

CANADIAN CARDIOVASCULAR SOCIETY
~~SOCIÉTÉ CANADIENNE DE CARDIOLOGIE~~

SOCIÉTÉ CARDIOVASCULAIRE DU CANADA

GENERAL OPERATING BY-LAW NO. 1

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A By-law relating generally to the conduct of the affairs of
CANADIAN CARDIOVASCULAR SOCIETY-

~~SOCIÉTÉ CANADIENNE DE CARDIOLOGIE~~

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SOCIÉTÉ CARDIOVASCULAIRE DU CANADA

(the "Society")

INDEX

SECTION I INTERPRETATION.....	1
1.01 Definitions.....	1
1.02 Interpretation.....	2
SECTION II Financial and other Matters.....	2
2.01 Financial Year.....	2
2.02 Annual Financial Statements.....	32
2.03 Operating Policies.....	3
SECTION III MEMBERS.....	3
3.01 Conditions of Membership.....	34
3.02 Transition of Existing Membership	33-03
Termination of Membership.....	4
3-04 <u>3.03</u> Discipline of Members.....	45
SECTION IV MEETINGS OF MEMBERS.....	5
4.01 Notice of Meetings.....	56
4.02 Place of Meetings.....	6
4.03 Annual Meetings.....	6
4.04 Special Meetings.....	6
4.05 Special Business.....	67
4.06 Waiving Notice.....	67
4.07 Persons Entitled to be Present.....	67
4.08 Chair of the Meeting.....	7
4.09 Quorum.....	7
4.10 Meetings Held by Electronic Means.....	7
4.11 Votes to Govern.....	8
4.12 Proposals at Annual Meetings.....	8
SECTION V DIRECTORS <u>AND THE BOARD</u>	8
5.01 Powers.....	8
5.02 Number of Directors.....	8
5.03 Qualifications.....	89
5.04 Composition of Council <u>Board</u>	9

5.05	Election of Directors and Term.....	9
5.06	The Past-President/ Appointment of Directors and Term.....	910
5.07	Ceasing to Hold Office.....	10
5.08	Resignation.....	10
5.09	Removal.....	1011
5.10	Filling Vacancies.....	1011
5.11	Delegation to Executive Committee	105.12
5.13 5.12	Conflict of Interest.....	11
5.14 5.13	Confidentiality.....	11
5.15 5.14	Indemnification.....	11
SECTION VI MEETINGS OF DIRECTORS.....		1112
6.01	Calling of Meetings.....	1112
6.02	Place of Meetings.....	1112
6.03	Notice of Meeting.....	1112
6.04	Regular Meetings.....	12
6.05	Participation at Meeting by Telephone or Electronic Means.....	12
6.06	Quorum.....	12
6.07	Votes to Govern.....	1213
6.08	Resolutions in Writing.....	13
SECTION VII OFFICERS.....		13
7.01	Election and Appointment.....	13
7.02	Description of Offices.....	13
7.03	Term of Office.....	14
7.04	Vacancy in Office.....	14
SECTION VIII NOTICES.....		15
8.01	Method of Giving Notices.....	15
8.02	Computation of Time.....	15
8.03	Undelivered Notices.....	16
8.04	Omissions and Errors.....	16
8.05	Waiver of Notice.....	16
SECTION IX ARTICLES AND BY-LAWS.....		16
9.01	Amendment of Articles.....	16
9.02	By-law Confirmation.....	16
9.03	Effective Date of Council Initiated By-law, Amendment or Repeal.....	16
9.04	Effective Date of By-law, Amendment or Repeal under Subsection 197(1).....	17
SECTION X EFFECTIVE DATE.....		17
10.01	Effective Date.....	17

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GENERAL OPERATING BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of

CANADIAN CARDIOVASCULAR SOCIETY
SOCIÉTÉ CANADIENNE DE CARDIOLOGIE
(the "Society")

~~WHEREAS the Society was granted Letters Patent by the federal Government of Canada under the Canada Corporations Act on the 13th day of June, 1949;~~

~~AND WHEREAS the Society has applied for a Certificate of Continuance to be continued under the Canada Not-for-Profit Corporations Act, S.C. 2009, c.23;~~

