

**THE CANADIAN ORTHOPAEDIC ASSOCIATION
L'ASSOCIATION CANADIENNE D'ORTHOPÉDIE
BY-LAW NUMBER 6**

A by-law amending and restating
By-law Number 5

BE IT ENACTED as a by-law of the Association as follows:

ARTICLE 1 – INTERPRETATION

1.1 DEFINITIONS AND INTERPRETATION. Unless there exists an express provision to the contrary or unless the context otherwise requires, in these By-laws:

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

Articles means articles of continuance of the Association as amended from time to time;

Association means The Canadian Orthopaedic Association / L' Association Canadienne d'Orthopédie;

Board means the board of directors of the Association;

By-laws means this by-law and any other by-law of the Association that may be in force, and includes any amendment to the by-laws;

Director means a director on the Board;¹

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;

officer means those officers of the Association set out in Section 6.1;

ordinary resolution means a resolution passed by a majority of the votes cast on the resolution;

proposal means a proposal submitted by a member of the Association that meets the requirements of section 163 (Shareholder Proposals) of the Act; and

special resolution means a resolution passed by a majority of not less than two-thirds of the votes cast on the resolution.

1.2 DEFINITIONS OF THE ACT. Other than as specified above, words and expressions defined in the Act have the same meanings when used in the By-laws.

1.3 RULES OF INTERPRETATION. The singular includes the plural and vice versa, words in one gender include all genders; the word “person” includes individuals and

¹ The Act does not allow having *ex officio* Directors.

corporations, partnerships, trusts, joint ventures and unincorporated associations and organizations.^{2, 3, 4}

- 1.4 RULES OF ORDER.** All meetings of the Association will be conducted according to the By-laws and parliamentary procedures according to Robert's Rules of Order.^{5, 6, 7}

ARTICLE 2 – SEAL

- 2.1 SEAL.** The seal, an impression of which is stamped in the margin of this By-law, shall be the seal of the Association.
- 2.2 CUSTODY OF SEAL.** The President and/or the Secretary shall have the custody and care of the seal.

ARTICLE 3 – ENTITLEMENT TO MEMBERSHIP

- 3.1 ENTITLEMENT.** Membership in the Association shall be limited to individuals interested in furthering the purpose of the Association and shall consist of anyone whose application for admission as a member has been approved by resolution of the Board, provided that the individual is:
- 3.1.1** a graduate of a medical school accepted by the Association;
 - 3.1.2** registered in or has been through an adequate training program, as approved by the Board;
 - 3.1.3** a medical practitioner, duly qualified and registered or licensed in the province, state or country in which the candidate is training or is in practice; or
 - 3.1.4** a scientist involved in orthopaedic research.
- 3.2 ADMISSION.** Each member shall promptly be informed by the Secretary, or the person designated by him, of his admission as a member.

² I have deleted section 1.4 (Discretion). The Act sets out the following fiduciary duty of directors: Every director and officer of a 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; and (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances (s. 148(1)).

³ I have deleted section 1.5 (Adoption of By-laws). This is dealt with in section 15 of the By-laws.

⁴ I have deleted section 1.6 (Titles). This is typically used in agreements but not corporate by-laws.

⁵ I have deleted Article 2 (Name). The name of the Association is set out in the Articles of Continuance and does not need to be repeated in the By-laws.

⁶ I have deleted Article 3 (Objects). The Association is no longer subject to an “objects” regime. The Articles of Continuance must contain a statement of the purpose of the Association, which, in the current draft, provides: “The purpose of the corporation is to advance the art and science of orthopaedic surgery.”

⁷ I have deleted Article 4 (Head Office) because under the Act, the registered office must be set out in the Articles of Continuance. It need not be repeated in the By-laws. The Board may change the Association’s registered office to another place within Quebec by Board resolution. The Association would then have to send to the Director a notice of change of registered office (s. 20(3)).

ARTICLE 4 – CLASSES OF MEMBERS⁸

4.1 CLASSES. There shall be two classes of members in the Association, namely, Voting Members and Non-Voting Members.

4.2 CONDITIONS. The following conditions of membership shall apply:

4.2.1 Voting Members.

- (a) A candidate will be considered for admission as a Voting Member⁹ once the candidate has fulfilled the following criteria:
 - (i) completed training in an approved program in orthopaedic surgery;
 - (ii) obtained certification by the Royal College of Physicians and Surgeons of Canada or equivalent qualification as accepted by the Association; and
 - (iii) practices full-time orthopaedic surgery in Canada or the U.S.A.
- (b) Each Voting Member is entitled to receive notice of, attend and vote at all meetings of members and each Voting Member shall be entitled to one vote at such meetings.
- (c) Voting Members must pay dues and annual meeting registration fees as determined by the Board.
- (d) Voting membership shall be effective from March 1 in one year to the last day of February in the following year.

