

**BY-LAW NO. 1 OF  
CANADIAN SLEEP SOCIETY/SOCIÉTÉ CANADIENNE DU SOMMEIL**

Original: April 1989, updated November 2009, approved at the Annual Meeting of the Members in June 2010; updated June 2013 and approved at the Annual Meeting of Members on October 5<sup>th</sup>, 2013. Updated in June 2020 and approved at the Annual Meeting of Members on June 18<sup>th</sup> 2020. This document supersedes any previous amendments.



**DEFINITIONS**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

**"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;

**"advisory member"** means a non-voting member who has a background in business, law or accounting and who will serve in an advisory capacity to the CSS board for a three (3) years term, renewable once. Advisory members will not pay membership fees;

**"articles"** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

**"basic science member"** means a member who is a scientist working in or interested in research related to sleep research and/or sleep medicine;

**"Board"** means the board of directors of the Corporation and "director" means a member of the board;

**"by-law"** means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

**"Corporation"** means the Canadian Sleep Society (CSS);

**“dentist member”** means a member who is a dentist, also registered as a member in good standing in any provincial dental college, and who is working in or interested in sleep research and/or sleep medicine;

**“emeritus member”** means a member who has reached the age of sixty five (65), has been a member of the Corporation for a minimum of ten (10) continuous years and granted an emeritus membership by the Board of Directors. At registration, an emeritus member needs to provide their date of birth;

**“honorary member”** means a member, who has retired and who the Board of Directors, in its sole discretion, has recognized as having yielded outstanding contributions to the field of sleep research or sleep medicine and to the Corporation. A maximum of one (1) honorary member is appointed yearly by the Board of Directors. The membership of the honorary member lasts for life;

**“meeting of members”** includes an annual meeting of members or a special meeting of members; “special meeting of members” includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

**“new member”** means someone who has never been a member or has not been a member in the last five (5) years;

**“notice”** includes any notice required to be given herein which can be given by mail or electronically using the last mail or electronic address of the member on record with the Corporation;

**“ordinary resolution”** means a resolution passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast on that resolution;

**“organization/corporate member”** means a member organization, business or company related to the field of sleep medicine;

**“other allied health professional member”** means a member who is a clinical or research health professional working in or interested in sleep research and/or sleep medicine. An allied health care professional needs to be designated as such within their province and be a member of their provincial or national college that is formally recognized. The member must provide their license number. For greater clarity, this means occupational therapist, physical therapist, social worker or other health professional with a professional degree; to that effect, ‘sleep consultants’ are excluded from this category;

**“physician member”** means a member who is a physician member of the physician college (provincial) in good standing and who is working in or interested in sleep research and/or sleep medicine. The member must provide their license number;

**“professional member”** means a member who is a clinical or research health professional working in or interested in sleep research and/or sleep medicine. A professional member needs to be designated as such within their province and be a member of their provincial or national college that is formally recognized. For greater clarity, this means an academic member (PhD, MA, MSc), a physician, a clinical psychologist or a nurse that will need to provide their license number when applicable;

**“proposal”** means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

**“provider map”** means a map with contact information of qualified sleep providers in Canada available for the public. The Board of Directors have the power to decide about the categories of providers who are eligible to be added on map. At any time, the information on the provider map does not signify endorsement by the Corporation. The provider map shall not be copied by a third party in whole or in part without the specific, written consent of the Corporation;

**“regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time;

**“secretariat office”** means an administrative office that can include an Executive Director, an Executive Assistant and any other person hired by the Corporation, depending on the financial status of the Corporation, to help in running the Corporation;

**“sleep centre member”** is a specialized medical facility using sleep testing as per current AASM criteria, offering comprehensive diagnostic and treatment options for various sleep disorders. To be listed on the provider map, the sleep centre is required to have a Medical Director with formal credentials in Sleep Medicine and provincial accreditation by the Provincial College of Physicians and Surgeons, or Hospital Accreditation;

