program at Dalhousie University or a person named by the director, the Registrar shall request the director to appoint another representative.

5. **Officers of the Council**

   (1) The officers of the Council are the President and the Vice President of the College.

   (2) The Council shall, at the last scheduled meeting of the Council in every second year commencing in the year 2018, elect from among its members the Vice President.

   (3) A member of the Council whose term expires at the end of the year is not eligible for election as Vice President unless the member has been re-elected or re-appointed for a further term.
(4) The term of office of the Vice President is two years, commencing the first day of January following the person’s election.

(5) Upon the expiration of the Vice President’s term of office, the Vice President becomes the President of the College.

(6) The term of office of the President is two years, commencing when that person’s term of office as Vice President expires.

(7) In the event that the office of President becomes vacant, the Vice President becomes the President of the College for the balance of the former President’s term of office and for a subsequent full term of office.

(8) In the event that the office of Vice President becomes vacant, the Council shall at its next meeting elect a member of the Council to be the Vice President for the balance of the term.

(9) A Vice President elected according to subsection (8) becomes President when the office of President becomes vacant or the President’s final term of office expires.

(10) The term of office of the President and the Vice President as a member of the Council is extended until the end of that member’s term of office as the President.

(11) The election or appointment of a member to replace the President as a member of the Council shall take place at the election immediately preceding the end of that officer’s final term of office as President of the College.

(12) The President if otherwise qualified may run for office as a councillor at the election immediately preceding the end of the President’s final term of office as President of the College.

(13) The election or appointment of a member to replace the President as a member of the Council shall be for a term of two years.

(14) An officer may resign by written notice delivered to the Registrar.

(15) Council, by a two thirds majority of the members in attendance, may suspend or remove an officer.

6. **President**

   (1) The President shall preside at all meetings of the College and of the Council and direct the order and conduct of business at those meetings.

   (2) The President shall preside at all meetings of the Executive Committee.

   (3) The President shall perform additional functions as directed by the Council.

7. **Vice President**

   The Vice President shall fulfill all of the duties and responsibilities of the President in the event of the absence, inability or incapacity of the President, or at the request of the President.

8. **Registrar**

   (1) The Council is responsible for the terms of employment and overall supervision of the Registrar.

   (2) The Registrar is responsible for planning and implementing the work of the College in accordance with policies and objectives approved by the Council.
(3) The Registrar is responsible for carrying out the duties and responsibilities conferred on the Registrar by the Pharmacy Act and the regulations passed pursuant to it.

(4) The Registrar shall perform such additional duties as may from time to time be required by the Council.

(5) The Registrar is responsible for the administration of the College and its internal staffing and management, and is accountable to the Council with respect to it.

(6) No member of the Council shall give instructions to any of the employees of the College except through the Registrar.

9. Additional Duties of Registrar

(1) It is the responsibility of the Registrar to exercise a general supervision of the financial affairs of the College, to prepare the annual budget in consultation with the Executive Committee, to present the budget to the Council, and to provide financial reports to meetings of the Council.

(2) It is the responsibility of the Registrar to ensure that minutes of the meetings of the College and the Council are prepared and kept, and that the correspondence of the College is dealt with.

10. Auditor

(1) The Council shall appoint an auditor to audit the books and accounts of the College and to comment on the correctness of the annual financial statements of the College.

(2) The auditor holds office from the date of appointment until a successor is appointed.

11. Solicitor

(1) The Council shall appoint a solicitor to advise the College, including the interpretation of the Pharmacy Act and the regulations.

(2) The solicitor holds office from the date of appointment until a successor is appointed.

12. Signing Officers

(1) The signing officers of the College with respect to operational matters, which include but are not limited to contracts, leases, memoranda of understanding, other binding agreements, cheques, electronic funds transfers, investments and bills of exchange, are any two of the four members of the group consisting of the President, the Registrar, the Deputy Registrar and the Director of Corporate Services.

(2) Expenses incurred in the performance of their duties by the President, the Deputy Registrar and the Director of Corporate Services must be approved by one of the signing officers mentioned in subsection (1) who is not the person whose expenses are being approved.

(3) Expenses incurred by the Registrar specific to the performance of her duties must be approved by one member of the Executive Committee.

(4) The signing officers of the College with respect to the Reserve Fund Investment account are any one of the Registrar, Deputy Registrar or Director of Corporate Services together with one member of the Executive Committee.
13. Meetings of the Council

(1) The Council shall meet at least twice in each year.
(2) The Council shall, at its last scheduled meeting in each year, elect officers, introduce new members of Council and conduct such other business as may be required.
(3) A meeting of the Council may be held by conference call, video conferencing or other method that permits members of the Council to participate in the meeting.
(4) All questions arising in the Council shall be decided by the majority vote of the councilors in attendance.
(5) The presiding officer may only vote to break a tie.
(6) In the event of a tie vote that the presiding officer chooses not to break, the motion is lost.
(7) Any member of the Council who wishes to abstain from any vote must give a reason, which shall be recorded in the minutes.
(8) An abstention shall be counted as a vote against the motion.
(9) Points of order shall be determined by the presiding officer.
(10) Any councilor who disagrees with a ruling of the presiding officer may appeal to the meeting which shall, by a vote of the majority, determine the question.

14. Resolution in Lieu of Meeting

A resolution signed by a majority of the members of the Council, for which purpose faxed signatures are sufficient, has the effect of a resolution of the Council.

15. Election of the Council

Subject to Section 5,
(a) The term of office of all elected members of the Council expires on December 31st in the second year after the member is elected.
(b) Notwithstanding clause (a), an elected member of the Council holds office until the member’s successor takes office.
(c) An elected member of the Council holds office from January 1st in the year following the year in which the member is elected.