4.2.2 Non-Voting Members.

- (a) A candidate will be considered for admission as a Non-Voting Member once the candidate has met the criteria described below.
- (b) Each Non-Voting Member is entitled to receive notice of and attend, but not vote, at all meetings of the members.
- (c) Non-Voting Members must pay dues and annual meeting registration fees, if any, as determined by the Board.
- (d) Non-voting membership shall be effective from March 1 in one year to the last day of February in the following year.

Senior Membership.

Voting Members who are at least 65 years of age and are no longer in clinical or administrative practice are qualified to become Non-Voting Members. In order to be transferred to the non-voting membership

⁸ I have reworked Article 7 (Categories of Membership) to clarify that the Association only has two classes of members (voting and non-voting) in order to ensure that the Association does not become subject to unintended consequences under the Act (i.e. class voting rights and minority veto rights for non-voting members). The current by-laws focus on criteria/conditions to becoming a member (either voting or non-voting). I have not made any substantive amendments to these criteria or conditions.

⁹ I have deleted the reference to Membership Committee because there is no need to prescribe the Board's process in the By-laws. This can be set out in a Board policy.

class, a Voting Member must notify the Secretary, in writing, of the date of his 65th birthday and the date of his retirement from clinical or administrative practice at least 30 days prior thereto. No refunds of dues paid will be made to such members if they fail to comply with this notice requirement.¹⁰

Associate Membership.

Residents who are in a PGY1 level or beyond in an approved Canadian orthopaedic training program and graduate fellows in orthopaedic training are qualified to become Non-Voting Members.¹¹ Upon obtaining their fellowship, such individuals are qualified to maintain this status for two years from March 1st of the calendar year in which they obtained their FRCSC, after which they will be qualified to apply for¹² the voting membership class.¹³

Overseas Membership.

Individuals who are non-resident and not practising in Canada or the U.S.A., who have letters of recommendation from two Voting Members of the Association, and¹⁴ who:

- (i) hold a FRCSC in orthopaedics or equivalent;
- (ii) receive part or all of their training in Canada¹⁵; or
- (iii) are qualified orthopaedic consultants in their country and have fulfilled appropriate training and education standards,

are qualified to become Non-Voting Members.¹⁶

Honourary Membership.

Medical professionals of acknowledged pre-eminence and distinguished persons outside the medical profession, who the Association may wish to honour, are qualified to become Non-Voting Members.^{17, 18}

¹⁰ I have removed paragraph (c) concerning functioning in an appointed office as designated by the Board. The Board has the power and authority to appoint senior members to office. This need not be spelled out in the By-laws.

¹¹ I have removed paragraph (b) (voting rights) and (c) (dues). Voting rights are dealt with in the new section 4.2.2(b). Dues are dealt with in the new paragraph 4.4.2(c). The Board has the power and authority to appoint associate members to committees. This need not be spelled out in the By-laws.

¹² I clarified this to show that the Board approves memberships annually. There is no automatic transfer to voting membership.

¹³ I removed paragraph 7.1.3(d) (term) as this is now dealt with in 4.4.2(d).

¹⁴ I have removed paragraph 7.1.4(a)(ii) (dues) as this is now dealt with in 4.2.2(c).

¹⁵ I have removed the latter part of 7.1.4(iii)(B) (continued interest in affairs of the Association) as this is dealt with in section 3.1.

¹⁶ I have removed paragraphs 7.1.4(c) (voting rights) and (d) (term) as these are dealt with in section 3.1.2(b) and (c), respectively.

¹⁷ I have removed paragraph 7.1.5(b) as this is dealt with in section 3.1.2(b).

Research Affiliate Membership.

The following individuals, who have a letter of recommendation from one Voting Member of the Association, are qualified to become Non-Voting Members:¹⁹

- (i) scientists involved in orthopaedic research; and
- (ii) medical practitioners licensed to practice in Canada who have demonstrated commitment to orthopaedic surgery and who regularly act as surgical assistants during orthopaedic surgical procedures.

Inactive Membership.

