

**THE PHARMACY EXAMINING BOARD OF CANADA – LE BUREAU DES EXAMINATEURS
EN PHARMACIE DU CANADA**

BY-LAW No. 8

being a By-law relating generally to the conduct of
the affairs of the Corporation

BE IT ENACTED as a By-law of The Pharmacy Examining Board of Canada – Le Bureau des examinateurs en pharmacie du Canada as follows:

1. Name

The name of the Corporation is The Pharmacy Examining Board of Canada – Le Bureau des examinateurs en pharmacie du Canada. The Corporation may also be referred to by the acronyms “PEBC” or “BEPC”, and is herein referred to as the “Corporation”.

2. Definitions and Interpretation

2.1 Definitions

2.1.1 “Act” means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

2.1.2 “Appointing Body” means any corporation with the right to appoint a member of the Corporation in accordance with section 6.1.1 of these By-laws;

2.1.3 “Articles” means the original or restated articles of continuance, amendment, amalgamation, reorganization, arrangement, dissolution or revival of the Corporation;

2.1.4 “Board” means the board of directors of the Corporation;

2.1.5 “By-laws” means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

- 2.1.6 "meeting of the members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes (a) a meeting of a class of members and, (b) a meeting of all members entitled to vote;
- 2.1.7 "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution;
- 2.1.8 "Participating Pharmacy Regulatory Authority" means a Pharmacy Regulatory Authority that has exercised the right to appoint a member of the Corporation in accordance with section 6.1.1 of these By-laws;
- 2.1.9 "Pharmacy Practice Specialty" means a distinct area of practice designated by resolution of the Corporation that serves society and the public interest by meeting a clear health demand, that meets the professional needs of pharmacy and that requires unique knowledge and skills extending beyond the general practice of pharmacy;
- 2.1.10 "Pharmacy Regulatory Authority" means a professional board, council or corporation authorized by statute of any province of Canada to license persons to practise pharmacy within such province and its successors from time to time;
- 2.1.11 "Presiding Officer" means an individual appointed by or under the authority of the Corporation to be in charge of and responsible for the administration of an examination in a designated centre. For Part II of the Qualifying Examination, such individual may also be referred to as the Chief Administrator;
- 2.1.12 "Qualified Pharmacist" means a person holding a licence or authority to engage in the practice of pharmacy from, or registered by, any pharmacy regulatory authority;
- 2.1.13 "Qualified Pharmacy Technician" means a person holding a licence or authority to engage in the practice of pharmacy as a pharmacy technician from, or registered by, any pharmacy regulatory authority;
- 2.1.14 "Registered" means registered with the Corporation;

2.1.15 "Special Resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

2.2 Interpretation

In all By-laws, regulations and resolutions of the Corporation, unless the context otherwise requires:

- (a) the singular includes the plural and the plural includes the singular; and
- (b) the headings used are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

3. Registered Office

Until changed in accordance with the Act, the registered office of the Corporation shall be situated in the City of Toronto, in the Province of Ontario, and at such place therein as the Corporation may determine from time to time by resolution.

4. Seal and Certification of Documents

4.1 Seal

The seal of the Corporation shall be in such form as prescribed by the Corporation. The seal shall have inscribed thereon the words "The Pharmacy Examining Board of Canada" and "Le Bureau des examinateurs en pharmacie du Canada". The custody of the seal shall be entrusted to the Chief Executive Officer. Until changed by resolution of the Board, the seal shall be in the form impressed hereon.

4.2 Certification of Documents

The Chief Executive Officer or another officer whom the Board may designate shall have the authority to certify specific documents and to appoint another staff member to do so as necessary.

5. Purpose

5.1 Purpose of the Corporation

As provided in the Articles, the purpose of the Corporation is:

- (a) to establish qualifications for entry-to-practice pharmacists, acceptable to participating regulatory authorities;
- (b) to establish and certify the qualifications for pharmacists in pharmacy practice specialities;
- (c) to assess and/or certify pharmacists and pharmacy technicians for continuing competence, re-entry to practice, readiness to undertake advanced or expanded pharmacy practice roles including but not limited to disease prevention and management functions;
- (d) to assess and certify the qualifications for entry-to-practice pharmacy technicians and pharmacy assistants;
- (e) to provide for fair and equitable examinations for the issuance of certificates of qualification to, and for the registration of, applicants therefor;
- (f) to provide consulting services to others relating to testing and assessment methodologies;
- (g) to issue certificates of qualification to applicants therefor;
- (h) to establish, maintain and revise from time to time registers of all persons who have been granted certificates of qualification by the Corporation;
- (i) to establish the terms and conditions under which persons may obtain certificates of qualification and the terms and conditions under which their names may be placed on the register, removed therefrom or restored thereto;

- (j) to appoint personnel and establish and maintain procedures and materials for the conduct of examinations;
- (k) to issue certificates of qualification to pharmacy specialists and for advanced or expanded pharmacy practice roles;
- (l) to issue certificates of qualification to entry-to-practice pharmacy technicians and pharmacy assistants; and
- (m) to make regulations dealing with such matters as may require regulation to promote the objects and purposes of the Corporation or to facilitate the exercise of its powers.

6. Members of the Corporation

6.1 Composition and Conditions of Membership

Subject to the Articles, there shall be three (3) classes of membership in the Corporation. Membership in the Corporation shall be available only to individuals interested in furthering the purpose of the Corporation and whose applications for either Class A membership, Class B membership or Class C membership as set out in such application have been approved by the Board or in such other manner as may be determined by the Board. The following conditions of membership shall apply:

(i) the Class A members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class A member shall have one vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class;

(ii) the Class B members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class B member shall have one vote at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class; and

(iii) the Class C members shall be entitled to receive notice of and to attend all meetings of the members of the Corporation and each Class C member shall have one vote

at each such meeting, except for meetings at which only members of another class are entitled to vote separately as a class.