**“sleep educator member”** means healthcare providers and educators who work directly with sleep medicine patients, families, and practitioners to coordinate and manage patient care, educate patients and the community, and advocate for the importance of good sleep. Sleep educator members are expected to hold Certification in Clinical Sleep Health (CCSH), Diplomate in Behavioral Sleep Medicine (DBSM), or equivalent;

**“special resolution”** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

**“student/resident/post-doctorate fellow member”** or “trainee member” means a member who is a full-time student/medical/dental trainee according to the guidelines of his or her University who is pursuing a degree or diploma in a field related to, or has an academic interest in, sleep research and/or sleep medicine. The trainee member must provide a proof of their enrollment in a study program;

**“technologist member”** means a member who is a technologist working in or interested in the field of sleep research and/or sleep medicine;

### **CONDITIONS OF MEMBERSHIP**

1. Membership in the Corporation shall be limited to qualified persons who meet one (1) of the classes of membership described in article (2), including corporations or other entities, interested in furthering the objects of the Corporation and shall consist of anyone whose application for admission as a Member has received the approval of the Board of Directors of the Corporation and who has paid the membership fee, if necessary.
2. Membership in the corporation shall be limited to the following classes: professional members, basic sciences members, dentist members, emeritus members, honorary members, organization/corporate members, other allied health professional members, physician members, trainee members, technologist members, sleep centre members, and such other members as the Board of Directors may determine from time to time. Each membership shall expire three hundred and sixty-five (365) days after the payment of the membership annual fee. The membership shall be automatically renewed every three hundred and sixty-five (365) days. A note will be sent to the member at least one (1) week before the credit card is charged for notification. The member will have the possibility to cancel the renewal at that time. A receipt after the automatic transaction will be sent to the member. Members with an active status at the time of the Annual General Meeting in June 2020 will benefit from the three hundred and sixty-five (365) days rule at their next renewal.
3. Each membership class shall have the right to vote for all voting matters of the Corporation unless otherwise specified herein. Each membership shall also have other entitlements as determined by the Board of Directors from time to time.
4. Any member who is an individual, having reached the age of sixty-five years (65 yrs) and who has been a member of the Corporation for a minimum of ten (10) continuous years may qualify as an emeritus member. The member must provide evidence of age and membership history upon the first year of application for emeritus status. Emeritus members will pay reduced annual membership fees as set by the Board.

5. The Board may grant the status of honorary member to former longstanding members who are retired and/or those who have yielded outstanding contributions to the field of sleep research or sleep medicine, or to the Corporation. Honorary members are exempt from paying any fees.
6. Organization/Corporation members have voting rights. One (1) representative per Organization/Corporation has the right to vote. The corresponding representative needs to be identified annually.
7. Subject to articles (4) and (5), the Board of Directors can set the annual membership fees, for each category of members, yearly before the Annual General Meeting.
8. Members who have not paid their membership fee lose all rights as a member including but not limited to voting and accessing to CSS members-privileged material, rights and opportunities, until such time they pay their fees.
9. Only a member with an active status twenty-four (24) hours prior to an online scheduled e-meeting has voting rights and receives online links to join the e-meeting. For in-person meetings, a person can join or renew its membership at any time, until the commencement of the meeting.
10. Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the Secretary of the Corporation.
11. Any member may be subject to discipline, including, without limitation, termination of membership. For any member to be subject to discipline, there must be a signed written complaint put forward by a member with voting rights which must be supported by not less than (10) other members with voting with voting rights. The written complaint must contain the written reasons for the grievance and shall be delivered to the Corporation and the specific member whose membership is in question ("Specific Member"). The complaint shall be delivered to the Corporation and the Specific Member not less than twenty-one (21) days before the Annual General Meeting or a Special Meeting called for this very purpose. Upon receipt of the complaint, the Board shall determine first whether or not there is evidence to terminate the membership of the Specific Member. If the Board is not in favor by two-thirds (2/3) of the voting Board members to continue the procedure, the Specific member will remain a member of the Corporation. If the Board is in favor by two-thirds (2/3) of the voting Board members to continue the procedure, the Corporation shall deliver the complaint to the secretary of the corporation who will forward it to all board members within ten (10) business days. The Specific Member shall have the right to respond to the grievance in writing, and such response may contain the reasons why they should not be subject to the contemplated discipline. If the Specific Member exercises their right to respond to the grievance, the Specific Member shall deliver their response to the Corporation not less than ten (10) days