Under circumstances such as illness, maternity leave, academic leave or early retirement before the age of 65, a Voting Member may request to be admitted as a Non-Voting Member for the following Association fiscal year. The request must be filed with the Secretary annually.

Defined Membership.

Under special circumstances such as non-remunerated volunteer or missions work, a Voting Member may request to be admitted as a Non-Voting Member for the following Association fiscal year. The request must be filed with the Secretary annually.

ARTICLE 5 – FORFEITURE OF MEMBERSHIP

5.1 TERMINATION.²⁰ A membership in the Association is terminated when:

- 5.1.1** the member dies;
- 5.1.2** the member fails to maintain any qualifications for membership described in the By-laws;
- 5.1.3** the member resigns by delivering a written resignation to the Secretary in which case the resignation shall be effective on the date specified in the resignation;
- 5.1.4** the member is expelled or the membership is otherwise terminated in accordance with the Articles or the By-laws;
- 5.1.5** the member's term of membership expires; or
- 5.1.6** the Association is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the member automatically cease to exist.

5.2 EXPULSION. The Board may, by at least two-thirds of the votes cast at a Board meeting, pass a resolution to remove a member from membership in the

¹⁸ I have removed the provisions concerning the Board granting Honorary Members the right to vote.

¹⁹ I have removed the provisions concerning the Board granting Research Affiliate Members the right to vote.

²⁰ This was added to reflect the provisions of the Act.

Association, and at that time, the interest of the member in the Association shall cease to exist. If the Board determines that a member should be removed from membership in the Association, the President, or such other officer as may be designated by the Board, shall provide 20 days' notice of removal to the member and shall provide reasons for the proposed removal. The member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within the 20-day period. If no written submissions are received by the President, the President, or such other officer as may be designated by the Board, may proceed to notify the member that the member is removed from membership in the Association. If written submissions are received in accordance with this section, the Board will consider the submissions in arriving at a final decision and shall notify the member concerning the final decision within a further 20 days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.²¹

ARTICLE 6 – OFFICERS

- 6.1 OFFICERS.** The officers of the Association shall be:
- 6.1.1** President;
 - 6.1.2** President-Elect;
 - 6.1.3** Second President-Elect;
 - 6.1.4** Immediate Past President;
 - 6.1.5** Second Immediate Past President;
 - 6.1.6** Secretary;
 - 6.1.7** Treasurer; and
 - 6.1.8** such other officers as may be determined advisable from time to time by the Board.
- 6.2 QUALIFICATION.** The officers of the Association shall be Directors, and shall be appointed by the Board following the annual meeting of members.²²
- 6.3 TERM OF OFFICE.** The officers of the Association shall serve for a period of one year from the date of appointment or until their successors are appointed in their stead and shall be qualified for re-appointment. Officers shall be subject to removal by resolution of the Board at any time. The Secretary and Treasurer shall generally be limited to three terms of office but such terms may be extended by resolution of the Board.
- 6.4 DUTIES.** Subject to the Articles and the By-laws, the Board determines the authority of the officers of the Association. The Board may delegate responsibilities to the officers. The officers may exercise all powers conferred on them by the Act as well as those incidental to their duties. Absence, incapacity, refusal or negligence to act

²¹ I have removed the provisions on Default of Dues as this would be dealt with through Board policy and practice.

²² Officers should be appointed by the Board. This is a requirement under section 142 of the Act:

or any other cause deemed sufficient by the Board, allows the Board to re-delegate the responsibilities of an officer to any other officer, for a period of time which the Board may determine.