6.1.1 The membership of the Corporation shall be composed of:

- (a) one (1) Class A member appointed as its representative by each Participating Pharmacy Regulatory Authority;
- (b) three (3) individuals, one (1) whom shall be appointed in accordance with these By-laws as Class B members by each of the following: (i) the Canadian Society of Healthcare-Systems Pharmacy, (ii) the Canadian Pharmacists Association, and (iii) the Canadian Association of Pharmacy Technicians or their successors; and
- (c) four (4) individuals, two (2) of whom shall be appointed in accordance with these By-laws as Class C members by each of the following: (i) the Associations of Faculties of Pharmacy of Canada, and (ii) the Canadian Pharmacy Technician Educators Association or their successors (preferably including one appointee who is a pharmacy technician educator).

A Special Resolution of each class of members voting separately as a class is required to make any amendments to this section of the By-laws, in accordance with the requirements of subsection 197(1) of the Act.

6.1.2 Where any of the organizations mentioned in paragraphs (a), (b) or (c) of section 6.1.1 ceases to exist or fails to appoint a representative as a member of the Corporation, the membership of the Corporation shall be deemed to be properly constituted by the remaining members thereof.

6.1.3 Eligibility for Corporation Membership

Except as approved by Ordinary Resolution of the Board, no person shall be eligible to become a member of the Corporation unless he or she is a Qualified Pharmacist or Qualified Pharmacy Technician and has been appointed as contemplated in section 6.1.1.

A person who fails to be eligible shall immediately on becoming ineligible cease to be a member of the Corporation.

6.1.4 Participation

6.1.4.1 Any pharmacy regulatory authority may enter into an agreement with the Corporation to become a Participating Pharmacy Regulatory Authority.

6.1.4.2 A Participating Pharmacy Regulatory Authority may withdraw from participation in the activities of the Corporation upon giving the Board six months' notice of its intention so to do and in such event the term of office of its representative member of the Corporation shall expire at the end of such period of notice.

6.1.4.3 Any pharmacy regulatory authority which has so withdrawn may apply to the Corporation for reinstatement as a Participating Pharmacy Regulatory Authority, and the Corporation may, if it sees fit, reinstate such body accordingly.

6.2 Term of Office

6.2.1 Subject to section 6.2.2, the term of office of each member of the Corporation shall be three (3) years.

6.2.2 A member of the Corporation, if properly qualified, shall be eligible for reappointment on the expiration of his or her term of office, to a maximum of three (3) consecutive three-year terms. Notwithstanding the foregoing, a member may be appointed by an Appointing Body for an additional one-year term at the request of the Corporation where such member has one more year in office as the President or for another reason deemed appropriate by the Board.

6.3 Withdrawal and Vacancy

6.3.1 A member of the Corporation appointed by a body referred to in section 6.1.1 may resign at any time by giving written notice thereof to the President or Chief Executive Officer of the Corporation, and upon the acceptance of such resignation by the Board, the Board

shall forthwith notify the Appointing Body accordingly and the Appointing Body shall appoint another individual as member to fill the vacancy.

6.3.2 Where any Appointing Body fails to appoint a member as contemplated in section 6.3.1 within a reasonable time after a vacancy occurs, the Chief Executive Officer of the Corporation shall notify such Appointing Body by registered mail.

6.3.3 Membership Not Transferable

The interest of a member in the Corporation is not transferable to other persons or other classes of members, and lapses and ceases to exist upon the member's death or when he or she ceases to be a member by resignation or otherwise in accordance with the By-laws of the Corporation.

6.4 Continuance as a Member

Subject to section 6.3, each member of the Corporation shall continue to be a member of the Corporation until his or her successor is appointed, or if a successor is not appointed before the expiration of the term, until the expiration of such term.

6.5 External Appointments and Advisors

The Board may from time to time, as required for the conduct of its affairs, make external appointments of individuals to represent the Corporation, who may but need not necessarily be officers, directors, or members of the Corporation.

6.6 Annual Meeting

The annual meeting of all the members of the Corporation shall be held at the registered office or elsewhere in Canada, as the Board may determine from time to time. The members may meet at a place outside of Canada if all of the members entitled to vote at the meeting agree that the meeting is to be held at that place. The annual meeting of the members shall be called by the Board no later than 15 months after holding the preceding annual meeting and no later than 6 months after the end of the Corporation's preceding financial year. The Board shall place before each annual meeting of all the members of

the Corporation the comparative financial statements for the period covered by the financial year immediately preceding the latest completed financial year with the report of the auditor to the members of the Corporation. At the annual meeting of all members, the members shall appoint an auditor for the coming financial year.

6.7 Special Meetings

The President shall call a special meeting of the members or of any class of members of the Corporation at any time and place within Canada specified in a requisition signed by at least 5% of the members entitled to vote at such meeting. Notice of any special meeting shall state the business to be transacted and shall contain sufficient information to permit the members of the class/classes affected to form a reasoned judgment on the decision to be taken. No other business shall be considered at such meetings.

6.8 Other Meetings

Other meetings of the members or of a class of members may be convened at any time, and place within Canada by order of the President.

6.9 Notice

A written notice of any meeting of the members or a class of members of the Corporation shall be sent to each member of the Corporation or each member of that class, as the case may be, by mail, courier or personal delivery during a period of 21 to 60 days before the day on which the meeting is to be held, or by telephone, electronic or other communication facility to each member of that class during a period of 21 to 35 days before the day on which the meeting is to be held. Either before or after the meeting, any member of the Corporation may waive notice of such meeting or any irregularity in the calling or conduct thereof.