16. Electoral Zones

For the purposes of electing members of the Council, Nova Scotia is divided into six zones:
- Zone 1: Halifax, Lunenburg and Queens Counties
- Zone 2: Cape Breton Island
- Zone 3: Antigonish, Guysborough, Pictou, Colchester and Cumberland Counties and the Municipality of the District of East Hants
- Zone 4: Hants, Kings, Annapolis, Digby, Shelburne and Yarmouth Counties excluding the Municipality of East Hants
- Zone 5: Pharmacists employed the majority of their time in a hospital
- Zone 6: Pharmacy technicians
(2) Three members of the Council shall be elected from Zone 1 and one member of the Council shall be elected from each other zone.

(3) Only those registrants who are licensed to practise direct patient care pharmacy or indirect patient care pharmacy or are pharmacy technicians licensed to practise direct patient care pharmacy may vote.

(4) A registrant may only vote in one zone.

(5) Subject to subsections (6) and (7), those voting registrants who reside in a zone are the registrants entitled to vote in that zone.

(6) Pharmacists who are employed for the majority of their working time in a hospital are only entitled to vote in Zone 5.

(7) Pharmacy technicians are only entitled to vote in Zone 6.

17. Nominations

(1) The Registrar shall advise all registrants of their right to nominate the members of the Council before the end of August in an election year.

(2) Any voting registrant of the College may be nominated.

(3) A registrant may only be nominated to represent the zone in which the registrant is entitled to vote.

(4) Nominations shall be signed by at least two registrants entitled to vote in the zone for which the nomination is made and shall bear the consent of the registrant nominated.

(5) A nomination, to be valid, must be received by the Registrar before September 30th in an election year.

(6) A nomination shall not be received if there is no election in that zone in that year.

18. Acclamation

If the number of valid nominations for a zone are equal to or less than the number of members of Council to be elected from that zone, the persons so nominated shall be declared elected.

19. Elections

(1) If the number of valid nominations for a zone are greater than the number of members of the Council to be elected from that zone, the Registrar shall conduct an election in that zone.

(2) The vote shall be conducted in a manner directed by the Registrar that protects the secrecy of the vote while at the same time permitting the Registrar to ensure that only qualified voters have voted.

(3) In the event of a tie, the Registrar shall immediately conduct a recount, and if the result is not altered, the Deputy Registrar shall place a ballot marked for each of the candidates who tied in a suitable container, and the Solicitor for the College shall, without knowing which ballot is which, draw a ballot from the container, and the Registrar shall declare elected the candidate whose name was drawn.
20. **Failure to Nominate**

   (1) If the call for nominations does not produce enough members to fill the vacancies on Council from a zone, the registrants entitled to vote in the zone shall be so advised, and invited to resubmit nominations (“the second call”).

   (2) In the event no nominations are received within thirty days after the second call, the vacancy shall be filled by the Council.

21. **Vacancies in the Council**

   Where the seat of an elected member of the Council becomes vacant,

   (a) If the vacancy occurs more than six months before an election is scheduled for the zone represented by that member, a special election shall be held in that zone to replace the member within eight weeks after the vacancy occurs, and

   (b) If the vacancy occurs less than six months before an election is scheduled for the zone represented by that member, the Council shall appoint a registrant from that zone to complete the term.

22. **Committees**

   (1) The Council may appoint committees in addition to those committees required by the Pharmacy Act.

   (2) Unless otherwise specified by these bylaws, the Council shall appoint the chair of each committee.

   (3) Except for the Executive Committee, committee members shall be registrants or public representatives but need not be members of the Council.

   (4) The standing committees of the Council are:

       (a) the Executive Committee;

       (b) the Audit Committee;

       (c) the Governance Committee; and

       (d) the Nominations Committee.

23. **Executive Committee**

   (1) The officers of the Council and a member-at-large elected by the Council from among the members of the Council are the members of the Executive Committee.

       (a) The term of office of the member-at-large on the Executive Committee is one year and may not be renewed.

       (b) A councilor who has been appointed as the member-at-large on the Executive Committee may be appointed to the same position at any time except for the year immediately following a term of office as the member-at-large.

   (2) The Executive Committee shall take action upon any matter delegated to it by the Council or that requires attention between meetings of the Council.

   (3) The Executive Committee shall oversee the preparation of the annual budget of the College and oversee the financial affairs of the College.

   (4) The Executive Committee shall oversee and coordinate the work of the other Council committees.

   (5) The President of the College is the Chair of the Executive Committee.
24. **Audit Committee**

   The Audit Committee is responsible for reviewing the financial information provided to the Council.

25. **Governance Committee**

   The Governance Committee reviews and develops the internal governance policies of the College, for approval by the Council.

26. **Nominating Committee**

   (1) The Nominating Committee is responsible for recruiting candidates for Council, statutory and Council committees and other Council appointments, in accordance with Council direction.

   (2) The Nominating Committee is responsible for educating possible members and candidates and for orientation for newly elected and appointed councilors.

   (3) The Nominating Committee is responsible for suggesting persons who might be interested in becoming officers of the College.

27. **Advisory Committees**

   The Registrar may appoint such advisory committees as are appropriate to assist in the work of the College.

28. **Expenses**

   The members of Council and all statutory, Council and advisory committees are entitled to reimbursement of expenses with respect to attendance at meetings in accordance with the expense reimbursement policy adopted by the Council.

29. **Remuneration**

   Members of the Council and all statutory, Council and advisory committees may be paid honoraria in accordance with the remuneration policy adopted by the Council.

Approved by Council November 29, 2017