- 6.5 CHAIRMAN.** The President shall act as chairman. He shall preside over all meetings of the members and of the Board. The President shall exercise such other powers and duties that the Board may prescribe.
- 6.6 PRESIDENT.** The President shall:
- 6.6.1** meet and consult with other officers on Association activities during the President's year of office;
 - 6.6.2** represent the Association at national, provincial or international meetings, when possible;
 - 6.6.3** deliver an address at the annual meeting; and
 - 6.6.4** be an ex-officio member of all committees.
- 6.7 PRESIDENT-ELECT.** The President-Elect shall:
- 6.7.1** assume the office of the President at the close of the annual meeting held in the year following his appointment as President-Elect;
 - 6.7.2** act in the place of the President in the event of the absence, death or incapacity of the President or at the request of the President;
 - 6.7.3** be an ex-officio member of all committees; and
 - 6.7.4** fulfil the role of coordinator and liaison between all committees.
- 6.8 SECOND PRESIDENT-ELECT.** The Second President-Elect shall:
- 6.8.1** assume the role of President-Elect at the close of the annual meeting held in the year following his appointment as Second President-Elect; act in the place of the President-Elect in the event of absence, death or incapacity of the President-Elect or at the request of the President or President-Elect; and
 - 6.8.2** be a member of certain committees at the direction of the Board.
- 6.9 IMMEDIATE PAST PRESIDENT.** The President shall become the immediate Past President on termination of office at the annual meeting or upon retirement. The Immediate Past President shall be the chairman of the Nominating Committee.
- 6.10 SECOND IMMEDIATE PAST PRESIDENT.** The Immediate Past President shall become the Second Immediate Past President on completion of his term of office as Immediate Past President. The Second Immediate Past President shall perform such duties as may from time to time be assigned by the Board.
- 6.11 THE SECRETARY.** The Secretary shall:
- 6.11.1** attend all meetings, act as clerk, record all votes and minutes of proceedings and keep the minutes in books provided for that purpose;
 - 6.11.2** see that all notices are given in accordance with the provisions of the By-laws or as required by law;
 - 6.11.3** be the custodian of the current records of the Association;

- 6.11.4 keep a record of the names of the members and guests in attendance at all meetings;
- 6.11.5 prepare for publication the proceedings of the annual meeting and a list of the members of the Association and send copies to each member as soon as possible after the annual meeting;
- 6.11.6 conduct all official correspondence of the Association and keep copies of the same;
- 6.11.7 notify applicants of their admission to membership and notify Directors and members, as applicable, of their appointment to office or to committees;
- 6.11.8 prepare certificates of membership for presentation to members at the next annual meeting after their admission; and
- 6.11.9 in general, perform all duties necessary or incidental to the office of the Secretary and such other duties as may from time to time be assigned by the Board.

6.12 THE TREASURER. The Treasurer shall:

- 6.12.1 have charge and custody of, and be responsible for all funds and securities of the Association and deposit such funds in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board;
- 6.12.2 exhibit the books of accounts and records to any of the officers or members or the Board upon application during business hours at the place where such books and records are kept;
- 6.12.3 render a detailed report of the finances of the Association whenever called upon by the Board or by the auditor of the Association and present an annual report to the members at the annual meeting;
- 6.12.4 receive and give receipts for money due to the Association from any source whatsoever;
- 6.12.5 in general, perform all duties necessary or incidental to the office of the Treasurer and such other duties as may from time to time be assigned by the Board; and
- 6.12.6 prepare an annual budget for presentation to the Audit and Finance Committee and subsequently to the Board at the time of the mid-winter meeting for the following fiscal year.

ARTICLE 7 – THE BOARD OF DIRECTORS

- 7.1 THE BOARD.** The Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of the fixed number of Directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution

empowers the Directors to determine the number, by resolution of the Board.²³ The Board shall include one regional representative²⁴ nominated by his respective Regional/Provincial Orthopaedic Association from:

British Columbia/Yukon

Prairie Provinces/Northwest Territories

Ontario

Quebec/Nunavut

Atlantic Provinces.²⁵

- 7.2 QUALIFICATIONS.** Subject to the Articles, any member²⁶ may become a Director, with the exception of the following individuals: those who are under the age of 18, those who have been declared incapable by a court in Canada or in another country and those having the status of bankrupt.²⁷
- 7.3 ELECTION.** Subject to the Articles, the Directors are elected by a simple majority vote cast at the annual meeting of the members.²⁸
- 7.4 TERM OF OFFICE.** Unless the office of a Director ends before term because of his death, resignation, removal or disqualification, a Director holds office until the next annual meeting of the members or until his successor is elected or appointed.
- 7.5 VACANCY.** Subject to the Act and unless the Articles indicate otherwise, a quorum of Directors may fill a vacancy in their numbers. A Director elected or appointed to fill a vacancy shall hold office until the close of the next annual meeting of the members²⁹. The remaining Directors may act if a quorum remains notwithstanding the vacancies.
- 7.6 REMOVAL.** Any one or all Directors may be removed by a resolution passed by the Voting Members at a duly convened meeting. By a further resolution, the Voting Members may elect a replacement Director or Directors for the remainder of the term.³⁰
- 7.7 WAIVER OF LIABILITY³¹.** Every Director or officer of the Association and his heirs, executors, administrators and estates and effects, respectively, shall from time to

²³ The Act does not allow for the appointment of *ex officio* Directors. This revision will require the Nominating Committee to continue with its work as in the past but the Directors must be elected by the members and the Board must appoint the officers and committee chairs and members (which could be done immediately following the AGM).