~~NOW THEREFORE BE IT ENACTED as a general operating By-law of the Society to take effect in accordance with Section 10.01 as follows:~~

SECTION I
INTERPRETATION

1.01 ~~1.01~~ Definitions

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

- (a) "Act" means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society.
- (c) "Atlantic Canada" means Prince Edward Island, Newfoundland and Labrador, New Brunswick and Nova Scotia.
- (d) "Board" means the board of directors of the Society.
- (e) ~~(e)~~ "By-laws" means this by-law and all other by-laws of the Society as amended and which are, from time to time, in force and effect.
- (f) ~~(d)~~ "Council" means the ~~board of directors~~ Council of the Society, as further described in the Council Policy as determined by the Board from time to time.
- (g) "Councillor" means a member of the Council.

- (h) ~~(e)~~ "Director" means a member of the ~~Council, also referred to as a~~ "Councillor"; Board.
- (i) ~~(f)~~ "Effective Date" means the effective date of these By-laws specified in ~~Section~~section 10.01.
- (j) ~~(g)~~ "Member" means a member of the Society and "Members" or "Membership" means the collective membership of the Society.
- (k) ~~(h)~~ "Officer" means an officer of the Society.
- (l) "Ontario" means Ontario and Nunavut.
- (m) ~~(i)~~ "Operating Policies" means the operating policies approved by the board in accordance with ~~Section~~section 2.03 of this by-law.
- (n) ~~(j)~~ "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution.
- (o) ~~(k)~~ "Proposal" means a proposal submitted by a member of the Society that meets the requirements of ~~Section~~section 163 of the Act.
- (p) ~~(l)~~—"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time.
- (q) ~~(m)~~—"Special Resolution" means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.
- (r) "Western Canada" means Manitoba, Saskatchewan, Alberta, British Columbia, the Yukon and the Northwest Territories.

~~1.02~~ ~~1.02~~ Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word "person" will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and

- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION II FINANCIAL AND OTHER MATTERS

201 Financial Year

Unless otherwise changed by resolution of the ~~Council~~Board, the financial year end of the Society shall be established by resolution of the ~~Council~~Board.

202 Annual Financial Statements

The Society shall send copies of the annual financial statements and any other documents required by the Act to the Members between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless a Member declines to receive them. Alternatively, the Society may give notice to the Members stating that such documents are available at the registered office of the Society and any Member may request a copy free of charge at the registered office or by prepaid mail.

203 Operating Policies

The ~~Council~~Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Society relating to such matters as terms of reference of committees, duties of Officers, ~~Council~~Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the ~~Council~~Board may deem appropriate from time to time. Any Operating Policy adopted by the ~~Council~~Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the ~~Council~~Board.

SECTION III MEMBERS

3.01 Conditions of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Society. Membership in the Society shall be available to individuals wishing to further the purposes of the Society, who have a particular interest in cardiovascular health and who meet one of the following criteria:

- (a) is an individual who:

- i. is a specialist certified in a cardiovascular discipline such as adult cardiology, pediatric cardiology or cardiac surgery (or such other discipline as may be determined by the Board); or
- ii. is a specialist that does not hold such a certification (forexample, internists), but who has a major interest and time commitment to cardiovascular health and disease; or
- iii. holds a doctorate and is involved in cardiovascular teaching or research; or
- iv. holds a doctorate and has major interest in cardiovascular health and disease;

(each a “**Regular Member**”); or

- (b) is an individual who was a Regular Member and who has retired from practice, who has requested to be admitted as a Life Member and who meets such other criteria as the Board may determine (each a “**Life Member**”); or
- (c) is an individual who was a Regular Member, who is semi-retired from practice and who meets such criteria as the Board may determine (each a “**Semi-Retired Member**”). For the purposes of this By-Law, “semi-retired” means that the individual works less than 50% of the time that an individual engaged in full-time employment would work; or
- (d) is a physician, surgeon, scientist or other individual that has been identified by the Society for special distinction (each an “**Honorary Member**”); or
- (e) is an individual who:
 - i. is a physician trainee currently engaged in a formal Canadian cardiovascular-related physician training program, such as adult cardiology, pediatric cardiology, cardiac surgery (or such other discipline as may be determined by the Board); or
 - ii. is a physician trainee who is furthering their physician training in a cardiovascular subspecialty area, such as echocardiography, electrophysiology and interventional cardiology (or such other discipline as may be determined by the Board); or
 - iii. is a research trainee at the PhD or Postdoctoral levels in cardiovascular sciences;

(each a “**Member-in-Training**”).