before the Annual General Meeting or Special Meeting where the disciplinary vote is to take place. The Corporation shall then deliver the Specific Member's response to all Members, not less than five (5) days before the Annual General Meeting or Special Meeting where the disciplinary vote is to take place. If the Specific Member does not provide a response to the complaint, he/she shall be deemed to have no objections to the proposal. The disciplinary complaint shall only be enforced upon a resolution of not less than two-thirds (2/3) by the voting members present at the annual meeting or special meeting where the disciplinary vote is to take place.

12. Memberships are non-transferrable, except to the Corporation. A special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.
13. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in subsection 197(1)(e), (h), (l) or (m).

#### **HEAD OFFICE**

14. The Head Office of the Corporation shall be the business address of the President of the Corporation.

#### **BOARD OF DIRECTORS**

15. The property and business of the Corporation shall be managed by a Board of a minimum of three (3) Directors and a maximum of fifteen (15) Directors of whom two-thirds (2/3) of the Directors shall constitute a quorum. The Directors of the Board shall be a President, a Past-President, two Vice-Presidents (Research and Clinical), Secretary/Treasurer, not less than three (3) and not more than ten (10) Members at large including two (2) Technologist representatives (with recognized accreditation as a technologist in sleep), two (2) Student representatives, one (1) Dental representative. An additional position of President-Elect for a 6-12-month term may precede the change-over of President. Any two (2) offices may be held by the same person. Directors must be individuals over eighteen 18 years of age, with power under law to contract. Directors must be members.
16. The following persons are disqualified from being a Director of the Corporation:
  - (a) anyone who is incapable;
  - (b) a person who is not an individual;
  - (c) a person who has the status of a bankrupt;

17. The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board of Directors shall continue until their successors are elected at the first Annual or General Meeting of Members.
18. At the first meeting of Members, the Board of Directors then elected shall replace the provisional Directors named in the Letters Patent of the Corporation.
19. Directors shall be elected for a term of three (3) years by the voting members at an Annual Meeting of Members or by on-line or electronic vote for paid members-only, except for the President who will be voted according to article (42). A Director may be elected for a maximum of two (2) consecutive terms in the same position except for the President who could be elected only for one (1) term as President. A Director needs a one (1) year period off the board after two (2) terms on the board except for the Past President who could have a 3rd term on the Board in case this Director had another position on the Board prior of becoming President. Each Director is authorized to exercise one (1) vote.
20. Nomination of Directors must be delivered in writing prior to the Annual Meeting of Members, with written acceptance by the nominated candidate, to the appropriately designated authority, usually the Executive Director, one (1) week prior to the Annual Meeting of Members. The nominated candidate is a member of the Corporation.
21. Directors are elected during an Annual General Meeting by members after being nominated. If only one member replied to the call nomination, this member will be automatically elected at the Annual General Meeting if the majority of votes are in favor of this member.
22. At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.
23. The Board will have the authority to appoint no more than two (2) Advisory Members to the board. The Advisory Members have no authority to vote.
24. Conflict of interest disclosure form needs to be completed and signed yearly at the time of the Annual General Meeting by each Director of the Board.
25. The office of Director shall be automatically vacated:
  - a) If a Director shall resign the office by delivering a written resignation to the Secretary of the Corporation;
  - b) If they are found to be of unsound mind;
  - c) If they become bankrupt or suspend payment or compounds with their creditors;