²⁴ These details could be removed from the By-law and placed in a Director Selection and Nominations Policy.

²⁵ I removed the reference to the Chair of the Orthopaedic Committee of the Royal College of Physicians and Surgeons of Canada. It was discussed that this individual may be made a special non-voting guest at Board meetings through Board policy and practice.

²⁶ Should this refer to Voting Member?

²⁷ I revised this to comply with section 6(2) of the Act.

²⁸ I revised this to remove references to *ex officio* Directors.

²⁹ This term limitation is a requirement of section 128(8) of the Act.

³⁰ I have removed section 10.7 (De Facto Director) as this is dealt with in the Act.

³¹ I have amended this section to reflect section 46 of the Act.

time and at all times, be indemnified and saved harmless out of the funds of the Association from and against:

7.7.1 all costs, charges and expenses whatsoever which such Director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office; and

7.7.2 all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

This indemnity shall apply only if the Director or officer of the Association acted honestly and in good faith with a view to the best interests of the Association and in the case of criminal or administrative action or proceeding that is enforceable by a monetary penalty, had reasonable grounds for believing that his conduct was lawful.

7.8 NO REMUNERATION OF DIRECTORS.³² The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing in this By-law shall be construed to preclude any Director from serving the Association as an officer or in any other capacity and receiving compensation for such purposes.

7.9 REMUNERATION OF OFFICERS. The officers of the Association shall serve without remuneration, with the exception of the President and Secretary each of whom may receive such remuneration as may be fixed by the Board.

7.10 CONFLICT OF INTEREST AND DUTY. Subject to the requirements of the Act, any Director or officer who contracts with the Association in his personal capacity must disclose his interest to the Board, and if he is present at the meeting when a decision is taken on such contract, he must refrain from voting on that matter unless a majority of the Directors is interested, in which case they may vote after having disclosed such interest. A general notice given to the Board by a Director, to the effect that he is a director or representative of or has a material interest in another firm or enterprise, and that he is to be regarded as interested in any contract made with the firm or enterprise, is a sufficient declaration of his interest in relation to any contract so made. The Board may, nevertheless, hypothecate, charge or pledge the property of the Association in favour of any representative who constitutes himself personal surety with regard to the liabilities of the Association or otherwise. The Directors may be members of boards of directors of other enterprises, including competitors, and may act as consultants or in another capacity for such enterprises.

³² Section 143 allows the reasonable remuneration of Directors and officers.

ARTICLE 8 – BOARD MEETINGS

- 8.1 BOARD MEETINGS.** The Board shall meet at least once and usually twice in each year.³³ Guests, such as committee chairmen and others, may be invited to parts of meetings.
- 8.2 GOVERNANCE.** The Board shall govern and supervise the management of the affairs of the Association and shall have charge of the annual meeting and any special general meeting.
- 8.3 CALLING OF MEETING.** Board meetings may be called by the President, the Secretary or any two Directors. Notice of such meeting shall be sent to each Director by mail or messenger to his most recent address known to the Directors at least one month prior to the date of the meeting. If the address of a Director does not appear in the books of the Association, the notice may be sent to the address where, in the opinion of the sender, it is most likely to reach the Director promptly. The notice of the meeting shall specify the place, date and hour of the meeting.
- 8.4 EMERGENCY MEETING.** When, in the opinion of the President or the Secretary, the calling of a Board meeting is a matter of urgency, he may call the meeting by notice transmitted by telephone, fax or e-mail or delivered by messenger at least 24 hours before the meeting. When the notice is transmitted by fax, an original copy of it shall be delivered to the address by special delivery. Such notice is deemed sufficient for the validity of the meeting.
- 8.5 PLACE.** Board meetings shall be held at the registered office of the Association or at any other place in Canada determined by the Board.
- 8.6 QUORUM.** The Board may determine by resolution the quorum for Board meetings but, until otherwise fixed, the simple majority of the Directors elected at the last annual meeting constitutes a quorum. This quorum of Directors must be maintained throughout the Board meeting.
- 8.7 PROCEDURE.** The chairman of the meeting is responsible for the good conduct of the meeting, submits any proposals upon which a vote of the Board is required and generally establishes rules of procedure.
- 8.8 VOTE.** Each Director is entitled to one vote. Any matter presented to the Board shall be decided by the affirmative vote of at least a simple majority of the Directors voting. Voting shall be held by a show of hands, unless the chairman of the meeting or a Director demands a ballot. If a ballot is demanded, the Secretary of the meeting serves as scrutineer and counts the ballots. Voting by proxy is not permitted at any Board meeting. The chairman of the meeting has a deciding vote in the event that a vote is tied.
- 8.9 PARTICIPATION BY TELEPHONE.** With the unanimous consent of the Directors, a Director may participate in a Board meeting by telephone or any other means of communication that enables him to communicate orally with the other Directors participating in the meeting. The consent may be given before, during or after the meeting. A Director who participates in a meeting by such means is deemed to be present.