6.10 Quorum

At any meeting of the members or of a class of members of the Corporation, a majority of the members of that class shall form a quorum for the transaction of business, acknowledging sections 6.10.1 and 6.10.2.

Such quorum present shall be competent to do and to perform all acts which are or shall be directed to be done at any such meeting. Members who have declared a conflict of interest shall be counted in determining a quorum

6.10.1 At any meeting of all of the members of the Corporation, quorum shall be a majority of all of the members of the Corporation, provided that not less than one-half of such members must be class A members.

6.10.2 If there is only one member of a class, that member shall constitute a quorum.

6.11 Voting Rights and Procedures

Only members in attendance at a meeting of the members or of a class of members of the Corporation may vote at any such meeting.

Except as otherwise provided in the Act or these By-laws, a motion at any meeting of the members or of a class of members of the Corporation shall be decided by a majority of votes. In the case of an equality of votes, the Chair of the meeting shall not have a second or casting vote and the motion shall be lost.

6.12 Teleconferencing/Videoconferencing

A meeting of the members or class of members of the Corporation or of any committee thereof may be held by means which include the use of such telephone, videoconference, electronic or other communication facilities by some or all of such members, or class of members, as permit all persons participating in the meeting to communicate with each other simultaneously and adequately. A person participating in such a meeting by the use of such facilities is deemed to be present at the meeting. The Chair of any such meeting shall be responsible for establishing procedures designed to ensure that security issues

concerning the meeting are adequately addressed and shall ensure that the secretary of the meeting establishes that a quorum is participating in accordance with the By-laws and records the votes taken.

6.13 Written Resolution

A resolution in writing agreed to and signed by all members, or members of a class, of the Corporation shall be effective as if passed at a regularly convened meeting of the members, or class of members, and such resolution shall be recorded in the minutes of the next meeting of the members, or class of members, of the Corporation. A member may submit a written signature by facsimile, email or other functionally equivalent electronic means of transmission.

6.14 Remuneration

Every member of the Corporation in attendance at meetings of the members, or class of members, of the Corporation or any committee thereof, except as otherwise specified by the Board, may upon request be reimbursed to defray reasonable expenses in an amount which shall be determined by the Board from time to time, provided that no part of the income of the Corporation may be made payable to or available for the personal benefit of any member of the Corporation.

6.15 Removal

Any member of the Corporation may, by resolution adopted by the votes of at least two thirds of all the members of the Corporation voting as a group, be removed from office before the expiration of the member's term for cause or if the member has been absent from two (2) consecutive meetings of the members, or class of members, without reason deemed by the members to be adequate. For greater certainty, "for cause" includes, but is not limited to, the situations enumerated in paragraphs (a), (b) and (c) of section 21.6 as if references therein to a person were references to the member.

7. Directors

7.1 Historical First Directors

The Corporation was first constituted a corporation by an Act of the Parliament of Canada, being 12 Elizabeth II, Chap. 77, assented to 21st December, 1963. The Corporation was later continued as a non-share capital corporation under Part II of the *Canada Corporations Act* by Letters Patent (the "First Continuance"). The Letters Patent of continuance provided, inter alia, that the affairs of the Corporation shall be managed by its members and did not expressly deal with the directors. The Corporation has continued by Articles of Continuance as a corporation under the Act (the "Second Continuance").

During the period of time between the Corporation's First Continuance and its Second Continuance, those individuals who were the applicants for continuance of the Corporation under the Letters Patent, in accordance with the provisions of section 159 of the *Canada Corporations Act*, became the first directors of the Corporation and constituted a provisional board of directors whose terms of office were for one (1) year, unless earlier terminated. Furthermore, the directors of the Corporation between the First Continuance and the Second Continuance were those individuals, from time to time, who were the members of the Corporation. For greater certainty, during the period of time between the First Continuance and the Second Continuance, when a member of the Corporation was removed, resigned or was otherwise terminated as a member, such individual was also automatically removed as a director, and, when a new member was appointed, such individual was automatically also appointed as a director of the Corporation. During the Period of time between the Corporation's First Continuance and Second Continuance, the Corporation was managed by its members. However, it remained the directors' duty to review, approve, and place before the members at each annual meeting of the members, the comparative financial statements of the Corporation for the period covered by the financial year next preceding the latest completed financial year with the report of the auditors.

7.2 Duties, Responsibilities, Powers and Number of the Directors

The affairs of the Corporation shall be managed by the Board. The Board shall be responsible for the control and direction of all activities of the Corporation, its committees, the disbursement of its funds and the determination of its policies. The Board may adopt such rules and regulations for the conduct of its business as they may be deem advisable. The Board may delegate to any committee or officer such specific powers, duties and authority of the directors as may lawfully be delegated. Until changed in accordance with the Act, the Board shall consist of not fewer than the minimum number and not more than the maximum number of directors provided in the Articles.

7.3 Code of Conduct

Participation as a director of the Corporation is subject to adherence to an approved Code of Conduct. Directors and officers are required to review and subscribe to the Code of Conduct annually.

7.4 Standard of Care

Every director and officer of the Corporation shall exercise the powers and discharge the duties of his or her office honestly, in good faith and in the best interests of the Corporation, and in connection therewith shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Notwithstanding that a director or officer may be a representative of another body, group or organization, such director or officer shall not be required to act as a delegate thereof and shall act in accordance with the director's or officers' own best judgement.

7.5 Indemnification

Every (i) director, member or officer of the Corporation (ii) or other person who has undertaken, either before or after the coming into force of this By-law, or is about to undertake any liability on behalf of the Corporation, and (iii) his or her heirs, executors, administrators and estate and effects respectively, shall from time to time and at all times from and after the date of incorporation of the Corporation be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all cost, charges and expenses whatsoever which such director, member or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against the director, member or officer for or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by the member or officer in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses which the director, member or officer sustains or incurs on or about or in relation to the affairs thereof,

except such costs, charges or expenses as are occasioned by the director's, member's or officer's own wilful neglect or wilful default.