- d) If at a special or General Meeting of Members, a resolution is passed by two-thirds (2/3) of the Members present at the Meeting that the person be removed from office;
- e) The Board has the authority to remove a director if they do not attend (i.e. are not present in person or by teleconference) two (2) consecutive executive board meetings (without just cause);
- f) If there is a failure to report a conflict of interest on the conflict of interest disclosure form;
- g) On death;

provided that if any vacancy shall occur for any reason in this article contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a Member of the Corporation. If there is a valid proposal to remove a specific Director from office ("Specific Director"), pursuant to article 25(a) or 25(e), the Secretary shall provide the Specific Director with not less than twenty-one (21) days advanced notice of any vote held for the purpose of the removal of the Specific Director. The Specific Director shall be entitled to submit to the Corporation a written statement giving reasons for opposing his or her removal. The Specific Director must provide this written statement to the Secretary of the Corporation not less than fourteen (14) days before the vote is to take place. The Secretary shall distribute the Specific Director's written statement to all members if 23(d) applies or to all Board Members if 23(e) applies not less than seven (7) days prior to the vote taking place. The Specific Director shall also have a reasonable opportunity to defend himself or herself orally at the meeting where the vote is to take place.

26. Emergency meetings (in person when possible or using electronic media; proxy not allowed) of the Board may be called by the President, an Officer the Board or any two (2) directors at any time. Other meetings of the Board of Directors (in persons or using electronic media; proxy not allowed) may be held at any time and place to be determined by the Directors provided that two (2) clear days' written notice of such meeting shall be given, in writing, or by electronic mail, to each Director. If notice is by mail, it shall be sent at least fourteen (14) days prior to the meeting. There shall be at least one (1) meeting per year of the Board of Directors. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need to specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter that is to be dealt with at the meeting. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting, or make void any proceedings taken thereat, and any Director may, at any time, waive notice of any such meeting and may ratify, approve and confirm any or all proceedings



taken or had thereat. The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

27. If all the Directors of the Corporation consent thereto generally or in respect of a particular meeting, a Director may participate in a meeting of the Board or of a Committee of the Board by means of such conference telephone or other communications facilities (including online) as permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting.
28. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors.
29. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that a Director may be paid reasonable expenses incurred in the performance of their duties.
30. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted and the successor is appointed, or until their term expires.
31. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
32. A reasonable remuneration for all Officers, Agents and Employees and any committee members of any committees appointed by the Board of Directors pursuant to article (76) hereof shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of Members when such resolution shall be confirmed by resolution of the Members, or in the remuneration to such Officers, Agents or Employees and Committee Members shall cease to be payable from the date of such meeting of Members.

### **INDEMNITIES TO DIRECTORS AND OTHERS**

33. The Corporation may indemnify a present or former Director or Officer of the Corporation, or another individual who acts or acted at the Corporation's request as a

Director or an Officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the corporation or other entity.

34. Every Director or Officer of the Corporation or other person who has undertaken, or is about to undertake, any liability on behalf of the Corporation or any company controlled by it, and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against;
- a) all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;
  - b) all other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own fraud, willful neglect or default.
35. Off articles (33) and (34) do not apply. The Corporation may not indemnify an individual under the unless the individual
- a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case maybe, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
  - b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.
36. The Corporation has the authority to purchase insurance to protect Directors and Officers against liabilities in the exercise of their duties.

### **POWERS OF DIRECTORS**

37. The Directors of the Corporation may administer affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into, and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is, by its charter or otherwise, authorized to exercise and do. This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

38. The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.

The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.

39. If authorized by a by-law which is duly adopted by the Directors and confirmed by ordinary resolution of the members, the Directors of the corporation may from time to time:

- a) borrow money on the credit of the Corporation;
- b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
- c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Any such by-law may provide for the delegation of such powers by the Directors 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.