~~Pursuant to the Articles, there shall be one (1) class of Members in the Society. Membership in the Society shall be available to individuals wishing to further the purposes of the Society, who have a particular interest in cardiovascular health and disease and who fall within one of the subcategories established in Operating Policies. Membership in the Society shall be divided into subcategories for the purpose of assessing qualification for Membership but all Members shall fall into a single class of members. Membership subcategories shall have the privileges and pay the Membership dues set out in the Operating Policies.~~

Membership in the Society shall be subject to approval by the CouncilBoard or as may otherwise be determined by the CouncilBoard. Each Member shall have one (1) vote at meetings of the Members of the Society.

Membership terms shall be annual, subject to renewal.

3.02 TransitionTermination of Existing Membership

~~As of the Effective Date of this By-law, all existing Regular members, Associate members, Honorary members, Life members and Members in training shall automatically become Members of the Society.~~

3.03 Termination of Membership

Membership in the Society is terminated when:

- (a) the Member dies;
- (b) the Member ceases to maintain the qualifications for membership set out in ~~Sections~~section 3.01;
- (c) the Member resigns by delivering a written resignation to the ~~Chair~~President of the CouncilBoard in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member is removed as a Member of the Society in accordance with ~~Section 3.04~~section 3.03;
- (e) the Member's term of membership expires; or
- (f) the Society 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. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, a Councillor, an Officer and/or a committee member, as applicable, provided that the CouncilBoard may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the CouncilBoard deems it appropriate in the circumstances.

3.43.03 Discipline of Members

The Council Board may suspend or remove any Member from the Society for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Operating Policies of the Society;
- (b) carrying out any conduct which may be detrimental to the Society as determined by the Executive Board in its sole discretion;
- (c) for any other reason that the Executive Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Society.

In the event that the Executive Board proposes that a Member should be expelled or suspended from membership in the Society, the President of the Council Board shall provide twenty (20) days' notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the President of the Council Board in response to the notice received within such twenty (20) day

period. In the event that no written submissions are received by the President of the Council Board, he/she may proceed to notify the Member that the Member is suspended or removed from membership in the Society. Where written submissions are received in accordance with this section, the Council Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. A Member who is suspended shall not be entitled to vote or attend any meeting of the Society or exercise or enjoy any other rights of a Member until such suspension has been removed.

SECTION IV MEETINGS OF MEMBERS

4.01 Notice of Meetings

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- (b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Where the Society provides notice electronically, as referred to in section 4.01(b), and if a Member requests that notice be given by non-electronic means, the Society shall give notice of the meeting to the Member so requesting in the manner set out in section 4.01(a).

Notice of a meeting of Members shall also be given to each Director, [Councillor](#) and to the public accountant of the Society during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting. The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the Society shall include any Proposal submitted to the Society under [Sectionsection](#) 4.12.

4.02 Place of Meetings

Meetings of Members may be held at any place within Canada as the [CouncilBoard](#) may determine or outside Canada if all of the Members entitled to vote at such meeting so agree.

4.03 Annual Meetings

An annual meeting of Members shall be held at such time in each year, as the [CouncilBoard](#) may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Society's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Society required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.04 Special Meetings

The [CouncilBoard](#) may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the [CouncilBoard](#) shall call a special meeting of Members, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

4.05 Special Business

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, public

accountant's report, election of Directors and re-appointment of the incumbent public accountant, is special business.

4.06 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.07 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, [the Councillors](#) and the public accountant of the Society and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Society to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

4.08 Chair of the Meeting

The chair of Members' meetings shall be the President or the Secretary. In the event that the President and the Secretary are absent, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting.

4.09 Quorum

Subject to the Act, a quorum at any meeting of the Members shall be forty (40) Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, or by telephonic and/or by other electronic means.