7.6 Insurance

The Corporation shall purchase and maintain insurance for the benefit of its directors and officers, or any of them, and other persons except insurance against a liability, cost, charge or expense of a director, officer or other person incurred as a result of a contravention of section 148 of the Act.

7.7 Qualifications

A director must be not less than eighteen (18) years of age, must be an individual, must not have the status of a bankrupt, must not have been declared incapable by a court in Canada or in another country and must be a Qualified Pharmacist or Qualified Pharmacy Technician registered with the Pharmacy Examining Board of Canada / Le Bureau des examinateurs en pharmacie du Canada. Furthermore, notwithstanding any other provision in this By-law, no person shall be a director of the Corporation unless he or she is a member of the Corporation, and, if the person ceases to be a member, he or she thereupon ceases to be a director.

7.8 Election of Directors

Subject to the Articles, the members shall (in the manner stated below) by Ordinary Resolution elect the directors at the first meeting of members and at each succeeding

annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the election. Directors shall be elected by the members in the following manner:

- (i) the members of Class A, voting separately as a class, shall elect as many directors as there are members of Class A;
- (ii) the members of Class B, voting separately as a class, shall elect as many directors as there are members of Class B;
- (iii) the members of Class C, voting separately as a class, shall elect as many directors as there are members of Class C;

A director, if properly qualified, shall be eligible for re-election on the expiration of his or her term of office, provided that no person shall serve for more than three (3) consecutive terms as a director of the Corporation. Notwithstanding the foregoing, an individual is eligible for re-election for an additional one-year term where such individual has one more year in office as the President of the Corporation.

7.9 Vacancy

Subject to section 7.8, the remaining directors elected by a particular class may fill a vacancy among the directors elected by that class, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the Articles or a failure to elect the number or minimum number of directors provided for in the Articles; provided, however, that any such director elected to fill a vacancy only holds office for the unexpired term of their predecessor.

7.10 Remuneration

The directors of the Corporation may receive remuneration in their capacity as directors pursuant to the policies of the Corporation, as approved by the Board from time to time.

Directors shall also be entitled to reimbursement of reasonable expenses properly incurred in the performance of their duties, in compliance with the Board-approved policy.

7.11 Meetings of Directors – Place, Frequency and Mode

Meetings of the directors shall be held anywhere in Canada or virtually in electronic formats as determined by the Board. There shall be at least four meetings of the Board each year. None of the duties of the directors may be transacted at a meeting of the directors unless a quorum is present.

Where all directors participating in a meeting consent, a director may participate in a meeting of the directors by telephone, videoconference, electronic or by any other communication facility that permits all persons participating in the meeting to communicate adequately with each other during the meeting, and a director participating by this means is deemed to be present at the meeting.

7.12 Notice

Meetings of the directors may be called by the President or any two (2) directors at any time. Notice of each meeting of the directors shall be in writing and sent to each director. If notice is given by mail, it shall be sent at least fourteen (14) days prior to the meeting and if given other than by mail, it shall be sent at least forty-eight (48) hours prior to the meeting.

7.13 Omission of Notice

No error or omission in giving notice of a meeting of the directors shall invalidate resolutions passed or proceedings taken at it. Any director may at any time waive notice of any meeting and may ratify, approve and confirm any or all resolutions passed or proceedings taken at any meeting.

7.14 Guests

The President may also from time to time, as required for the conduct of its affairs, invite guests to attend meetings of the Board. Any such guests shall be entitled to observe, and

may participate in the meeting subject to the Board's decision. Guests shall not vote in the meeting. Guests shall be subject to the same expectations of confidentiality as the directors as prescribed by Board policy.

7.15 Chair

Subject to sections 8.1.1(a) and 8.1.1(b), if at any meeting of the Board duly called, the President and the Vice-President are temporarily absent or unable or unwilling to act, the directors who are present shall elect one of themselves as chair who, while so presiding, shall have the same powers and exercise the same functions as the President.

7.16 Voting

Each director has one (1) vote on all questions at meetings of the directors. No director may vote by proxy. Questions arising at a meeting of the directors shall be decided by a majority of votes cast by directors present at the meeting, unless otherwise required by statute or the By-laws. In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the motion shall be lost.

7.17 Quorum

A majority of the number of directors of the Corporation who are present at the meeting shall constitute quorum for the transaction of business, provided at that not less than one-half of those present must be directors elected by the class A members. Such quorum present shall be competent to do and to perform all acts which are or shall be directed to be done at any such meeting of directors.

7.18 Written Resolution

A resolution in writing agreed to and signed by all of the directors of the Corporation shall be effective as if passed at a regularly convened meeting of the directors, and such resolution shall be recorded in the minutes of the next meeting of the directors of the Corporation. A member may submit a written signature by facsimile, email or other functionally equivalent electronic means of transmission.

7.19 Disqualification, Withdrawal and Removal

A director or officer ceases to hold office if he or she fails to be qualified in accordance with the requirements of section 7.7 of this By-law, dies, resigns or is removed. A director may resign at any time by giving written notice thereof to the President or Chief Executive Officer of the Corporation, and upon the acceptance of such resignation by the Corporation it shall forthwith notify the relevant Appointing Body accordingly.

The members of the Corporation may, by Ordinary Resolution at a special meeting, remove any director from office, provided that a director elected by a class of members that has the exclusive right to elect the director may only be removed by an Ordinary Resolution of such class of members.

8. Officers

8.1 The officers of the Corporation shall be the President, the Vice-President, the Treasurer, , the Chief Executive Officer and such other officers as the directors may appoint.