## **OFFICERS**

40. The Officers of the Corporation shall be a President, a Past-President, two (2) Vice-Presidents (Research and Clinical), a Secretary/Treasurer, and, President-Elect for a transition 6-12-month term, and any such other Officers as the Board of Directors may determine. Any two (2) offices may be held by the same person at the same time. The Presidency of the Corporation shall be held by an individual with one of the following degrees: MD, PhD, DDS, DMD, or PsyD (Clinical Psychologist). To reflect the professional and academic diversity of the Corporation, the position of President will preferably rotate between professional and academic designations.

41. All Officers shall be Directors of the Corporation and they shall cease to be Officers if they cease to be Directors or if they are removed by a majority of the Board of Directors.

42. The President is elected by the Board of Directors after identifying potential President candidate(s). Other Officers are elected pursuant to articles (20) and (21) procedures.

## **DUTIES OF DIRECTORS AND OFFICERS**

43. Every Director and Officer of the Corporation in exercising their powers and discharging their duties shall
  - a) act honestly and in good faith with a view to the best interests of the corporation;
  - b) and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
  
44. Every Director and Officer of the Corporation shall comply with
  - a) the Act and the regulations; and
  - b) the articles, the by-laws and any unanimous member agreement.
  
45. Every Director of the Corporation shall verify the lawfulness of the articles and the purpose of the Corporation.
  
46. No provision in a contract, the articles, the by-laws or a resolution relieves a Director or an Officer from the duty to act in accordance with the Act or the regulations or relieves them from liability for a breach of the Act or the regulations.
  
47. A director is not liable under section 145 (Directors' liability) or 146 (Liability of directors for wages) of the Act and has complied with his or her duties under articles (44) and (45) if the director exercised the care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances, including reliance in good faith on
  - a) financial statements of the corporation represented to the director by an officer of the corporation or in a written report of the public accountant of the Corporation fairly to reflect the financial condition of the Corporation; or
  - b) a report of a person whose profession lends credibility to a statement made by that person
  
48. A Director has complied with his or her duties under article (43) if the Director relied in good faith on
  - a) financial statements of the corporation represented to the director by an officer of the corporation or in a written report of the public accountant of the Corporation fairly to reflect the financial condition of the Corporation; or
  - b) a report of a person whose profession lends credibility to a statement made by that person.
  
49. An officer has complied with his or her duties under article (44) if the Officer exercised the care, diligence and skill that a reasonably prudent person would have exercised in

comparable circumstances, including reliance in good faith on a report of a person whose profession lends credibility to a statement made by that person.

50. An officer has complied with his or her duties under article (43) if the officer relied in good faith on a report of a person whose profession lends credibility to a statement made by that person.

### **SPECIFIC DUTIES OF OFFICERS**

51. The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the Corporation and of the Board of Directors. The President shall have the general and active management of the affairs of the Corporation. The President shall see that all orders and resolutions of the Board of Directors are carried into effect.
52. The Vice-Presidents shall, singly or jointly, in the absence or disability of the President, perform the duties and exercise the powers of the President. In addition to performing such other duties, they shall be assigned by the Board of Directors.
- a) The Vice-President Research duties are those specific to the portfolio such as (but non-exclusively) represent the Corporation at meetings such as funding agencies, e.g. Canadian Institutes of Health Research (CIHR), or events hosted by other societies; chair the Scientific Program committee for the conference; liaise with the President and Past-President, Vice-President Clinical, and Local organizing Chair, as well as Dental, Student and Technologist representatives regarding the program; coordinate the (i) annual Corporation abstract competition, (ii) co-sponsored CIHR travel fellowship, and (iii) the Distinguished Scientist and Young Investigator awards presented at Corporation conferences; assist in obtaining sponsorship or exhibitors for educational activities of the Corporation
  - b) The Vice-President Clinical duties are those specific to the portfolio such as (but non-exclusively) liaise with regulatory bodies in sleep medicine as well as granting agencies to advance files related to accreditation and exercise of the profession (ex. Royal College of Physicians for Areas of Focused Competence (AFC); fellowships for trainees, etc.).
53. The Secretary/Treasurer shall oversee the funds and securities of the Corporation that will be maintained by the Secretariat office that shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The Secretary/Treasurer is also responsible of taking minutes during the Annual General Meeting of Members.