4.10 Meetings Held by Electronic Means

A Members' meeting may be held by telephonic or electronic means in accordance with the Act as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting if the Society makes available such a communication facility and the meeting complies with the requirements in the Act and the Regulations. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding clause (a), if the Directors or Members of the Society call a meeting of Members, those Directors or Members, as the case may be, may

determine that the meeting 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.

- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Society has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Society without it being possible for the Society to identify how each Member voted.

4.11 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution. 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.

4.12 Proposals at Annual Meetings

Subject to compliance with ~~Section~~[section](#) 163 of the Act, a Member entitled to vote at an annual meeting may submit to the Society notice of any matter that the Member proposes to raise at the annual meeting (a "Proposal"). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five per cent (5%) of the Members entitled to vote at the meeting. Subject to the Act, the Society shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. The Member who submitted the Proposal 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.

SECTION V DIRECTORS AND THE BOARD

5.01 Powers

Subject to the Act and the Articles, the ~~Council~~[Board](#) shall manage or supervise the management of the activities and affairs of the Society.

5.02 Number of Directors

The ~~Council~~Board shall consist of the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the ~~Council~~Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the ~~Council~~Board.

5.03 Qualifications

Each Director shall be an individual who is not less than eighteen (18) years of age. Each Director shall be a Member of the Society in good standing. No person who has been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of a bankrupt shall be a Director.

5.04 Composition of ~~Council~~Board

The ~~Council~~Board shall be composed as much as possible of the following Directors:

- (a) One Director who shall also serve as the President;
 - (b) One Director who shall also serve as the Vice-President;
 - (c) One Director who shall also serve as the Past-President;
 - (d) One Director who shall also serve as Secretary;
 - (e) One Director who shall also serve as Treasurer;
 - (f) ~~(4)~~ One Director who shall be a member of the Member-in-Training subcategory, whose nomination is supported by the Trainee Committee; and
 - (g) One Director who is resident in each of the following Regions: Atlantic Canada, Quebec, Ontario and Western Canada;
 - (h) One Director whose nomination is supported by the Affiliates Senate;
 - (i) One Director who will serve as a member at large.
- ~~(e) — A minimum of fourteen (14) Directors who shall be Directors at large. 5.05.~~

Election of Directors and Term

- (a) Subject to the Articles, Directors, except the Past-President, shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required, as follows:
 - (i) In every second year, the Members shall elect an individual to serve a four (4) year term, the first two (2) years of which shall be served as Director and

Vice-President and the second two (2) years of which shall be served as Director and President;

(b) (ii) The terms of office of all Directors, ~~except other than~~ the ~~Past~~Vice-President, ~~and President~~ shall be two (2) years ~~or as determined by Ordinary Resolution of the Members~~. No Director shall hold office for longer than four (4) years before re-election. As much as possible, the Directors shall be elected and shall retire in rotation.

(b) ~~(e)~~ If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.

(c) ~~(d)~~ Directors shall be eligible for re-election without limitation.

(d) ~~(e)~~ The ~~Council~~Board may establish a nominating committee, the details of which shall be set forth in the Operating Policies. In that event, the nominating committee will present a report to the Members for the election of Directors and such report will be prepared in accordance with the requirements of this By-law and the Operating Policies.

5.06 The Past-President/Appointment of Directors and Term

(a) ~~Pursuant~~On the expiry of their term as President, the individual leaving such role is eligible to serve as Past-President. This individual may choose to seek office as a Director, in which case the Nominating Committee shall determine whether they will be put before the Members for election as Director and Past-President to serve a term of two (2) years. In the alternative, pursuant to the Articles, following the conclusion of the annual general meeting of Members each year, the Board ~~shall~~may appoint the ~~Past~~immediate former President to hold office for a term expiring not later than the close of the next annual meeting of Members. The number of Directors appointed pursuant to this section shall not exceed one-third (1/3) of the number of Directors elected by the Members at the previous annual meeting of Members.