8.1.1 Duties of Officers

(a) President

The President shall supervise and control the operations of the Corporation if there shall be no Chief Executive Officer in office. The President shall, when present, preside at all meetings of the Board, the Executive Committee, and members. The President shall sign all documents requiring the signature of that office, and have the other powers and duties prescribed by the Board or incident to the office.

(b) Vice-President

The duties and powers of the President may be exercised by the Vice-President when the President is absent or unable to act. If the Vice-President exercises any of those duties or powers, the President's absence or inability to act shall be referenced in the minutes. The Vice-President shall also perform the other duties prescribed by the Board or Executive Committee or incident to the office.

(c) Chief Executive Officer

The Chief Executive Officer (formerly referred to as the Registrar-Treasurer) shall, subject to the direction of the Board and/or the President, be responsible for the management of the activities of the Corporation in accordance with the policies and procedures established by the Board. The Chief Executive Officer shall also hold the responsibilities of the Registrar, unless a separate Registrar is appointed by the Board.

(d) Registrar

The Registrar shall, subject to the direction of the Chief Executive Officer, be responsible for the credentialing and examination programs and for maintaining and updating accurate records in the Corporation's register, in accordance with the policies and procedures established by the Board.

(e) Treasurer

The Treasurer shall provide financial oversight and guidance to the Corporation and be responsible for those duties and tasks established by the Board from time to time.

8.2 Appointment

The directors shall appoint a President, Vice-President and Treasurer from among their number at the meeting of the Board which is held immediately after the annual meeting of the members. The Chief Executive Officer shall be appointed by the Board and shall serve at the pleasure of the Board or pursuant to written agreement. The Registrar shall, upon recommendation of the Chief Executive Officer, be appointed by the Board and shall serve at the pleasure of the Board or pursuant to written agreement.

8.3 Term of Office

With the exception of the Chief Executive Officer, the term of office of each officer shall be two (2) years or until the officer's successor is appointed. Subject to section 7.8, each Officer is eligible to serve for up to two (2) consecutive full terms. Unless otherwise permitted by the Board on a case-by-case basis, no officer shall remain in the same office

for more than two (2) full terms, but shall be eligible to serve for additional term(s) in another office, up to a maximum of six (6) years as an officer of the Corporation.

8.4 Vacancies

Should the office of the President become vacant, the Vice-President shall automatically become the President on an interim basis, until a new President is appointed by the Board.

Subject to section 7.9, a vacancy among the officers listed in section 8.1.1(a),8.1.1(b),8.1.1(d),8.1.1(e),or 8.1.1(f), may be filled by the directors from among their number at any meeting duly called and held. Such a vacancy shall be filled for the balance of the term thereof or until the next regular election of officers.

In the interval between directors' meetings, the President may fill temporarily by appointment a vacancy occurring in any office of the Corporation other than a vacancy occurring in the office of Chief Executive Officer or Registrar.

8.5 Removal

Subject to section 8.2, any officer may, by resolution adopted by the votes of at least two-thirds of the directors of the Corporation, be removed before the expiration of the officer's term for cause or if the officer has been absent from two (2) consecutive meetings of the Board without reason deemed by the Board to be adequate.

8.6 Remuneration

The remuneration, if any, of officers shall be determined by Ordinary Resolution of the Board from time to time.

9. Executive Committee

9.1 Composition

There shall be an Executive Committee of the Corporation, comprised of the President, the Vice-President, and those individuals serving as the chairs of the standing committees of the Corporation.

9.2 Term of Office

The term of office of each member of the Executive Committee shall be one year or until the member's successor shall be elected or appointed.

9.3 Duties and Responsibilities

In the intervals between meetings of the directors, the Executive Committee shall possess and may exercise all the powers and authority of the directors, except as to the enactment of By-laws and regulations and any other matters which must by law be dealt with by the directors. The Executive Committee shall be responsible for the management of the affairs of the Corporation, shall actively pursue the purposes of the Corporation and shall oversee its financial affairs, subject to such directions, restrictions and limitations as may from time to time be given or imposed by the Board.

Decisions of the Executive Committee shall be reported to the Board at its next regularly scheduled meeting.

9.4 Meetings

The Executive Committee shall meet at such time and place as the President may designate.

9.5 Notice

A written notice of any meeting of the Executive Committee shall be given to each member of the Executive Committee by facsimile transmission, courier delivery or any other form of electronic communication at least 24 hours before the meeting is to take place. Either before or after the meeting, any member of the Executive Committee may waive notice of such meeting or any irregularity in the calling or conduct thereof.

9.6 Quorum

At any meeting of the Executive Committee, a majority of the members thereof shall constitute a quorum for the transaction of business.

Such quorum present shall be competent to do and to perform all acts which are or shall be directed to be done at any such meeting. Members who have declared a conflict of interest shall be counted in determining a quorum.

9.7 Voting Rights and Procedures

Only members of the Executive Committee in attendance may vote at any meeting.

Except as otherwise provided in these By-laws, a motion at any meeting of the Executive Committee shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the motion shall be lost.

9.8 Written Resolution

A resolution in writing agreed to and signed by all members of the Executive Committee shall be effective as if passed at a regularly convened meeting and such resolution shall be recorded in the minutes of the next meeting of the Committee. A member may submit a written signature by facsimile, email or other functionally equivalent electronic means of transmission.

9.9 Removal

No member of the Executive Committee may be removed unless such individual is removed from their office or position in accordance with these By-Laws or the policies of the Corporation.