54. The Secretariat office shall disburse the funds of the Corporation as may be directed by proper authority, taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Executive assistant should always notify (at least by email) the President and the Treasurer when a payment is about to be issued. After approval, the Executive assistant may issue payments up to five thousand dollars (\$5,000; check disbursements over this amount require co-signature (or e-signing with an email confirmation) by the President, Past-President or Secretary/Treasurer. The Treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors. The Executive assistant shall have the responsibility for many aspects of day to day operations including but not limited to bookkeeping, communications between board members, etc. Furthermore, the Executive assistant shall keep an up-to-date list of the Members, Directors and Officers, the respective terms of office of the two (2) latter, the standing of all Members, Directors and Officers, and their addresses. The Executive assistant shall keep all accumulated documents of the Corporation, including but not restricted to, Corporation records and lists of all honorary members and particulars of the status of such members. The Executive Director is not a member of the Corporation, shall provide support to the Corporation, and to the President in such areas as, but not limited to: governance, operations, fund development activities, financial management, revenue development, communications, community relations and advocacy. The Executive Director may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Corporation generally under the supervision of the Officers thereof and shall attend all meeting of Directors, Officers, Members, and Committees of the above, and act as Clerk thereof. The Executive Director shall record all votes and minutes of all executive meetings in the books to be kept for that purpose. The Executive Director shall give, or cause to be given, notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the President.
55. The role of the Past President is primarily advisory and not administrative. The Past President serves at the discretion of the President and to assist the President, Board Members and Sub-committees in the execution of their duties and responsibilities to the membership.
56. The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for, or the Board of Directors requires of them.
57. Directors that need a budget to run their portfolio have to discuss this with the President and the Secretary/Treasurer for approbation. Any budget in excess of five hundred dollars (\$500) has to be approved by email or during a Board meeting by (2/3) of the Board of Directors.

58. Contracts, documents, or any instruments in writing requiring the signature of the Corporation, shall be ratified by ordinary resolution by the committee delegated to oversee the contract, or the Board of Directors if no committee is delegated, before it shall be signed by any Officer on behalf of the Corporation. All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization of formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's Power of Attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by an Officer or Officers appointed by resolution of the Board of Directors.

### **COMMITTEES AND CONFERENCES**

59. There shall be a Conference Program Committee which shall be in charge of overseeing the organization of the Corporation's conference. The Conference Program Committee shall be comprised of the Chair of the Local Organizing Committee, the Vice-President Research, the President, the Vice-President Clinical (for CME component of the meeting), and any other officers or voting members of the Board of Directors appointed by ordinary resolution. The Chair of the Local Organizing Committee shall be a voting member of the Corporation from the city or within one hundred (100) kilometers of the city where the proposed annual conference is to take place, and who shall be appointed by the Board of Directors by ordinary resolution based on their credentials and contributions to the field. The Board of Directors can decide if a Corporation's conference or any other Corporation's training activity will be changed to an online format. In such circumstances, the Chair of the Online Organizing Committee shall be a voting member of the Corporation without any restriction of their living place in Canada and shall be appointed by the Board of Directors by ordinary resolution. Same organization committee structure should be maintained for Educational Days meeting.

60. The Board of Directors may create other such Committees which may oversee different areas of the Corporation's operations ("Standing Committees"). The Standing Committees shall be comprised of members appointed by ordinary resolution by the Directors.