³³ There was an inconsistency in the timing of notice between 8.1 (one month) and 8.3 (2 business days).

- 8.10 WAIVER OF NOTICE.** A Director may, by written notice sent to the registered office of the Association, waive his right to a notice of meeting or to any amendment in the notice. A waiver of notice may be validly given before, during or after the Board meeting, and attendance of a Director at the meeting constitutes a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting was not lawfully called.
- 8.11 ERROR OR OMISSION.** The accidental omission to give any notice to any Director, officer, member of a Board committee or public accountant, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.³⁴
- 8.12 BORROWING POWERS.** Without limiting the borrowing powers of the Association as set forth in the Act and the Articles, the Board may from time to time, without authorization of the members:
- 8.12.1** borrow money upon the credit of the Association;
 - 8.12.2** issue, reissue, sell, pledge or hypothecate debt obligations of the Association;
 - 8.12.3** give a guarantee on behalf of the Association; and
 - 8.12.4** mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligations of the Association.
- 8.13 ADJOURNMENT OF MEETING.** The chairman of the meeting may, with the consent of the Directors present at the meeting, adjourn any meeting to another date and place as he may determine, without giving another formal notice of meeting to the Directors. At the reconvened meeting, the Board may validly deliberate in accordance with the modalities established at the time the meeting was adjourned, if there is a quorum. The Directors constituting a quorum at the meeting so reconvened need not be the same persons who were present at the original meeting. If a quorum of Directors does not exist at the commencement of the reconvened meeting, the meeting is deemed to have terminated at the adjournment of the original meeting.

ARTICLE 9 – COMMITTEES

- 9.1 ESTABLISHMENT.** The Board may, from time to time, establish such committees as it deems necessary or advisable and terminate any such committee so established when, in the opinion of the Board, such is considered advisable.
- 9.2 TERMS OF REFERENCE.** The composition, terms of reference and rules of procedure of such committees shall be as determined by the Board from time to time.^{35, 36}

³⁴ I have deleted section 11.2 (Mail Ballots) because the Act does not allow the Directors to vote by mail ballot.

³⁵ It is the Board that needs to appoint the members of the Board Committees and to establish each Committee's mandate. I understand this is currently done at the AGM. The Nominating Committee may present its recommendation but the Board will need to pass a resolution to appoint the members, etc., at a Board meeting following the AGM.

ARTICLE 10 – MEETINGS OF MEMBERS

10.1 ANNUAL MEETING. An annual meeting of the members is held every year at the registered office of the Association or at any other place in Canada at the date and time determined by resolution of the Board. The annual meeting is held in order to receive and consider the financial statements and the auditor's report, if one is prepared, to elect the Directors, to appoint an auditor, if required, and to transact any other business with which the meeting may lawfully deal. An annual meeting may constitute a special meeting for the transaction of any other business which may be decided at a special meeting provided the notice of meeting specifies such business, or with the unanimous consent of the Voting Members of the Association. An annual meeting of the members may, with the unanimous consent of the Voting Members, be held outside Canada.

10.2 MEETING PROGRAM. The annual meeting shall consist of:

- Scientific sessions;
- Sessions of interest to the members;
- One general business session; and
- The introduction of new members.

10.3 AGENDA. The agenda of the general business session of the annual meeting shall include:

- Reading of minutes of the previous meeting of the members;
- Report of the Board;
- Report of the Secretary;
- Report of the Treasurer;
- Report of the Standing Committees, including the Nominating Committee;
- Nomination and election of Nominating Committee members for the ensuing year;
- Election of Directors;
- Receipt of Financial Statements and Auditor's Report;

Section 138(1) of the Act prohibits the Board from delegating the following matters to the Executive Committee: (a) submit to the members any question or matter requiring the approval of members; (b) fill a vacancy among the directors or in the office of public accountant or appoint additional directors; (d) approve any financial statements; (e) adopt, amend or repeal by-laws; or (f) establish contributions to be made, or dues to be paid, by members. This should be reflected in the Terms of Reference for the Executive Committee.