10. Standing and Special Committees

10.1 Standing Committees

- 10.1.1 Standing committees of the Corporation shall be established by the Board to conduct such business and perform such duties as may from time to time be determined and shall report to the Board at least annually. Terms of reference of the committees shall be approved by the Board.
- 10.1.2 Chairs of standing committees shall be appointed annually by the Board from among the directors.
- 10.1.3 Other members of the standing committees shall be appointed by the Board and, with the exception of the Finance Audit Risk Committee, may but need not be directors of the Corporation.
- 10.1.4 In addition to the Executive Committee, the Standing Committees of the Corporation shall include but are not limited to:
 - (a) Committee on Examinations
 - (a) Governance and Nominations Committee
 - (b) Finance Audit Risk Committee
 - (c) Human Resources and Compensation Committee
- 10.2 Special Committees
 - 10.2.1 The Board may establish special committees, councils and/or task forces and determine their terms of reference as required from time to time. Any special committee so established shall serve for the duration of its deliberations and until submission of its report.
 - 10.2.2 Chairs of special committees shall be appointed by the Board and may but need not be directors of the Corporation.
 - 10.2.3 Other members of special committees shall be appointed by the Board consistent with recommendations of the directors and may but need not be directors of the Corporation.
- 10.3 Meetings

Standing or special committees may meet, transact business and conduct and record their proceedings as they see fit, subject to the provisions of the By-laws and any directions given to them by the Board. Unless otherwise expressly provided by the Board, committees other than the Executive Committee shall be advisory to the Board and may make recommendations to it, but shall have no power to act on behalf of the directors.

10.4 Quorum

At any meeting of a standing or special committee, a majority of its members shall constitute a quorum.

10.5 Guests

The chair of any committee may also from time to time, as required for the conduct of the committee's affairs, invite guests to attend meetings of the relevant committee. Any such guests shall be entitled to observe, and may participate in the meeting, subject to the committee's approval. Guests shall not vote in the meeting. Guests shall be subject to the same expectations of confidentiality as the committee members as prescribed by Board policy.

10.6 Vacancies

The Board may fill by appointment a vacancy occurring on any standing or special committee for the balance of the term of the vacating member.

10.7 Remuneration

The members of committees may receive remuneration in their capacity as committee members pursuant to the policies of the Corporation, as approved by the Board from time to time. Committee members shall also be entitled to reimbursement of reasonable expenses properly incurred in the performance of their duties, subject to approval by the Board.

11. Panels of Examiners

11.1 Appointment and Composition

The Board shall establish Panels of Examiners comprised of examiners who shall be appointed to designated Panels of Examiners as follows:

- (i) examiners from Faculties, Colleges or Schools of Pharmacy of universities in Canada which grant degrees in pharmacy, or examiners from accredited pharmacy technician educational programs, as deemed appropriate by the Board,
- (ii) examiners from community pharmacy practice, and
- (iii) examiners from hospital, primary or long-term care pharmacy practice.

11.2 Term of Office

The term of office of each examiner shall be one year or until the examiner's successor shall be appointed. Every examiner may be considered for re-appointment on the expiration of his or her term.

11.3 Duties and Responsibilities

The Panels of Examiners shall develop examination questions/stations as required, participate in examination standard setting as required, and perform such other duties as the Board may assign from time to time.

11.4 Meetings

The Panels of Examiners shall meet at such times and places as the chairs of the Panels of Examiners may designate.

11.5 Vacancies

The President may fill by appointment a vacancy occurring on a Panel of Examiners for the balance of the term of the vacating member.

11.6 Remuneration

Members of a Panel of Examiners may receive remuneration in their capacity as Panel members pursuant to the policies of the Corporation, as approved by the Board from time to time. Panel members shall also be entitled to reimbursement of reasonable expenses properly incurred in the performance of their duties, subject to approval by the Board.

12. Rules, Policies, Procedures, Regulations and Terms of Reference

The Board may, from time to time, adopt, repeal or amend rules, policies, procedures, regulations or terms of reference relating to its management and/or operations of the Corporation or its committees, or for carrying out its purposes, including without limitation, rules, policies procedures, regulations or terms of reference respecting the appointment and composition of the Appeal Panel to deal with appeals, the procedures to be followed by the Appeal Panel in dealing with appeals, appeals hearings, and all other matters relating to such appeals, provided such rules, policies, procedures, regulations or terms of reference are not inconsistent with these By-laws or the Articles.

13. Presiding Officers/Chief Administrator

A Presiding Officer or Chief Administrator shall be appointed by or under the authority of the Board to serve in each centre where examinations are to be held. The Presiding Officer shall be in charge of and responsible for examination materials [which may include examination papers/booklets, assessment tools (candidates' answer sheets, assessor scoring sheets)] and shall arrange for and conduct examinations in accordance with the By-laws, examination regulations, and policies and procedures set by the Board. A Presiding Office/Chief Administrator may employ examination staff (including invigilators, examiners/assessors, standardized participants, and other support staff) if authorized by or under the authority of the Board, and shall be responsible for providing an alternate Presiding Officer/Chief Administrator should they be unable to preside.

14. Designation of Specialties

Subject to obtaining the concurrence required by section 23.3 hereof, Pharmacy Practice Specialties may be designated by the votes of a majority of those present at a meeting of

the directors of which notice of intention to propose such designation has been given in the same manner as provided in section 7.12 hereof.

15. Certification of Pharmacist Specialists

15.1 Certification

The Board may certify or re-certify Registered pharmacists in Pharmacy Practice Specialties as established under section 15 hereof for such term as the Board deems appropriate.

15.2 Appointment and Composition of Specialty Advisory Panel

The Board shall appoint a Specialty Advisory Panel for each designated specialty. Members of each Specialty Advisory Panel shall be selected from appropriate organizations or groups having a shared interest in that pharmacy specialty. The majority of the members of each Specialty Advisory Panel shall be Qualified Pharmacists.