61. The annual, and any other general meetings of the Members, shall be held at any place as the Board of Directors may determine and on such day as the said Directors shall appoint, provided that there be at least one (1) annual meeting of Members, and that such meeting be held in Canada or on an e-platform, unless the Members resolve otherwise in advance.

62. At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements, and the report of the annual reviewer(s) of the financial records shall be presented and the financial reviewer(s) appointed for the ensuing year. The Members may consider and transact any business either special or general at any meeting of the Members. The Board of Directors, or the President, (or Vice-Presidents, singly or jointly, in the President's absence), shall have power to call, at any time, a general meeting of the Members of the Corporation. The Board of Directors shall call a general meeting of Members on written requisition of Members carrying not less than twenty percent 20% of the voting rights. A minimum of fourteen (14) days' prior written notice shall be given to each Member of any Annual or General Meeting of Members, if notice is given by mail. In all other instances a meeting may take place only after reasonable notice has been given of such meeting. Any and all notices of a meeting must be in writing. Fifteen percent (15%) or more of the Members, when at a meeting other than called at the behest of Members carrying not less than twenty percent (20%) of the voting rights, shall constitute a quorum. If a meeting is called at the behest of Members carrying not less than twenty percent (20%) of the voting rights, a quorum shall consist of a minimum of eighty percent (80%) of the Members. Each Member present at a meeting shall have the right to exercise one (1) vote. Where special business will be conducted at a meeting of Members (i.e. other than business that is required to be dealt with at the annual meeting, such an appointment of reviewers of financial records and the reports on the financial statements by the reviewers of financial records), the notice of a meeting shall give sufficient information to allow the Member to form a reasoned judgment.
63. No error or omission in giving notice of any Annual or other general meeting or any adjourned meeting, whether annual or general, of the Members of the Corporation, shall invalidate such meeting or make void any proceedings taken thereat and any Members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat. For the purpose of sending notice to any Member, Director or Officer for any meeting or otherwise, the address of the Member, Director or Officer shall be their last mail or electronic address recorded on the books of the Corporation.
64. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.
65. If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any



other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

66. Unless the by-laws otherwise provide, any person entitled to attend a meeting of members may participate in the meeting, in accordance with the regulations, if any, by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed for the purposes of this Act to be present at the meeting.
67. If the directors or members of a corporation call a meeting of members under this Act and if the by-laws so provide, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the regulations, if any, entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
68. If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.
69. A member who submits a proposal at an Annual Members' Meeting shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.
70. Any other person may be admitted to a Corporation meeting only on the invitation of the chair of the meeting or by resolution of the members. This person will have no voting right.
71. On application of the Corporation, the Board of Directors and Officers may authorize the Corporation, on any terms that the Board of Directors and Officers think fit, to extend the time for calling an Annual Meeting if the Board of Directors and Officers reasonably believes that members will not be prejudiced.

### **VOTING OF MEMBERS**

72. At all meetings of Members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these by-laws.

## **FISCAL YEAR**

73. Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Corporation shall end on December 31st of each year.

## **COMMITTEES OF BOARD OF DIRECTORS**

74. The Board of Directors may appoint Committees whose Members will hold their offices at the will of the Board of Directors for example but not limited to, Website, Membership, Communications, Media & Advocacy. At least one Directors of the Board shall seat in each of the Committees.

## **AMENDMENT OF BY-LAWS**

75. The by-laws of the Corporation not embodied in the Letters Patent may be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.

## **ANNUAL REVIEW OF FINANCIAL RECORDS**

76. The financial records of the Corporation shall be reviewed annually by someone at arms length of the Board, and reported to Members at the Annual General Meeting.