(b) In the event the immediate former President is unwilling or unable to serve as a Director, or in the event that they are not elected or appointed as a Director, the Board may appoint them to serve in the Officer role of Past-President for a term to be determined by the Board, in which case they shall serve as an Officer solely, shall not be a Director and shall not have the right to vote at meetings of the Board. For further certainty, nothing in this By-law requires that the most recent former President be elected as Director and Past-President or appointed to the office of Past-President by the Board.

5.07 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with section 5.09, or no longer fulfils all of the

qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the ~~Council~~Board. Any Director who fails to attend two (2) consecutive meetings without a valid written reason will automatically cease to be a member of ~~Council~~Board.

5.08 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Society or at the time specified in the resignation, whichever is later.

5.09 Removal

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director's ~~term~~term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the ~~Council~~Board.

5.10 Filling Vacancies

In accordance with and subject to the Act and the Articles, a quorum of the ~~Council~~Board may fill a vacancy in the ~~Council~~Board, except a vacancy resulting from an increase in the number or the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the ~~Council~~Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the ~~Council~~Board shall forthwith call a special meeting of Members to fill the vacancy. If the ~~Council~~Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

5.11 ~~Delegation to Executive Committee~~

~~Subject to the Act, the Council may appoint from their number a managing committee of Directors (which may be referred to as an "executive committee") and delegate to that committee any of the powers of the Council, except those which may not be delegated by the Council pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Council, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure. Any particular terms of reference for the executive committee shall be set forth in the Operating Policies.~~5.12 Committees

The ~~Council~~Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the ~~Council~~Board shall see fit. Any committee member may be removed by the ~~Council~~Board. Unless otherwise determined by the ~~Council~~Board, a committee shall have the power to fix its quorum at not less than a majority of its members, ~~to elect its chair~~ and

to otherwise regulate its procedure. Any particular terms of reference for committees shall be set forth in the Operating Policies.

5.135.12 Conflict of Interest

Every Director and Officer shall disclose to the Society the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Society, in accordance with the manner and timing provided in ~~Section~~section 141 of the Act.

5.145.13 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Council or before any committee of the Council. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

5.155.14 Indemnification

The Society shall provide present or former Directors or Officers with the indemnification described in ~~Section~~section 151 of the Act.

SECTION VI MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the ~~Council~~Board may be called by the President, the Vice-President or any two (2) Directors at any time.

6.02 Place of Meetings

Meetings of the ~~Council~~Board may be held at the registered office of the Society or at any other place within or outside of Canada, as the ~~Council~~Board may determine.

6.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the ~~Council~~Board shall be given in the manner provided in section 8.01 of this By-law to every Director of the Society not less than 48 hours before the time when the meeting is to be held. 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 specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

6.04 Regular Meetings

The CouncilBoard may appoint a day or days in any month or months for regular meetings of the CouncilBoard at a place and hour to be named. A copy of any resolution of the CouncilBoard fixing the place and time of such regular meetings of the CouncilBoard shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) is to be dealt with at the meetings.

6.05 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a CouncilBoard meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the CouncilBoard and committees of the CouncilBoard.

6.06 Quorum

A majority of the number of Directors specified in the Articles constitutes a quorum at any meeting of the CouncilBoard, provided that where there is a minimum and maximum number of Directors specified in the Articles, a quorum shall be a majority of the number of Directors determined in accordance with section 5.02. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

6.07 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the CouncilBoard, every question shall be decided by ~~a majority of the votes cast on the question~~ an Ordinary Resolution. 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.

Final Approved by Council 1 Jun 2013

6.08 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a CouncilBoard meeting, shall be as valid as if it had been passed at a CouncilBoard meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the CouncilBoard or committee of Directors.

SECTION VII OFFICERS

7.01 Election and Appointment

The ~~Council~~Board may designate the offices of the Society and Officers may be elected or appointed ~~(with the exception of those under contract, such as the Executive Director).~~ ~~The Council.~~ The Board shall specify the duties of Officers and, subject to the Act, delegate to such Officers the power to manage the affairs of the Society. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person.