15.3 Term of Office

The term of office of each member of each Specialty Advisory Panel shall be three years or until his or her successor shall be appointed. Members initially appointed to each Specialty Advisory Panel shall serve staggered terms as determined by the Board. Every member of each Specialty Advisory Panel may be considered for re-appointment for one further term on the expiration of his or her term.

15.4 Duties and Responsibilities

Each Specialty Advisory Panel shall recommend to the Board standards and other requirements for certification and re-certification of Registered pharmacists in that specialty, set examinations as required and perform such other duties as the Board may assign from time to time.

15.5 Officers

There shall be a chair and vice-chair of each Specialty Advisory Panel. Such positions shall be elected by each Specialty Advisory Panel from among its members for a one-year term and shall serve until their successors are duly elected or appointed. No officer shall remain in the same office for more than three (3) consecutive years.

15.6 Meetings

The chair of a Specialty Advisory Panel may designate the times and places at which the Panel shall meet.

15.7 Vacancies

The President may fill by appointment a vacancy occurring on any Specialty Advisory Panel for the balance of the term of the vacating member. Any person appointed to fill a vacancy on a Specialty Advisory Panel shall be deemed not to have served a full term for purposes of reappointment.

15.8 Remuneration

The members of a Specialty Advisory Panel may receive remuneration in their capacity as Specialty Advisory Panel members pursuant to the policies of the Corporation, as approved by the Board from time to time. Specialty Advisory Panel members shall be entitled to reimbursement of reasonable expenses properly incurred in the performance of their duties, subject to approval by the Board.

16. Finances

16.1 Signing Authority

All cheques, drafts, orders for payment of money, notes, electronic payments, acceptances and bills of exchange issued or endorsed on behalf of the Corporation shall be signed/approved by such director or directors, officer or officers, member or members, employee or employees or agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board from time to time.

16.2 Banking

Any one of such directors, officers, members, employees or agents of the Corporation so appointed may endorse cheques for deposit with the Corporation's bankers for the credit of the Corporation or the same may be endorsed "for deposit only" with the bankers of the Corporation.

16.3 Borrowing

The Corporation may from time to time,

- (a) borrow money upon the credit of the Corporation;
- (b) limit or increase the amount to be borrowed;
- (c) issue debentures or other securities of the Corporation;
- (d) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (e) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, 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 Corporation.

Any such By-law may provide for the delegation of such powers by the Board to such officers or directors of the Corporation to such extent and in such manner as may be set out in the By-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

16.4 Contracts

All contracts made by the Corporation shall be certified by the affixing of the seal thereto when required and shall be signed by such director or directors, officer or officers, member or members, employee or employees or agent or agents of the Corporation as shall be determined by resolution of the Board from time to time.

16.5 Safekeeping of Investments

The securities and other valuable property of the Corporation shall be deposited for safekeeping with one or more banks, trust companies or other financial institutions or repositories as may be selected by or under the authority of the Board. Any securities so deposited may be withdrawn from time to time only upon the written order of the Board signed by such directors, members, officers, employees or agents of the Corporation and in such manner as shall from time to time be designated by resolution of the Board, and such authority may be general or confined to particular instances. The institutions which may be so selected by or under the authority of the Board to act as custodians shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities or other property so withdrawn from deposit or the proceeds thereof.

17. Public Accountant (External Auditor)

A public accountant shall be appointed at each annual meeting of the members. The public accountant shall have access at all reasonable times to the books and accounts of the Corporation and all receipts, documents and vouchers relating thereto, and shall conduct an audit thereof and make an annual report to the Board and members.

18. Fiscal Year

The fiscal year of the Corporation shall be the calendar year until changed by Ordinary Resolution of the Board.

19. Fees

19.1 Fees for Pharmacist Candidates

Fees shall be prescribed, altered or repealed by resolution of the Board from time to time and shall include but are not limited to the following:

- (i) Pharmacist Certificate Replacement Fee,
- (ii) Pharmacist Document Evaluation Fee,
- (iii) Pharmacist Evaluating Examination Fee,
- (iv) Pharmacist Registration without Examination Fee,
- (v) Pharmacist Qualifying Examination - Part I Fee,
- (vi) Pharmacist Qualifying Examination - Part II Fee,
- (vii) Pharmacist Appeals Fee,
- (viii) Pharmacist Site Change Fee,
- (ix) Pharmacist Administration Fee for Withdrawal from Examination, and
- (x) Pharmacist Re-scoring Fee.

19.2 Fees for Pharmacy Technician candidates

Fees shall be prescribed, altered or repealed by resolution of the Board from time to time and shall include but are not limited to the following:

- (i) Pharmacy Technician Certificate Replacement Fee,
- (ii) Pharmacy Technician International Evaluation Fee,
- (iii) Pharmacy Technician Evaluating Examination Fee,
- (iv) Pharmacy Technician Registration without Examination Fee,
- (v) Pharmacy Technician Qualifying Examination - Part I Fee,
- (vi) Pharmacy Technician Qualifying Examination - Part II Fee,
- (vii) Pharmacy Technician Appeals Fee,
- (viii) Pharmacy Technician Site Change Fee,
- (ix) Pharmacy Technician Administration Fee for Withdrawal from Examination,
and
- (x) Pharmacy Technician Re-scoring Fee.

20. Regulations Concerning Examinations and Registration

The Board may make such regulations and appointments and give such directions from time to time as may be required, including, without limitation, regulations concerning the:

- (a) qualifications of candidates for registration, certification or recertification as entry-to-practice pharmacists, pharmacy specialists, advanced or expanded pharmacy practitioners, pharmacy technicians and pharmacy assistants,
- (b) applications for and conduct of examinations,
- (c) fees to be charged to candidates,
- (d) recording and reporting of examination results,
- (e) granting of certificates and registration.