## **BOOKS AND RECORDS**

77. The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute or law are regularly and properly kept.

## **DISCRETIONARY FUNDS**

78. Corporation donations (eg: travel grants, awards, participation to a cause) shall be limited annually to a maximum of five thousand dollars (\$5,000). The Board of Directors reserves the right to lower the five thousand dollars (\$5,000) limit depending on the financial health of the Corporation. Any donation of less than five hundred dollars (\$ 500) must be approved by the President and the Secretary/Treasurer. Any donation over five hundred dollars (\$500) must be approved by at least (2/3) of the Board of Directors.

## **EXPENDITURE MANAGEMENT**

79. Any expenditures not planned should be approved at least by email by the President and/or the Treasurer. Any expenditure not planned of more than one (1) thousand dollars (\$1,000) should be approved by at least (2/3) the Board of Directors by email or by vote during an Executive meeting. Any check of more than one (1) thousand dollars (\$1,000) should be signed (or e-signed and confirmed by email) by two (2) signing Officers after the revision of the corresponding invoice. Any quote of more than seven hundred and fifty dollars (\$750) requires the Director to get at least another quote for the same work, task, items or services described in the initial quote.

### **RULES AND REGULATIONS**

80. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual or General Meeting of the Members of the Corporation when they shall be confirmed. Failing such confirmation at such meeting of Members, they shall, at and from that time, cease to have any force and effect.

### **PROXY**

81. Any Member may exercise his right to vote at any meeting of Members, in person, by written ballot, or by giving a proxy to any other Member, which proxy shall be in writing, and given at the same time as the ballot, with the ballot, for counting by that person or persons so counting the ballots. A proxy may be given for any one (1) individual meeting, or for any one (1) individual question at any meeting, or for any number of meetings, provided that any proxy shall be void after the expiration of one (1) year from its date, or upon its written revocation, whichever occurs first. A form of proxy, or a reminder of the right to use a proxy shall be attached to the notice of the meeting going to all Members. A written ballot refers to a ballot in writing. Voting may take place only by the Member in person at a meeting, or by a Member in person at the meeting using a written proxy of another Member.

### **INTERPRETATION**

82. In these by-laws and all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa, and references to persons shall include firms and corporations

### **INVALIDITY OF PROVISIONS OF THIS BY-LAW**

83. The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions.

### **Original By-Laws, 1989**

<b>Place</b>	<b>Date</b>	<b>Signatures</b>
Ottawa, Ontario	May 3th, 1989	Roger J. Broughton
Port Robinson, Ontario	April 28th, 1989	Robert D. Ogilvie
Peterborough, Ontario	April 28th, 1989	Carlyle T. Smith

### **Updated By-Laws, 2010**

<b>Place</b>	<b>Date</b>	<b>Signatures</b>
Kingston, Ontario	June, 2010	Helen S. Driver
Montreal, Quebec	June, 2010	Gilles Lavigne
St. Catherine's, Ontario	June, 2010	Kimberly Cote

### **Updated By-Laws, 2013**

<b>Place</b>	<b>Date</b>	<b>Signatures</b>
Kingston, Ontario	October 5 <sup>th</sup> 2013	Helen S. Driver
Toronto, Ontario	October 5 <sup>th</sup> 2013	Shelly Weiss
Quebec City, Quebec	October 5 <sup>th</sup> 2013	Célyne Bastien

### **Updated By-Laws, 2020**

<b>Place</b>	<b>Date</b>	<b>Signatures</b>
Quebec City, Quebec	July 23 <sup>rd</sup> 2020	Célyne Bastien
Calgary, Alberta	July 23 <sup>rd</sup> 2020	Charles H. Samuels
Vancouver, British Columbia	July 23 <sup>rd</sup> 2020	Najib Ayas

### **Updated By-Laws, 2021**

<b>Place</b>	<b>Date</b>	<b>Signatures</b>
Quebec City, Quebec	July 7th 2021	Célyne Bastien
Calgary, Alberta	July 7 <sup>th</sup> , 2021	Charles H. Samuels
Vancouver, British Columbia	July 7 <sup>th</sup> , 2021	Najib Ayas