³⁶ Section 194(1) of the Act provides that a corporation may have an audit committee and, if it does, the committee shall be composed of not less than three directors, a majority of whom are not officers or employees of the corporation. The audit committee shall review the financial statements of the corporation before they are approved. The corporation shall send the public accountant notice of the time and place of any meeting of the audit committee. The public accountant is entitled to attend the meeting at the expense of the corporation and be heard, and shall attend every meeting of the committee if requested to do so by one of its members. The public accountant or a member of the audit committee may call a meeting of the committee.

- Appointment of Auditor;
- Unfinished Business;
- New Business;
- Installation of incoming President (may be held separately at the conclusion of the annual meeting); and
- Termination.

- 10.4 SPECIAL MEETINGS.** Special meetings of the members may be held from time to time at the call of the Board. The Board shall call a special meeting of the members at the written request of not less than 5% of the Voting Members. If the Board does not call a meeting within 21 days of receiving the request, any Voting Member who signed the request may call the special meeting.
- 10.5 NOTICE.** Notice of a meeting of the members shall be sent in writing by e-mail, mail, courier or personal delivery to all members, at least one month prior to the date fixed for such a meeting.
- 10.6 ERRORS AND OMISSIONS.** The accidental omission to give any notice to any member, or the non-receipt of any notice by any member where the Association has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice. For purpose of sending notice to any member for any meeting or otherwise, the address of the member shall be his last address recorded on the books of the Association.
- 10.7 CONTENT OF NOTICE.** Any notice of a meeting shall specify the place, date and time of the meeting. Notice of an annual meeting must specify the nature of the business to be transacted at the meeting except when such meeting is called only to examine the financial statements and the report of the auditor, to elect Directors and to re-appoint the incumbent auditor. Notice of an annual or special meeting at which other business shall be transacted shall state the nature of the business to be considered in sufficient detail to permit the member to form a reasoned judgement thereon and the text of any special resolution to be submitted to the meeting.
- 10.8 QUORUM.** A quorum for a general business session of an annual meeting or for a special meeting (unless a greater number of members are required to be present by the Act) shall be 50 voting members.
- 10.9 ADJOURNMENT.** If a quorum is not present at the opening of a meeting of the members, the Voting Members present may adjourn the meeting to a fixed time and place³⁷. The meeting so reconvened may deal with any business for the purpose of which the original meeting was called.
- 10.10 VOTING.** Unless the Act, the Articles or the By-laws otherwise provides, questions arising at any meeting of the members shall be decided by a majority of votes. Proxy votes will be accepted at any meeting of the members, provided the proxy

³⁷ I revised this section to comply with section 164(4) of the Act.

holder appointed by the member supplies a witnessed written proxy to the presiding officer. A proxy holder must be a Voting Member of the Association.

- 10.11 BALLOT.** The chairman of the meeting or a member entitled to vote may request a vote by ballot. If so requested, each member or proxy holder shall deliver to the scrutineer of the meeting a ballot on which appears his name, the names of the members he represents, the number of votes he is entitled to cast, and the manner in which they are to be cast.
- 10.12 WRITTEN RESOLUTIONS.** A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members.³⁸
- 10.13 PROCEDURE.** The chairman of the meeting of the members directs the meeting and is responsible for its good conduct. Subject to the Act and the By-laws, and according to the procedure usually followed during meetings, he establishes reasonably and impartially the procedure to be followed. The chairman of the meeting of the members decides any matter including, among others, any issues relating to the validity of a proxy. Such decisions are final and binding upon the members. If the President and the President-Elect are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
- 10.14 SCRUTINEERS.** The chairman may appoint one or more persons, who are not required to be members or officers of the Association, to act as scrutineers at any meeting of the members.
- 10.15 PARTICIPATION BY ELECTRONIC MEANS AT MEMBERS' MEETINGS.** If the Association 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 the By-laws, any Voting Member participating in a meeting of members pursuant to this section may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Association has made available for that purpose.
- 10.16 MEMBERS' MEETING HELD ENTIRELY BY ELECTRONIC MEANS.** If the Board or members of the Association call a meeting of members pursuant to the Act, the Board or the members, as the case may be, may determine that the meeting shall be held, in accordance with the Act, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

³⁸ I revised this section to comply with the Act. Consider if members' written resolutions are practical and whether we should remove this provision from the By-laws. Email ballots are not allowed under the Act. Electronic voting is only allowed if the Association can gather the votes without knowing how each member voted.