21. Registration

21.1 Entry-to-Practice Register of Pharmacists

The name of an applicant may be placed on the entry-to-practice register of pharmacists maintained by the Corporation pursuant to purpose 6(h) of the Articles:

- (a) after successful completion of the Pharmacist Qualifying Examination - Parts I and II set under the authority of the Board, or
- (b) where the applicant is a Qualified Pharmacist licensed or registered in any province prior to the coming into force of the 1963 Act to incorporate The Pharmacy Examining Board of Canada, after ten years from the date when he or she became so licensed or registered, without examination upon payment of the prescribed fees; or
- (c) without examination upon payment of the prescribed fees provided the applicant has completed the academic requirements for licensure as a pharmacist within a province of Canada prior to January 1, 1965 and is a Qualified Pharmacist as defined in section 2.1.12 hereof.

21.2 Entry-to-Practice Register of Pharmacy Technicians

The name of an applicant may be placed on the entry-to-practice register of pharmacy technicians maintained by the Board pursuant to purpose 6(h) of the Articles after successful completion of the Pharmacy Technician Qualifying Examination - Parts I and II set under the authority of the Board.

21.3 Certificates of Qualification for Pharmacists

The Board shall determine the forms of certificates of qualification for the entry to practice of pharmacists, to be issued to persons:

- (a) Registered after succeeding at both Parts I and II of the Pharmacist Qualifying Examination, or
- (b) Registered without examination under section 21.1(b) hereof, or
- (c) Registered without examination under section 21.1(c) hereof.

Such certificates shall bear the signatures or facsimiles thereof, of the President and Registrar, and shall be impressed with the seal of the Corporation.

Candidates who have met all the requirements and are approved by the Board shall be issued certificates in the form prescribed by the Board and shall have their names entered in the register.

21.4 Certificates of Qualification for Pharmacy Technicians

The Board shall determine the forms of certificates of qualification for the entry to practice of pharmacy technicians, to be issued to persons Registered after succeeding at both Parts I and II of the Pharmacy Technician Qualifying Examination.

Such certificates shall bear the signatures or facsimiles thereof, of the President and the Registrar, and shall be impressed with the seal of the Corporation.

Candidates who have met all the requirements and are approved by the Board shall be issued certificates in the form prescribed by the Board and shall have their names entered in the register.

21.5 Other Registers

The Board may from time to time establish and thereafter maintain and revise from time to time registers of persons who have been granted certificates of qualification as pharmacy specialists or for advanced or expanded pharmacy practice roles or as pharmacy technicians and pharmacy assistants.

21.6 Removal from or Correction of Register

21.6.1 The Board may direct that any entry in any register maintained by it be cancelled, removed, suspended, or corrected on the ground of fraud, accident, mistake, breach of examination security, or other breach of a regulation of the Corporation.

21.6.2 Any person whose name has been cancelled or removed from a register may appeal to the Appeal Panel for restoration of his or her name to the register in accordance with the Corporation's Process for Handling Complaints, Concerns and Appeals

21.6.3 On the receipt of any appeal pursuant to section 21.6.2 hereof, the office of the Registrar shall submit the appeal, together with any supporting evidence or information in connection therewith, to the Appeal Panel.

21.7 Other Penalties

Where any person has engaged in fraud, breached examination security, or otherwise breached a regulation of the Corporation, as referred to in section 21.6.1 hereof, the Board or the appropriate committee thereof may deny that person the right to be examined or further examined, either permanently or for such period of time as deemed appropriate.

21.8 Entitlement

21.8.1 Any pharmacist whose name appears on the entry-to-practice register of pharmacists maintained under purpose 6(h) of the Articles may be known and described as "Registrant of The Pharmacy Examining Board of Canada" (RPEBC) or "Inscrit au Bureau des examinateurs en pharmacie du Canada" (IBEPC).

- 21.8.2 Any pharmacy technician whose name appears on the entry-to-practice register of pharmacy technicians maintained under purpose 6(h) of the Articles may be known and described as “Registrant of The Pharmacy Examining Board of Canada” (RPEBC (PT)) or “Inscrit au Bureau des examinateurs en pharmacie du Canada” (IBEPC (TP)).

22. Dissolution

Upon dissolution and after the payment of all debts and liabilities, all remaining assets of the Corporation will be distributed to or among such organization or organizations, institution or institutions carrying out objects and activities without pecuniary gain to its or their members, to be used for purposes determined by the Corporation to be in keeping with and in furtherance of the national objectives of the profession of pharmacy.

23. Enactment and Amendment of By-Laws and Regulations

- 23.1 The Board may make such By-laws and regulations, not contrary to the provisions of the Act, as it may deem necessary or advisable for
- (a) the government and management of the business and affairs of the Corporation and the calling and conduct of its meetings;
 - (b) the selection, election or appointment and remuneration of a President, Chief Executive Officer and other officers and employees, and prescribing their respective powers and duties; and
 - (c) dealing with such matters as may require regulation to promote the objects and purposes of the Corporation or to facilitate the exercise of its powers.
- 23.2 The Board may, in accordance with the Act, from time to time alter or repeal all or any of such By-laws or regulations as they may see fit.
- 23.3 No such By-law or regulation shall be enacted, altered or repealed except with the concurrence of two-thirds of the members of the Corporation, including concurrence of two-thirds of the members appointed by participating pharmacy regulatory authorities.

23.4 Repeal

By-Law No. 7 of the Corporation is hereby repealed without prejudice to any right, privilege, status, obligation or liability heretofore acquired, accrued, accruing or incurred or any action heretofore taken thereunder.

ENACTED and passed by the Corporation and sealed with its seal this day
of , 2025.

President

Vice-President