7.02 Description of Offices

Unless otherwise specified by the ~~Council~~Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Society, if designated and if Officers are appointed or elected thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the ~~Council~~Board may specify from time to time:

- (a) President - The President shall be a Director. The President shall, when present, preside at all meetings of the ~~Council~~Board and of the Members.
- (b) Vice-President - The Vice-President shall be a Director. If the President is absent or is unable or refuses to act, the Vice-President, if any, shall, when present, preside at all meetings of the ~~Council~~Board and of the Members.
- (c) Past-President - ~~The Past President shall be a Director.~~ The Past-President shall carry out such duties as the Board may from time to time determine.
- (d) Secretary - The Secretary shall attend and be the Secretary of all meetings of the ~~Council~~Board, Members and committees of the ~~Council~~Board. The Secretary shall enter or cause to be entered in the Society's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Society.
- (e) Treasurer - The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Society; whenever required, the Treasurer shall render to the ~~Council~~Board an account of all such person's transactions as Treasurer and of the financial position of the Society.
- ~~(f) Chief Executive Officer - The Chief Executive Officer shall supervise the day to day operations and administration of the Society. The Board may delegate to the Chief Executive Officer the power to manage and direct the business and affairs of the~~

~~Society and to employ and discharge agents and employees of the Society. The Chief Executive Officer shall conform to all lawful orders given by the Board of Directors of the Society and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Society.~~

The duties of all other Officers of the Society shall be such as their terms of engagement call for or the [Council Board](#) or the President requires of them. The [Council Board](#) may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

7.03 Term of Office

Officers, except the Chief Executive Officer, shall hold their position for a period of two (2) years, or, in those cases where an Officer is appointed by the [Council Board](#) to fill a vacancy during the year, until the first meeting of the [Council Board](#) immediately following the annual general meeting.

7.04 Vacancy in Office

In the absence of a written agreement to the contrary, the [Council Board](#) may remove, whether for cause or without cause, any Officer of the Society. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (d) such Officer's death.

If the office of any Officer of the Society shall be or become vacant, the [Council Board](#) may appoint a person to fill such vacancy.

SECTION VIII NOTICES

8.01 Method of Giving Notices

Subject to sections 4.01 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a

Member, Director, Counsellor, Officer, member of a committee ~~of the Council~~, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Society or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Society in accordance with the Act and received by Corporations Canada; or
- (a) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (b) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (c) if provided in the faith of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Counsellor Officer, public accountant, or member of a committee ~~of the Council~~ in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

8.03 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Society shall not be required to give any further notices to such Member until such Member informs the Society in writing of his or her new address.

8.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Councillor, Officer, member of a committee ~~of the Council~~ or public accountant, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with the By-law 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.

8.05 Waiver of Notice

Any Member, Director, Counsellor Officer, member of a committee ~~of the Council~~ or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the CouncilBoard or of a committee of the CouncilBoard, which may be given in any manner. .

SECTION IX ARTICLES AND BY-LAWS

9.01 Amendment of Articles

The Articles of the Society may be amended if the amendment is sanctioned by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

9.02 By-law Confirmation

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal of a By-law shall require confirmation by Ordinary Resolution of the Members unless a Special Resolution ~~of~~ is required pursuant to the MembersAct.

9.03 Effective Date of CouncilBoard Initiated By-law, Amendment or Repeal

Subject to the Articles and ~~Section~~section 9.04 of this By-law, the CouncilBoard may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Society. Any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be

confirmed, rejected or amended by the Members by Special 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.

9.04 Effective Date of By-law, Amendment or Repeal under Subsection 197(1)

A Special Resolution of the Members is required to make any amendment to the Articles or the By-laws of the Society with respect to the matters listed in ~~Subsection~~subsection 197(1) of the Act. A By-law made, amended or repealed under ~~Subsection~~subsection 197(1) is effective from the date of the Special Resolution of Members approving such By-law, amendment or repeal and need not be submitted to the ~~Council~~Board for approval.

SECTION X EFFECTIVE DATE

10.01 Effective Date

This By-law is effective upon ~~the issuance of a Certificate of Continuance of the Society by the federal Government under the Canada Not for Profit Corporations Act and~~ approval of the By-law by Special Resolution of the Members.

ENACTED by the Directors of the Society this _____ day of _____, ~~2019~~2022.

APPROVED by the Members of the Society this _____ day of _____, ~~2019~~2022.

Name:

Title:

Name:

Title:

Name:
Title:

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