ARTICLE 11 – SIGNING OF DOCUMENTS

11.1 SIGNING OF DOCUMENTS. Any bill of exchange, cheque, deed, transfer, assignment, contract, obligation and other instrument in writing requiring execution by the Association shall be signed in accordance with the delegation of signing authority policy approved by the Board from time to time. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Association to be a true copy.

ARTICLE 12 – PUBLICATIONS³⁹

12.1 MINUTES. All proceedings of the Association shall be accurately recorded and shall be distributed to the members, upon their request.

12.2 LANGUAGE OF PAPERS. Papers read to the annual meeting may be submitted, delivered and published in English or in French.

ARTICLE 13 – FINANCIAL⁴⁰ YEAR AND BANKING

13.1 FINANCIAL YEAR. The financial year of the Association shall end on the last day of February in each year.⁴¹

13.2 AUDITOR. At each annual meeting, the members shall appoint a qualified⁴² auditor who shall make an annual audit of the books and accounts of the Association, and shall report thereon at each annual meeting. The auditor shall hold office until the next annual meeting provided that the Board may fill any casual vacancy in the office of the auditor. The auditor may be paid such remuneration as the Board shall from time to time determine.

13.3 FINANCIAL STATEMENTS. The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its

³⁹ I have removed paragraphs 15.2 (Journals) and 15.3 (Papers) as these do not need to be enshrined in the By-laws.

⁴⁰ I have replaced references to “fiscal” with references to “financial” to ensure consistency in the terminology with the Act.

⁴¹ I have deleted paragraph 16.2 (Change in Fiscal Year) as this would be done in any event with the presentation of the financial statements.

⁴² Section 180(1) of the Act provides that in order to be a public accountant of a corporation, a person shall (a) be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province; (b) meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under sections 188 to 191; and (c) subject to subsection (6), be independent of the corporation, its affiliates, or the directors or officers of the corporation or its affiliates. Section 180(2) provides that for the purposes of section 180(1), (a) independence is a question of fact; and (b) a person is deemed not to be independent if that person or their business partner (i) is a business partner, a director, an officer or an employee of the corporation or any of its affiliates, or is a business partner of any director, officer or employee of the corporation or any of its affiliates, (ii) beneficially owns or controls, directly or indirectly, a material interest in the debt obligations of the corporation or any of its affiliates, or (iii) has been a receiver, receiver-manager, sequestrator, liquidator or trustee in bankruptcy of the corporation or any of its affiliates within two years before the person’s proposed appointment as public accountant of the corporation.

members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Association and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

- 13.4 BANKING.** The banking business of the Association shall be transacted at such bank trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Association and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

ARTICLE 14 – LANGUAGE

- 14.1 LANGUAGE OF PROCEEDINGS.** Proceedings of all meetings may be conducted either in English or French.
- 14.2 LANGUAGE OF COMMUNICATIONS.** All official Association communications shall be presented in both official languages.

ARTICLE 15 – AMENDMENT OF BY-LAWS

- 15.1 AMENDMENT OF GENERAL BY-LAWS.**⁴³ Subject to the Articles, the Board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Association, except in respect of matters referred to in subsection 197(1) (fundamental change) of the Act. Any such by-law, amendment or repeal shall be effective from the date of the resolution of the Board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting. If a by-law, amendment or a repeal ceases to have effect, a subsequent resolution of the Board that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the members.
- 15.2 AMENDMENT OF BY-LAWS REQUIRING A SPECIAL RESOLUTION.** Section 15.1 does not apply to a by-law that requires a special resolution of the members under subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.⁴⁴
- 15.3 ADDITIONAL REQUIREMENTS.** A Voting Member may, in accordance with section 163 of the Act, make a proposal to make, amend or repeal a by-law.
- 15.4 COPIES TO DIRECTOR.** The Association shall, within the prescribed period, send to the Minister of Industry Canada a copy of any by-law, amendment or repealed by-law, except for those that have been rejected by the members.

⁴³ I have revised this Article to comply with section 152 of the Act.

⁴⁴ I have removed Article 19 as the Board inherently has this power and authority.